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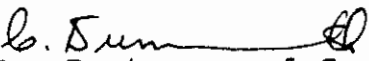
# Certificate of Incorporation

I hereby certify that

IRISH CENTRE FOR EUROPEAN LAW LIMITED

is this day incorporated under  
the Companies Acts 1963 to 1986  
and that the company is limited.

Given under my hand at Dublin, this  
Friday, the 13th day of May, 1988

  
For Registrar of Companies

Fees and Deed Stamps £135.00

Stamp Duty on Capital £0.00

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

**CONSTITUTION**

-of-

**IRISH CENTRE FOR EUROPEAN LAW**

**MEMORANDUM OF ASSOCIATION**

1. The name of the Company (hereinafter called the "Centre") is IRISH CENTRE FOR EUROPEAN LAW.
2. The Centre is a company limited by guarantee for the purposes of the Companies Act 2014.
3. The main objects for which the Centre is established are:
  - (1) to advance education for the benefit of the public arising from membership of the European Union and of the Council of Europe by promoting the study, practice and discussion of, as well as the exchange and dissemination of, information and knowledge of the law (including possible changes in the law) of the European Union and of the Council of Europe;
  - (2) to generally advance education for the benefit of the public arising from international law (including international human rights and trade law), treaties and conventions; and,
  - (3) to evaluate the effects and influences of such laws (and possible changes in the law) on the general public and in particular on various sectors of the community and in particular the business, agricultural, vocational, professional and teaching institutions and also on countries which are not members of the European Union and/or the Council of Europe.
4. In furtherance of its main objects, the Centre shall, in addition to the powers conferred on it by law, have the following powers which are subsidiary and ancillary to the main objects and which powers may only be exercised in the promotion of the main objects:
  - (1) to apply and/or otherwise deploy the assets and other resources for the time being of the Centre in and/or towards the main objects of the Centre in such manner as the Board may for the time being and from time to time determine;
  - (2) to subscribe or guarantee money for charitable objects;

- (3) to apply to any person(s), whether public (whether governmental, municipal or otherwise whatsoever) or private and whether 'for profit', charitable or otherwise for funding or support of any kind and to take over and/or enter into any arrangements with any person(s), that may seem to the Board conducive to the Centre's main objects or any of them and to obtain from any such person(s) and utilise any rights, privileges and concessions which may be considered desirable to obtain and to comply with the terms thereof;
- (4) to receive, administer and apply funds, property and other assets given or otherwise received or made available by way of grant, gift or otherwise to the Centre (and whether or not such funds, property or other assets are made from public funds, private donations or otherwise) in accordance with the terms thereof;
- (5) to take over from any person(s) (including, for the avoidance of doubt, trustee(s)) and to hold either alone or jointly any charitable or benevolent funds and/or bursaries, investments and/or other property or assets of any kind established or collected for the Centre or for any other charitable purpose, together with any other property, funds or assets of which the Centre may be appointed as trustee and/or which may otherwise be given, established or made available to the Centre for charitable purposes;
- (6) to take over and/or to enter into any commitments or arrangements with any person(s), whether public (including governmental, municipal or otherwise howsoever) or private that may seem to the Board conducive to the Centre's main objects or any of them and to obtain from any person(s), and utilise any rights, privileges, charters, licenses and concessions which may be considered desirable, and to comply with the terms thereof;
- (7) to accumulate funds for any purposes of the Centre subject to any requirements of the Revenue Commissioners;
- (8) to effect registration with the Charities Regulatory Authority of Ireland and/or other bodies or institutions;
- (9) to apply for or raise funds and/or collect or receive contributions from any person(s) whatsoever by way of subscription, donation or otherwise and to do and/or undertake any matter or activity (including the holding of lotteries in accordance with the law) in connection therewith and/or more generally in connection with the activities of the Centre;
- (10) to establish from time to time and to manage, control, vary and/or repeal policies for the Centre and to determine that the Board act as the administrative, coordinating and supervisory body of the Centre;
- (11) to make rules, regulations and bye-laws from time to time for the internal management, good governance, administration and regulation of the Centre and its assets and undertaking and to vary and/or repeal the terms thereof as the Board and/or the Members may from time to time consider appropriate;
- (12) to appoint, engage or retain consultants, agents and other persons (including skilled professional or technical advisers or workers) to or for the Centre and to employ such executive, administrative, clerical and other staff (by means of employment, engagement, secondment, placement or otherwise) as and upon such remuneration, if any, as the Board may from time to time determine;

- (13) to grant pensions, gratuities (to include death benefits), allowances and/or charitable aid to any officers or employees or ex-officers or ex-employees of the Centre, or its predecessors in business or the relations, families or dependants of any such persons, and to establish or support any non-contributory or contributory pension or superannuation funds, any associations, institutions, clubs, buildings and housing schemes, funds and trusts which may be considered by the Board calculated to benefit any such persons or otherwise advance the interests of the Centre or of its Members provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by part 30 of the Taxes Consolidation Act 1997;
- (14) to insure all of the property and assets of the Centre against all manner of risks and to insure against all costs, losses and liabilities of any kind and to pay premiums on any such insurances;
- (15) subject to the requirements in this regard set out in the Charities Act 2009 and the Companies Act 2014, to insure each of the Directors and officers of the Centre against all manner of risks in respect of her/his or her role as a Director and/or officer of the Centre and to insure against all costs, losses and liabilities of any kind and to pay premiums on any such insurances in respect thereof;
- (16) to acquire and undertake the whole or any part of the business, property, goodwill and assets and/or the liabilities and obligations of any person(s) carrying on or proposing to carry on any of the activities which the Centre is authorised to carry on, or which can be conveniently carried on in connection therewith, or otherwise may seem to the Board calculated directly or indirectly to benefit the Centre and/or the attainment of its main objects;
- (17) to acquire and carry on any activity carried on by a subsidiary of the Centre;
- (18) to take over from existing owners, joint owners or trustees all benefits, rights, privileges, obligations and authorisations given under any document, governing instrument or constitution;
- (19) to purchase, take on lease, on licence or in exchange, upon option, on hire or hire-purchase, or otherwise acquire any real or personal property (including lands, buildings and property whether leasehold or freehold), patents, patent rights, inventions, secret processes, recipes, receipts, prescriptions, formulae, trademarks, trade names, designs, concessions, copyrights, licences, rights (including exclusive or non-exclusive or limited rights), privileges or any right, estate or interest whatsoever and any rights, privileges and easements over or in respect of any undertaking property or assets, and to hold, use, exercise, improve, manage, service, develop, alter, exchange, lease, license, mortgage, enfranchise, dispose of, sell, turn to account, develop or otherwise deal with all or any part of the undertaking, property and assets of the Centre (including, without limitation, construction, demolition, landscaping, draining and improving; and including the expenditure of money in experimenting upon, testing or improving any such patents, inventions or rights) as may be deemed necessary, convenient or expedient by the Board, and in particular, without limitation, to accept Securities of any other company in payment or part payment of the consideration payable to the Centre in respect of any transaction referred to in this paragraph;

- (20) to subscribe for, take or otherwise acquire membership interests, shares, loan notes and/or securities of any company and to sell, hold or otherwise deal with same;
- (21) to establish any person(s) for the purpose of acquiring all or any of the property, assets and liabilities of the Centre or for any other purpose which may seem directly or indirectly calculated to benefit the Centre;
- (22) to borrow and raise money and secure or discharge any debt or obligation in such manner as may be thought fit and without limitation to the foregoing to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the Centre's undertaking, property and assets whether present and/or future and also by a similar mortgage charge or lien to secure and guarantee the performance by the Centre of any obligation or liability it may undertake, upon such terms as to priority and otherwise as the Centre shall think fit, provided that no mortgagee or other person or Centre advancing money to the Centre shall be concerned to enquire into the necessity or propriety of raising money or as to the amount required or the application thereof;
- (23) to guarantee, grant indemnities in respect of, support or secure, whether by covenant or by mortgaging or charging or granting any lien or other security interest over or in respect of all or any part of the undertaking, property and assets whether present and/or future of the Centre, or by all such methods, the performance of the contracts or obligations of and the repayment or payment of the principal amounts of and premiums, interest and other amounts due by the Centre and/or any other person, firm or body corporate notwithstanding the fact that the Centre may not receive any consideration, advantage or benefit, direct or indirect from entering into such guarantee or other arrangement or transaction contemplated herein;
- (24) to lend and advance money or give credit to any person, firm or body corporate either with or without security and upon such terms (whether with or without security or other charge) as may seem expedient to the Board;
- (25) to invest any monies and/or other assets of the Centre not immediately required for its purposes in any manner as may be thought fit by the Board of the Centre whether trustee investments or otherwise, and to vary the investment thereof in such manner as may from time to time be determined by the Board of the Centre;
- (26) to provide services of any kind including the carrying on of advisory, consultancy and agency activities of any kind;
- (27) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, letters of credit and other negotiable or transferable instruments;
- (28) to establish and/or support and/or aid in the establishment and support of any charitable associations, institutions or trusts and to subscribe to any charitable purposes in any way connected with the main objects of the Centre or which may be calculated to further its interests or any of them;
- (29) to make gifts or gratuitous disposals of all or any part of the undertaking, property, assets (including, without limitation, cash and non-cash assets)

and/or rights of the Centre, and to make voluntary dispositions of any such property or rights either for no consideration or for a consideration less than the market value thereof, in any such case on such terms as the Board may consider appropriate in their discretion;

- (30) to undertake and execute any trust the undertaking whereof may seem desirable to the Board, whether gratuitously or otherwise;
- (31) to contribute by donation, subscriptions, guarantee or otherwise to any other charitable object whatsoever;
- (32) to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or otherwise with any person or company or engage in any activity or transaction capable of being conducted so as directly or indirectly to benefit the Centre or advance its objects;
- (33) to procure the Centre to be registered or recognised in any country or place;
- (34) to adopt such means of making known the Centre and its object, activities and services as may seem expedient and in particular, without limitation, by advertising in the press or radio or television or social media by circulars, by publication of books and periodicals and by granting prizes, rewards, scholarships and donations;
- (35) to amalgamate or merge with any other person;
- (36) to promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful trade or business federation, union or association, or to do any lawful act or thing with a view to promoting and/or safeguarding the Centre's objects, activities and undertakings including with a view to preventing or resisting, directly or indirectly, any interruption of or interference with any trade or business or providing or safeguarding against the same or resisting or opposing any strike, movement or organisation which may be thought detrimental to the interests of the Centre and to subscribe to any association or fund for any such purposes;
- (37) initiate, promote, hold meetings, lectures and generally arrange functions in connection with the objects of the Centre;
- (38) to initiate, hold, direct, manage and take part in conferences, congresses, seminars and other gatherings for the purpose of advancing the objects of the Centre;
- (39) to conduct or commission research and studies into the issues of law (and issues connected therewith) which are within the objects of the Centre, including by co-operation with other bodies and persons for the purpose of advancing the objects of the Centre;
- (40) to publish or assist in the publication of the results of the research and studies of the Centre and in connection therewith to print, publish, circulate, sell, buy or manage books, reports, periodicals, magazines, circulars and other publications (whether in print, electronically or otherwise deemed appropriate by the Board of the Centre);

- (41) to tender or receive such advice and assistance to or from other organisations concerned therewith as will foster the promotion, development, and extension of instruction in the principle and practice of European Union, the Council of Europe, international and Human Rights Law;
- (42) to provide a bureau or source (electronic or otherwise) of information and information services and to disseminate information about the European Union, Council of Europe, international and Human Rights Law and its principles, problems, practice and development, by publishing, distributing or assisting in the publication and distribution of literature, books, pamphlets, films, videos, podcasts, posters, periodicals, journals, social media and other matters relating to the same and generally by publicising and stimulating public interest in the same;
- (43) to amalgamate, affiliate or co-operate with or subscribe to any body, association, society or corporation whose object or objects are similar to the object of the Centre and to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any such body, association, society or corporation provided that the Centre shall not amalgamate, affiliate with or subscribe to any body, association, society or corporation which shall not prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Centre under or by virtue of Clauses 5 and 6 of this Memorandum of Association;
- (44) in furtherance of the Centre's objects, to establish, promote and otherwise assist, whether financially or otherwise, other organisations which promote any or all of the objects of the Centre;
- (45) to establish and support or side in the support or establishment of and by conferring, consulting, maintaining contact with universities, professional or other associations, societies, institutions or bodies or persons established or to be established in any part of the world having objects in whole or in part similar, to or in support of, to those of the Centre, in respect of matters within the objects of the Centre and by co-ordinating and harmonising the activities of such bodies so far as devoted to such objects;
- (46) to settle moneys or other assets on the trustee or trustees of any trust, foundation, settlement or institution set up for charitable or benevolent purposes or for any public, general or useful object or to lend money or provide services (with or without interest or charge) to any such trustee or trustees and to pay, subscribe, lend or contribute assets or services of the Centre (with or without interest or charge) or give any guarantee or indemnity in respect of any trust, foundation, settlement or institution set up or operating for any such purpose or object or in respect of any exhibition or for any charitable, benevolent, public, general or useful object;
- (47) to apply for, petition for, promote or obtain any Act of the Oireachtas or any other legislation relating directly to the advancement of the main objects or any charter, privilege, licence or authorisation of any government, state, executive or municipality or any ministerial or departmental licence or order for enabling the Centre to carry any of its objects into effect or for effecting any modification of the Centre's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the interests of the Centre;

- (48) to do all or any of the matters hereby authorised in any part of the world and with or in respect of persons or companies resident, domiciled, incorporated, registered or carrying on business in any part of the world and either as principal, agent, factor, trustee or otherwise and by or through agents, factors, trustees or otherwise and either alone or in conjunction with others;
- (49) to carry on any other activity which may seem to the Board of the Centre to be capable conveniently of being carried on in connection with the Centre's main objects;
- (50) to do all such things as are necessary for the attainment of the Centre's main objects and to do all other acts or things as may be considered requisite, advantageous, conducive or incidental to the attainment of the Centre's main objects or any of them; and,
- (51) to do all or any of the above things either as principal, agent, contractor, trustee or otherwise and by or through trustees, agents subsidiaries or otherwise and by or through trustees, agents, subsidiaries or otherwise if the same may directly or indirectly benefit the purpose for which the Centre is established;

PROVIDED ALWAYS THAT:

- (A) Nothing hereinbefore contained shall be construed as including in the purposes for which the Centre is established any purposes which are not charitable according to law. Subject thereto, the objects and powers specified in clause 3 and in each paragraph of this clause 4 shall not, except where otherwise expressed in such paragraph, be limited or restricted in any way by reference to, or inference from, the terms of any other paragraph;
- (B)
  - (i) The words "company" and "body corporate" in clause 3 and in this clause 4 (except where it refers to the Centre) will be deemed to include any partnership or other association or body of persons, whether or not incorporated, and any body corporate, in each case wherever formed, incorporated, requested or situate;
  - (ii) The word "person" in clause 3 and in this clause 4 shall include a natural or legal person and any body corporate;
  - (iii) The words "Director(s)" shall mean the directors for the time being of the Centre;
  - (iv) The words "Member(s)" shall mean the members for the time being of the Centre;
  - (v) the expression "Securities" in this Clause, shall be deemed to mean any shares, stocks, bonds, debentures or debenture stock (whether perpetual or not), loan stock, notes, obligations or other securities or assets of any kind, whether corporeal or incorporeal;
- (C) the provisions of clause 3 and this clause 4 shall be subject to the Centre obtaining, where necessary, for the purpose of carrying on any of its objects into effect, such licences, permits or authority as may be required by law;
- (D) the Centre shall not support with its funds any object nor endeavour to impose on or procure to be observed by its Members or others any regulation or restriction which if an object of the Centre would make it a trade union; and,



- (E) the powers set out in any paragraph of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited to or restricted by reference to or inference from any object set out in Clause 3 or power set out in this Clause 4 or from the terms of any other paragraph or by the name of the Centre; none of such paragraphs or the powers therein specified shall be deemed subsidiary or ancillary to the powers mentioned in any other paragraph, but the Centre shall have full power to exercise all or any of the powers and to achieve and endeavour to achieve all or any of the objects set out in Clause 3 and all or any of the powers conferred by and provided in any one or more of said paragraphs.
5. The income and property of the Centre however derived shall be applied solely towards the promotion of the main objects of the Centre as set forth in this Memorandum of Association, and subject as hereinafter provided, no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Centre and no Director shall be appointed to any office of the Centre paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Centre provided that nothing shall prevent any payment in good faith by the Centre:
- (1) of reasonable and proper remuneration to any member or servant of the Centre (not being a Director) in return for any services actually rendered to the Centre;
  - (2) of interest at a rate not exceeding 1% above the Euro Inter Bank Offered Rate per annum on money lent by Directors and/or Members to the Centre;
  - (3) of reasonable and proper rent for premises demised and let by any Member of the Centre (including any Director) to the Centre;
  - (4) of reasonable and proper out of pocket expenses incurred by any Director in connection with the performance of her/his or her duties as a Director of the Centre;
  - (5) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a Member not holding more than a one-hundredth part of the issued capital of such company; or
  - (6) to a person pursuant to an agreement entered into in compliance with Section 89 of the Charities Act 1989 (as for the time being amended, extended or replaced).
6. If upon the winding-up or dissolution of the Centre there remains, after the satisfaction of all its debts and liabilities, any property or assets whatsoever, the same shall not be paid to or distributed among the Members of the Centre but shall be given or transferred to some other charitable company having main objects similar to the main objects of the Centre and which company(s) shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Centre under or by virtue of clause 5 of this Memorandum of Association, such or company(s) to be determined by the Members of the Centre at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object with the agreement of the Charities Regulatory Authority. Final accounts will be prepared and submitted that will include a section that identifies and values any property and/or assets transferred along with the details of the recipients and the terms of the transfer.

7. The Centre shall ensure that after its registration with the Charities Regulatory Authority, such Authority has a copy of the Centre's most recent Constitution. If it is proposed to make an amendment to the Constitution of the Centre which requires the prior approval of the Charities Regulatory Authority, advance notice in writing of the proposed changes must be given to the Charities Regulatory Authority, and the amendment shall not take effect until such approval is received.
8. No amendments of any kind shall be made to the provisions of clauses 5 and 6 of this Memorandum of Association and no amendments shall be made to the Constitution to the extent that any such amendments would alter the effect of clause 5 and 6 of the Memorandum of Association resulting in the Constitution ceasing to comply with the provisions of Section 1180 of the Companies Act 2014.
9. The liability of the members is limited.
10. Every member of the Centre undertakes to contribute to assets of the Centre, in the event of its being wound up while s/he is a Member, or is wound up within one year after the date on which s/he ceases to be a Member, for payment of the debts and liabilities of the Centre contracted before s/he ceases to be a Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one euro (€1).
11. True accounts shall be kept of all sums of money received and expended by the Centre, and the manner in respect of which all such receipt and expenditure takes place, and of the property, credits and liabilities of the Centre; and, subject to the Articles of Association and to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Centre for the time being, shall be open to the inspection of the members of the Centre. Once at least in every year the accounts of the Centre shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified statutory auditors.
12. For so long as the Centre benefits from charitable tax exempt status from the Revenue Commissioners, annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
13. Words used in this Memorandum of Association shall be construed as having the same respective meanings as they have in the Acts and in the Articles of Association.

We, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.

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Names, addresses and descriptions of subscribers

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Bernard Vincent Rogan, Executive  
Pennyghael House, The Lane, Church Road,  
Lyristown, Co. Wicklow

Niall Patrick Anthony Conboy, Accountant  
and Barrister at Law. 47, Wellington Road Dist.

W A Watts  
William Arthur Watts, Trinity College, Dublin, Provost of Trinity College  
Gibson Quay, 59 St. Helen's Road, Dublin 9. Legal Adviser.

Thomas J. O'Riordan, Barrister,  
Kilbarrack, Sandycove.  
*(Judge of the High Court)*

William Neil O'Rourke University Professor  
31 Trees Road, Mount Merrin, Blackrock.  
Mary Robinson 43 Sandford Road Dublin 6 Co. Dublin  
Senior Counsel

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Dated the 15th day of April, 1988.

Witness to the above signatures:

Michael Moran  
Solicitor,  
Fitzwillton House,  
Wilton Place,  
Dublin 2

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## ARTICLES OF ASSOCIATION

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF**

**IRISH CENTRE FOR EUROPEAN LAW**

## **PART I – INTERPRETATION**

### **1. Interpretation - General.**

- (a) The provisions of the Companies Act 2014 (the “2014 Act”) which are stated therein to apply to a company limited by guarantee (or a CLG as that term is defined in the 2014 Act), save to the extent that its constitution is permitted to provide or state otherwise, will apply to the Centre subject to the alterations contained in these Articles, and will, so far as not inconsistent with these Articles, bind the Company and its Members;
- (b) Without prejudice to Section 1177(4) of the 2014 Act and save as otherwise expressly provided in these Articles, where a provision of these Articles covers substantially the same subject matter as any optional provision of the 2014 Act, any such optional provision of the 2014 Act shall be deemed not to apply to the Centre and for the avoidance of doubt, these Articles shall be deemed to have effect and prevail over the terms of such optional provisions of the 2014 Act (and the expression "optional provision" shall take its meaning from Section 1177(2) of the 2014 Act);
- (c) Sections 159, 163 and 1197(2) of the 2014 Act shall not apply to the Centre;
- (d) Unless the contrary is clearly stated, references to the Acts or to any other enactment (including any subordinate legislation) or any section or provision thereof shall mean the Acts or such enactment, subordinate legislation, section or provision (as the case may be), as the same may be consolidated, amended, extended, modified, supplemented or re-enacted (whether before or after the date hereof) from time to time and may be for the time being in force;
- (e) Unless specifically defined in these Articles or the context otherwise requires, words or expressions contained in these Articles and not specifically defined herein shall bear the same meanings as in the Acts, but excluding any statutory modification thereof not in force when these Articles became binding on the Centre and the Members;
- (f) Reference to any document includes that document as amended or supplemented from time to time;
- (g) Unless the context otherwise requires, expressions in these Articles referring to writing shall be construed, unless the contrary intention appears, as including references to printing, lithography, photography and to writing in electronic form and any other modes of representing or reproducing words in a visible form, and expressions in these Articles referring to execution of any document shall include any mode of execution whether under seal or under hand or by appropriately verified electronic means;
- (h) Unless the context otherwise requires, words importing the singular include the plural and vice versa, words importing the masculine and/or feminine shall in respect of corporations include the neuter, and words importing persons include corporations;
- (h) Headings are inserted for convenience only and do not affect the construction or interpretation of these Articles;

- (i) Unless the context otherwise requires, reference to Articles and to paragraphs are to these Articles and the paragraphs of these Articles;
- (j) Unless the context otherwise requires, reference to a "person" include natural persons, legal persons, firms and bodies corporate;
- (k) References to the masculine and/or feminine genders shall include non-binary and other genders.

2. Interpretation - Definitions.

In these Articles, unless the context otherwise requires and save where otherwise provided herein, the following expressions shall have the following meanings:

“the <b>Acts</b> ”	the 2014 Act and every statutory modification, replacement and re-enactment thereof for the time being in force;
“the <b>2014 Act</b> ”	the Companies Act 2014;
“these <b>Articles</b> ”	these Articles of Association as originally framed, or as from time to time altered by special resolution, and reference to an Article shall be construed accordingly;
“the <b>Auditors</b> ”	the statutory auditors or auditor for the time being of the Centre;
“the <b>Board</b> ”	the Directors or the Directors present at a meeting of the Directors;
“ <b>body corporate</b> ”	any association or body of persons, whether or not incorporated, and wherever formed, incorporated, registered or situate;
“the <b>Centre</b> ”	The Irish Centre for European Law;
“the <b>Chairperson</b> ”	the person (if any) for the time being holding the office of President having been appointed under the terms of these Articles and, where the context so admits or requires, shall include any person appointed or designated under these Articles to perform such role in a meeting for the time being;
“the <b>Charities Act</b> ”	the Charities Act 2009 and every statutory modification, replacement and re-enactment thereof for the time being in force;
“the <b>Charities Regulatory Authority</b> or the <b>Charities Regulator</b> ”	the charities regulatory authority for the time being in force established under the Charities Act;
“ <b>clear days</b> ”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given

	and the day for which it is given or on which it is to take effect, inclusive of weekends and public holidays;
“the <b>Committee</b> ”	a committee to which the Board shall have delegated powers pursuant to the provisions of these Articles;
“the <b>Company</b> ”	the company whose name appears in the heading to this Constitution;
“the <b>Constitution</b> ”	the constitution of the Company comprising the Memorandum of Association and the Articles of Association;
“the <b>Directors</b> ”	the Directors for the time being of the Centre or any of them present at a meeting or the Board or otherwise acting as the board of Directors of the Centre, and includes any person occupying the position of Director by whatever name called (and, for the avoidance of doubt, the term “the Directors” does not include the office of Chief Executive Officer or <b>holders of</b> subordinate offices in Part IX);
“the <b>financial statements</b> ”	shall have the meaning in Article 100;
“ <b>Member</b> ”	a person for the time being entered into and not removed from the Register;
“the <b>Memorandum of Association</b> ”	the memorandum of association for the time being of the Company;
“ <b>Month</b> ”	calendar month;
“the <b>Office</b> ”	the registered office for the time being of the Centre;
“the <b>Register</b> ”	the register of Members of the Centre to be kept as required by Section 169 of the 2014 Act;
“ <b>resolution</b> ”	unless expressly otherwise stated or the context otherwise requires, an ordinary resolution;
“the <b>Secretary</b> ”	Any person appointed to perform the duties of the Secretary of the Centre, including an assistant or deputy secretary appointed to perform any of the duties of secretary of a company under the Acts;
“the <b>State</b> ”	the Republic of Ireland;
“the <b>President</b> ”	Any person appointed to perform the duties of the President of the Centre, including the Deputy President of the Board acting as President of the Centre for the time being;
“ <b>Year</b> ”	a calendar year.

## PART II - MEMBERS

### 3. Members.

The subscribers to the Constitution and such other persons as the Board shall admit to membership from time to time shall, subject to Article 11, be the Members of the Centre for the time being.

### 4. Number of Members.

The permitted number of Members is unlimited.

### 5. Applications for membership.

- (a) Except in respect of the subscribers to the Constitution, every application for membership will be in writing and signed by the applicant in such form as the Board may from time to time determine;
- (b) The Board may admit to membership such natural and/or legal persons as the Board may deem fit based on procedures and criteria which the Board may from time to time in its discretion determine. The Board will not be obliged to give reasons for accepting or refusing to accept the application of any individual for admission as a Member of the Centre.

### 6. Classes of member.

- (a) Ordinary members. The Board may admit natural persons to membership as ordinary members and each ordinary member shall have one vote at all general meetings. Ordinary members may be appointed to sit on any committee as a member thereof. All references to “*member*” in these Articles shall apply to ordinary members.
- (b) Group members. The Board may admit legal persons, unincorporated associations and other organisations as are approved by the Board to membership as Group members and each Group member shall have one vote at all general meetings to be exercised by a natural person duly authorised as the representative of the Group member. As many duly authorised representatives of Group members as is determined by the Board may be appointed to sit as members of any committee . All references to “*member*” in these Articles shall apply to Group members or to natural persons duly authorised as representatives of Group members, as the case may be.
- (c) Associate members. The Board may admit persons (including legal persons, unincorporated associations and other organisations as are approved by the Board) to membership as associate members, who shall have no voting rights but shall have the right as members to attend and to speak at general meetings in accordance with these Articles. Associate members may be appointed to sit

on any committee as a member thereof on such terms as are determined by the Board in each case.

- (d) Honorary members. The Board may admit persons to membership as honorary members, who shall have no voting rights (save where such persons were at the time of admission to honorary membership already a member of the Centre) but shall have the right as members to attend and to speak at general meetings in accordance with these Articles. Honorary members shall be exempt from paying any subscriptions and may be exempted by the Directors from paying any fee or fees.
- (e) The Board shall, not later than 21 days prior to the first General Meeting after the coming into effect of this Article -
  - (i) assign existing members to the various classes of member set out in this Article, without diminishing the rights (including voting rights) of any existing member and without prejudice to the Board's power to vary the subscriptions and fees payable by the various classes of members of the Centre;
  - (ii) notify members of the said assignment.

#### 7. Subscriptions.

- (a) The Board may fix, and from time to time vary the amount of, the annual and other subscriptions and fees to be paid by the various classes of members of the Centre.
- (b) At its absolute discretion, the Board may set varying subscriptions and fees:
  - (i) to be paid by members of the Centre within a class of member; and,
  - (ii) within any class of member, to create multi-annual or life memberships upon terms and conditions set by the Board and such members shall upon payment of any such multi-annual or life payment not be obliged to make annual payments under these Articles for the duration of any period set by the Board.

#### 8. Payment of Subscriptions and Fees.

All subscriptions and fees determined by the Board to be payable by members shall become due and payable on such date or dates as the Board shall fix from time to time and shall be recoverable from each member, and person who by reason of non-payment thereof has ceased to be a member, as a debt due to the Centre.

9. Arrears of Payments.

- (a) A member who has failed to pay any subscription or fee due by her/him to the Centre within three calendar months after the date fixed thereof, shall not be entitled to vote or exercise membership while such amount remains unpaid.
- (b) Any member who shall have failed to pay any amount due to the Centre in respect of such subscription or fees for a period of at least nine calendar months after the date fixed by the Board in any year shall, if the Board shall so resolve thereupon cease to be a member, but any such member may be re-admitted by the Board upon such terms and subject to such conditions as the Directors may prescribe.

10. Resignation.

Any member who shall desire to cease to be a member shall give or leave with the Secretary at the Office, not less than one month before the expiration of her/his current subscription year, a notice in writing of her/his resignation; and upon the expiration of the then current year, the member, by whom such notice shall have been given, or left, shall cease to be a member. In default of such notice, such member shall be and remain liable to the Centre for her/his subscription for the next ensuing year.

11. Termination and/or Removal of a Member.

- (a) Membership of the Centre shall terminate forthwith:
  - (i) in the case of a natural person, upon death;
  - (ii) in the case of a legal person upon a necessary resolution being passed or a court order being made for its winding up or dissolution; or
  - (iii) by resignation of the Member delivered in writing to the Secretary at the Office; or
  - (iv) if a Member, who is also a Director of the Centre or member of the Audit Committee ceases to be a Director or a member of the Audit Committee in accordance with Article 80 or paragraphs (c), (e) or (h) of Article 81; or
  - (v) if a Member becomes or is adjudged bankrupt or insolvent and has not obtained a certificate of discharge in the relevant jurisdiction or compounds with her/his creditors or being a company or corporation enters into liquidation either voluntary or compulsory or if a receiver is appointed over its assets; or
  - (vi) if a Member is adjudged by any competent court or tribunal, or determined in accordance with these Articles, not to possess an adequate decision making capacity; or
  - (vii) if a Member is convicted of an indictable offence or is sentenced to a term of imprisonment by a court of competent jurisdiction; or



- (viii) if the Board requires the Member to resign her/his or her membership by serving notice upon the Member terminating her/his or her membership to expire no earlier than the date of service of the notice of termination.
- (b) In addition to the foregoing, any member may be removed from membership of the Centre by a resolution of the members in general meeting passed by a majority of not less than two-thirds of those present and voting thereat of which not less than fourteen days notice specifying the intention to propose such resolution and the grounds therefor shall have been given to the member concerned as well as to all the members of the Centre and at which the member concerned shall have been given an opportunity to be heard in person on her/his own behalf.

12. Consequence of Cesser of Membership.

The cesser of membership of any member (whether by way or in consequence of resignation, removal, non-payment of any subscription or fee or otherwise) shall not in any way affect the liability of such member to pay all sums due by her/him to the Centre at the date of such cesser of membership whether in respect of subscription, fee or otherwise and notwithstanding that any such subscription or fee may relate partially to a period after the date of such cesser of membership.

13. Non-transferability of membership.

- (a) The rights of an Ordinary Member, an Associate Member or an Honorary Member shall be personal and non-transferable and shall cease in accordance with Article 11.
- (b) The rights of a Group Member shall be non-transferable save upon application to the Board and at its absolute discretion.

14. Variation of rights of members or a class of members.

The rights attaching to any Member or any class of Member may be varied from time to time by a special resolution of the Centre.

### **PART III – GENERAL MEETINGS**

15. Annual General Meetings.

- (a) The Centre shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it.
- (b) Not more than 15 months shall elapse between the date of one annual general meeting of the Centre and that of the next.

16. Extraordinary General Meetings.

All general meetings other than annual general meetings shall be called extraordinary general meetings.

17. Convening General Meetings.

- (a) The Board may, whenever it thinks fit, convene an extraordinary general meeting.
- (b) Extraordinary general meetings may also be convened by requisition of one-third of the members in such manner as are provided by the Acts.
- (c) If at any time there are not sufficient Directors capable of acting to form a quorum of the Board, any Director or any two Members may convene an extraordinary general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Board.

18. Place of General Meetings.

- (a) Subject to this Article, general meetings shall be held at such time and place as the Board shall determine.
- (b) Annual general meetings of the Centre shall be held in the State unless all the members entitled to attend and vote at such meeting consent in writing to the annual general meeting being held elsewhere or a resolution providing that it be held elsewhere has been passed at the preceding annual general meeting.
- (c) Extraordinary general meetings of the Centre shall be held in the State unless all the members entitled to attend and vote at such meeting consent in writing to the extraordinary general meeting being held elsewhere.
- (d) Notwithstanding paragraphs (b) and (c), general meetings may be held in person at a physical place or electronically or both as specified in the Notice of

General Meeting. Where a general meeting is held wholly or partly electronically, by means of computer or telephone technology or both:

- (i) all persons participating in the meeting by whatever form shall be able to hear each other; and,
- (ii) such meetings shall be deemed to have been held in the State.

19. Notice of General Meetings.

- (a) Subject to the provisions of the Acts allowing a general meeting to be called by shorter notice, an annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice and a general meeting of the Centre (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by at least fourteen clear days' notice.
- (b) Notices of general meetings shall comply with all of the provisions of the Acts relating thereto.
- (c) Without prejudice to paragraph (b), any notice convening a general meeting shall specify the day, the place (or electronic means) and the time of the meeting and the general nature of the business to be transacted and, in the case of special business, the general nature of that business.
- (d) The Notice convening a general meeting shall also give particulars of any Directors who are to retire by rotation or otherwise at the meeting and, if available, of any persons who are recommended by the Board for appointment or re-appointment as Directors at the meeting, or, if available, in respect of whom notice has been duly given to the Centre of the intention to propose a Member for appointment or re-appointment as Directors at the meeting.
- (e) The Notice shall be given in manner authorised by these Articles and to such persons as are entitled to receive such Notices from the Centre pursuant to these Articles and the Acts, including all the members and the Board and the members of the Audit Committee and Nomination Committee and the Auditors.
- (f) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice, or the failure to furnish an agenda or associated documents, shall not invalidate the proceedings at the meeting.
- (g) Notice of every general meeting shall be given in any manner authorised under these Articles to:
  - (i) every Member;
  - (ii) every person upon whom the Board has been duly notified the ownership of a membership interest devolves by reason of her/his being a personal representative or the official assignee in bankruptcy of a Member, where the Member but for her/his death or bankruptcy would be entitled to receive notice of the meeting;

- (iii) every Director and Secretary; and
- (iv) every member of the Audit Committee, the Employment and Remuneration Committee and the Nomination Committee;
- (v) the Auditors.

20. Deemed Notice of General Meetings.

A Member present at a general meeting (or a meeting of any class of Members) in person will be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

21. Written Resolutions.

Subject to the provisions of the Acts, a resolution in writing signed by all the Members for the time being entitled to attend and vote on such resolution at a general meeting (or being Group members by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Centre duly convened and held and, if described as a special resolution, shall be deemed to be a special resolution within the meaning of the Acts, and such resolution may consist of one document or two or more documents to the same effect each signed by one or more Members.

22. Director's right to attend general meetings.

A Director who is not a Member will nevertheless be entitled to receive notice of, attend and speak at any general meeting of the Company.

## **PART IV – PROCEEDINGS AT GENERAL MEETINGS**

### **23. Quorum for General Meetings.**

- (a) No business other than the appointment of a chairperson of the general meeting shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) Except as provided in relation to an adjourned meeting, three persons present and entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a Group member, shall be a quorum, provided that no more than one duly authorised representative of a Group member shall be counted for the purpose of the quorum.
- (c) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present,
  - (i) the meeting, if convened upon the requisition of the Members, shall be dissolved;
  - (ii) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Board may determine.
- (d) If at the adjourned meeting referred to in subparagraph (ii) of paragraph (c) a quorum is not present within half an hour from the time appointed for the meeting, the Member or Members present shall be a quorum if any one Member shall be entitled to vote.
- (e) A member attending electronically shall be deemed present for the purposes of establishing a quorum under these Articles.

### **24. Chairperson of General Meetings.**

- (a) The President of the Centre, or, in her/his absence or at her/his request, the Deputy President of the Centre shall preside as chairperson at every general meeting of the Centre.
- (b) If at any general meeting neither the President nor Deputy President of the Centre shall be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to be chairperson of the meeting.
- (c) If at any meeting no Director is willing to act as chairperson of the meeting or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.

25. Business of General Meetings.

- (a) All business that is transacted at an extraordinary general meeting shall be deemed special.
- (b) All business that is transacted at an annual general meeting shall be deemed special, with the exception of the matters set forth at subparagraphs (i) to (iv) of paragraph (c).
- (c) Without prejudice to the powers of the Board to include on the agenda of any annual general meeting of the Centre such other matters as they may, in their absolute discretion, think fit, the business of the annual general meeting of the Centre shall include the following matters:
  - (i) the consideration of the Centre's statutory financial statements and the reports of the Directors and Auditors thereon;
  - (ii) where required, the appointment and re-appointment of members of the Board and the Audit Committee;
  - (iii) the appointment or re-appointment of statutory auditors;
  - (iv) the authorisation of the Board to approve the remuneration of the statutory auditors.

26. Right to Attend General Meetings.

A Director shall, notwithstanding that s/he is not a member, be entitled to attend and speak at any general meeting. The Patron, Vice-Presidents, a member of the Audit Committee and a member of the Advisory Council shall, notwithstanding that s/he is not a member, be entitled to attend and speak at any general meeting. The Chief Executive Officer, the Administrator of the Centre, the Research Director of ICEL, Deputy Director of the ICEL, Assistant Director of ICEL and staff of the Centre shall, notwithstanding that s/he is not a member, be entitled to attend any general meeting and to be heard on any part of the business of the meeting which concerns them in their offices or employment. The Auditors shall be entitled to attend any general meeting and to be heard on any part of the business of the meeting which concerns them as the Auditors.

27. Electronic Attendance at General Meetings.

Members, and persons identified in the Article immediately preceding this Article, may upon reasonable notice request permission from the Secretary to attend general meetings by electronic means to include computer or telephone technology, by means of which all persons participating in the meeting can hear each other. The Secretary shall grant and facilitate any such request received in due time and shall fix the electronic means appropriate.

28. Votes of Members.

- (a) Every Member who is entitled to attend and vote at general meetings shall have one vote.
- (b) No Member shall be entitled to vote at any general meeting unless all sums immediately payable by him to the Centre have been paid.
- (c) No Member shall be entitled to vote on any matter in which he is personally interested unless the nature of such interest has been declared to the Centre in advance of such vote.
- (d) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

29. Adjournment of General Meetings.

- (a) The chairperson of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time (or *sine die*) and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- (b) Where a meeting is adjourned *sine die*, the time and place for the adjourned meeting shall be fixed by the Board.
- (c) When a meeting is adjourned for fourteen days or more or *sine die*, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.
- (d) Save as aforesaid it shall not be necessary to give any notice of an adjournment.

30. Determination of Resolutions.

- (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
- (b) Unless a poll is demanded in accordance with these Articles, a declaration by the chairperson of the meeting that a resolution of any kind has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

31. Entitlement to Demand a Poll.

- (a) At any general meeting a resolution of any kind put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - (i) by the chairperson of the meeting;
  - (ii) by at least three members present having the right to vote at the meeting; or
  - (iii) by any Member or Members present representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.
- (b) The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

32. Taking of a Poll.

- (a) Save as provided in paragraph (b) of this Article and subject to compliance with the requirements of the Acts, a poll shall be taken in such manner as the chairperson of the meeting in her/his discretion may direct and s/he may (but shall not be required to) appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the determination, in relation to the matter concerned, of the meeting at which the poll was demanded.
- (b)
  - (i) A poll demanded on the election of a chairperson of the meeting or on a question of adjournment shall be taken forthwith.
  - (ii) A poll demanded on any other question shall be taken either forthwith or at such time (not being more than thirty days after the poll is demanded) and place as the chairperson of the meeting may direct.
  - (iii) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.
  - (iv) If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- (c) No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting in respect of which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (d) The Board may resolve that the Centre shall undertake a postal ballot of all members who are entitled to attend and vote at a general meeting of the Centre and to receive notice thereof. Such postal ballot may relate to the appointment or re-appointment of Directors or members of the Audit Committee or to any



issue concerning the Centre and shall be conducted in such manner as the Board shall from time to time determine provided that no such postal ballot shall be conducted in respect of any matter which can only lawfully be dealt with under the Acts by the members in general meeting.

33. Votes of Members.

Votes shall be given in person and not by proxy. On a show of hands every member present in person shall have one vote. No individual shall have more than one vote, and on a poll every member present in person shall have one vote.

34. Chairperson's Casting Vote.

Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second (casting) vote in addition to any other vote s/he may have.

35. Time for Objection to Voting.

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at such meeting shall be valid. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

## **PART V – THE BOARD**

### **36. Management of the Centre.**

The Board shall manage the affairs and business of the Centre, and shall be the administrative, co-ordinating and supervisory body of the Centre.

### **37. Composition of the Board of Directors.**

Save where otherwise provided in these Articles, the Board shall be comprised of:

- (a) The President,
- (b) A Deputy President at the discretion of the Board,
- (c) The Treasurer,
- (d) The Secretary, and
- (e) Eight ordinary Directors.

### **38. Number of Directors.**

- (a) Unless otherwise determined by ordinary resolution for a limited period (which may not be beyond the next annual general meeting and which may not be renewed) the number of Directors shall:
  - (i) be not less five;
  - (ii) not be more than twelve, inclusive of the President, Deputy President, Treasurer and Secretary;
- (b) Notwithstanding any other provision of these Articles, if at any time the total number of Directors holding office falls below five, the Board, after hearing the Nomination Committee where possible, shall act for the purpose of appointing one or more additional Directors so as to increase the number to five such Directors or for the purpose of summoning a general meeting of the Centre for such purpose, but may not act for any other purpose.

### **39. Remuneration of Directors.**

Save as permitted pursuant to clause 5 of the Memorandum of Association, no Director shall be entitled to receive any salary, remuneration or fees for serving as a Director of the Centre.

40. Expenses of Directors.

The Directors shall be entitled to be paid their reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any Committee established by or under these Articles or general meetings of the Centre or otherwise in connection with the business of the Centre where such expenses have been incurred within maximum limits set in advance by the Board.

## **PART VI – POWERS OF THE BOARD**

### **41. Board Powers.**

- (a) The Board may exercise all such powers of the Centre as are not by the Acts or by these Articles required to be exercised by the Centre in general meeting.
- (b) The powers given by this Article shall not be limited by any special power given to the Board by these Articles.

### **42. Exercise of Board Powers.**

A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

### **43. Delegation of Board Powers.**

The Board shall not be bound in any case to act personally but may delegate any of its powers to individual Directors or executives or employees of the Company and shall be at full liberty to employ and engage consultants, agents and to employ such executive; administrative; clerical and other staff (by means of employment, engagement, secondment or otherwise), in each case on such terms as the Board may from time to time consider appropriate. Any such executives, employees, consultants and advisers shall comply with any policies and regulations from time to time issued by the Board.

### **44. Validity of prior acts of the Board.**

No alteration of the Memorandum of Association of the Centre or of these Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.

### **45. Appointment of Attorneys.**

The Board may from time to time and at any time by power of attorney appoint any person, firm or person or body corporate, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Centre for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

46. Borrowing Powers.

The Board may without limitation exercise all the powers of the Centre to borrow money, and to mortgage or charge its undertaking and property or any part thereof and, subject to the Acts, to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Centre or of any third party.

47. Execution of payments.

All cheques, promissory notes, drafts, bills of exchange, electronic transfers of funds and other negotiable instruments and all receipts for monies paid to the Centre shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Board shall from time to time by resolution determine.

48. Shares in other companies.

The Board may exercise the voting powers conferred by the shares or securities of any kind or other membership interests in any other person, firm or body corporate held, owned or engaged by the Centre in such manner in all respects as they think fit, and in particular they may exercise the voting powers in favour of any resolution of any kind appointing the Directors or any of them as Directors or officers of such other person, firm or body corporate or providing for the payment of remuneration or pensions to the Directors or officers thereof.

49. Incidental use of Centre's property.

Unless the Members in general meeting shall otherwise determine, and subject always to the other provisions of these Articles, any Director may use, for her/his own benefit, any of the Centre's property, where any such use is reasonable and is merely incidental to the due and proper performance of her/his duties as a Director of the Centre, and the Board or the Members of the Company have given their consent (whether express or implied) to that use.

50. Bye-laws.

Without prejudice to the general powers conferred by these Articles or in the acts, and within the powers granted by these Articles, the Board may make, vary or repeal all such regulations and bye-laws (including, to the extent established by the Board as a regulation or bye-law, Terms of Reference of Committees and Branches) as it may deem necessary or expedient or convenient for the proper conduct and management of the affairs of the Centre. The Board shall adopt such means as it deems sufficient to bring to the notice of members all such regulations and bye-laws and variations and repeals thereof and all such regulations and bye-laws so long as they are in force shall be binding upon all the members of the Centre.

## **PART VII – PROCEEDINGS OF THE BOARD**

### 51. General.

The Board may meet for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit and otherwise in accordance with these Articles.

### 52. Regulation and Convening of Board Meetings.

- (a) Subject to the provisions of these Articles the Board may regulate their proceedings as it thinks fit.
- (b) The President may, and the Secretary at the requisition of two Directors shall, summon a meeting of the Board.
- (c) Any Director may waive notice of any meeting and any such waiver may be retrospective.
- (d) If the Board so resolves, it shall not be necessary to give notice of a meeting of the Board to any Director who, being a resident in the State, is for the time being absent from the State.

### 53. Number of Board Meetings.

The Board shall meet at least four times a year.

### 54. Chairperson of Board of Directors.

- (a) The President of the Centre shall be the chairperson of the meetings of the Board.
- (b) If, at any meeting of the Board, the President is unwilling to act as chairperson or is not present within five minutes after the time appointed for holding the same, the Deputy President shall be the chairperson of the meeting, and if neither the President nor the Deputy President is present, the Directors present may choose one of their number to be chairperson of the meeting.

### 55. Voting at Board Meetings.

- (a) Questions arising at any meeting of the Board shall be decided by a majority of votes.
- (b) Where there is an equality of votes, the chairperson of the meeting shall have a second or casting vote.
- (c) Votes shall be cast in person and not by proxy.

56. Quorum for Board Meetings.

- (a) The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any greater number shall be five.
- (b) The Board may act notwithstanding any vacancies in its number but, if the number of Directors is less than the number fixed pursuant to these Articles as the quorum, the Board may act for the purpose of increasing their number to that number, or of summoning a general meeting, but for no other purpose.

57. Budget review.

- (a) The Board shall have as an agenda item at each meeting of the Board that the Board deems appropriate but not less than once per year, the approval of an Annual Budget.
- (b) The Board shall also have as an agenda item at each meeting of the Board that the Board deems appropriate but not less than once per quarter:
  - (i) reviews of the Annual Budget including any revisions to the Annual Budget which the Board considers are required, and
  - (ii) a presentation and analysis of the Centre's cash-flow.

58. Effectiveness review.

- (a) Every three years, the Board shall conduct a review (the Triennial Effectiveness Review) of the effectiveness of:
  - (i) the Board and company as a whole;
  - (ii) Office holders;
  - (iii) individual charity trustees;
  - (iv) the structure, size, membership and terms of reference of any sub-committees;
  - (v) adherence to the Board Code of Conduct (where the Board has established a Code of Conduct).
- (b) The Board shall report on the outcomes of the Triennial Effectiveness Review in writing to the annual general meeting next following the review.
- (c) Between such Triennial Effectiveness Reviews, the Board shall have as an agenda item at each meeting of the Board that the Board deems appropriate but not less than once per year (the "Annual Effectiveness Reviews"), a consideration of the effectiveness of the Board and implementation of the outcomes of the previous Triennial Effectiveness Review.

- (d) Upon Terms of Reference and Procedure determined by the Board, the Board shall establish a Committee to prepare the draft Triennial Effectiveness Review and may establish a Committee to prepare the draft Annual Effectiveness Reviews.
- (e)
  - (i) Before approving the Triennial and Annual Effectiveness Reviews, the Board shall meet to consider the draft Triennial and draft Annual Effectiveness Reviews without the Chief Executive Officer, the Administrator or any other member of staff.
  - (ii) Before approving the Triennial Effectiveness Review, the members of the Board not holding office shall meet to consider the draft Triennial Effectiveness Review without the President, Deputy President, Secretary, Treasurer, any other officer appointed by the Board, the Chief Executive Officer, the Administrator or any other member of staff.

59. Risk review.

- (a) The Board shall have as an agenda item at each meeting of the Board that the Board deem appropriate but not less than once per year, an assessment of risks.
- (b) Any identified risks shall be recorded in a Register of Risks which shall be kept by the Secretary and notified to the Board.

60. Electronic Meetings.

- (a) Any and/or all Directors may participate in a meeting of the Board or any member of any committee established by or under these Articles by electronic means, to include computer or telephone technology, by means of which all persons contemporaneously participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.
- (b) Any meeting of the Board or any committee established by or under these Articles may take place entirely by electronic means or may take place partially by electronic means and partially in person.
- (c) All the provisions in these Articles as to meetings of the Board shall otherwise apply to meetings of the Board or any committee established by or under these Articles where such meeting takes place entirely by electronic means or partially by electronic means and partially in person, including as to quorum.
- (d) At the commencement of the meeting, each Director or member of committee must acknowledge her/his presence and be informed by the chairperson of the meeting that the meeting is deemed to be a meeting of the Board or such committee.
- (e) A Director or member of committee may not cease to take part in the meeting by disconnecting her/his telephone or other means of communication unless he has previously obtained the express consent of the chairperson of the meeting.



A Director or member of committee shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the chairperson of the meeting to leave the meeting as aforesaid.

- (f) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting.

61. Directors' and Committee Resolutions in Writing.

- (a)
  - (i) Notwithstanding the provisions of Section 161(1) of the 2014 Act, a resolution in writing signed by at least two-thirds of the Directors entitled to receive notice of a meeting of the Board shall be as valid as if it had been passed at a meeting of the Board duly convened and held.
  - (ii) A Director may alternatively deliver their assent to the resolution in writing by electronic means without signature, which electronic means shall be previously approved by the Board for such purpose.
  - (iii) The resolution in writing referred to at subparagraph (i) may consist of several documents in the like form each signed by one or more Directors or delivered by electronic means previously approved by the Board for such purpose.
- (b) Paragraph (a) shall apply *mutatis mutandis* to Committees established by the Board and in respect of their Members.

62. Validity of Acts of Directors and Committees.

All acts done by any meeting of the Board or of a Committee established by or under these Articles or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or member of any Committee or person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such Committee as the case may be and had been entitled to vote.

63. Minutes.

- (a) The Board shall cause proper minutes to be made in books provided for the purpose:-
  - (i) of all appointments of officers made by the Board;

- (ii) of all names of the Directors present at each meeting of the Board, and of any committee or sub-committees of the Board; and
  - (iii) of all resolutions of any kind and proceedings at all meetings of the Centre, and of the Board and of the committees or sub-committees of the Board, and all business transacted at such meetings.
- (b) Any Minutes of any meeting, if signed by the chairperson of such meeting, or with the approval of the next succeeding meeting by the chairperson thereof, shall be sufficient evidence without any further proof of the facts therein stated.

## **PART VIII – COMMITTEES AND BRANCHES**

### **64. Delegation of the Board's powers to Committees and Branches.**

- (a) The Board may delegate any of their powers to any Committee or Branch, either in the State or elsewhere, established by or under these Articles as it thinks fit and such delegation may be revoked or amended by the Board at any time.
- (b) The Terms of Reference and Procedure of any such branch or Committee shall be determined by the Board and the power to vary same may be delegated upon notice to the Board of any such variation.
- (c) Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked.
- (d) Any Committee or Branch so formed shall in the exercise of the powers so delegated conform to any regulations and policies that may be imposed on it by the Board;
- (e) All Committees other than standing Committees shall remain in office until the first meeting of the Board next held after the Annual General Meeting of the following year, or for such shorter period as the Board may direct. This shall not apply to branches save where otherwise provided by the Board;
- (f) Standing Committees shall remain in existence perpetually.

### **65. Proceedings of Committees and Branches generally.**

Save as in these Articles otherwise appear:

- (a) Subject to the provisions of these Articles and to Terms of Reference and Procedure which have been notified to or determined by the Board, Committees may regulate their proceedings as they think fit;
- (b) The proceedings of a committee or branch with two or more members shall be governed by the provisions of these Articles regulating the proceedings of the Board so far as they are capable of applying;
- (c) Where, in these Articles, the word "Committee" appears, the same shall import the word "Branch" save unless the context otherwise requires;
- (d) The Board may elect a chairperson of Committee meetings. If no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the same, the Members of the Committee present may choose one of their number to be chairperson of the meeting.
- (e) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members of the Committee present, and in case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

- (f) A Committee must report to the Board regularly on any resolutions passed and decisions taken by them and for that purpose each Committee shall appoint a secretary who shall transmit to the Secretary of the Centre any such resolutions for recording in a minute book to be kept for that purpose.
- (g) Without prejudice to the operation of Article 61, a resolution in writing signed by each member of a Committee or, in the case of a Director, her/his alternate Director, shall be as valid as if it had been passed at a meeting of that Committee duly convened and held.
- (h)
  - (i) Save for the Audit Committee and the Members' Committee, a member of the Board shall be a member of every Committee and the governing body of a Branch.
  - (ii) Save for any purpose which the Board may specify in the Terms of Reference, the attendance of a member of the Board at any such Committee or governing body of a Branch shall not be necessary for the validity of any meeting thereof.

66. Local Management.

Save as these Articles otherwise appear, the Board may establish any committees, branch, local boards or agencies for managing any of the affairs of the Centre, either in the State or elsewhere, and may appoint any persons to be members of such committees, branches, local boards or agencies and may fix their remuneration and may delegate to any committee, branch, local board or agent any of the powers, authorities and discretions vested in the Board with power to sub-delegate and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith without notice of any such annulment or variation shall be affected thereby;

67. Standing Committees

- (a) The following Standing Committees shall be established:
  - (i) an Audit Committee;
  - (ii) a Nomination Committee;
  - (iii) an Employment and Remuneration Committee;
  - (iv) a Members' Committee.
- (b) The Board shall determine the Terms of Reference of all Standing Committees (other than the Audit Committee whose Terms of Reference are set out in Article 68).

68. Audit Committee.

The Audit Committee shall assess whether all the Centre's financial reporting obligations have and will be complied with:-

- (a) The Audit Committee shall conduct meetings for this purpose not less than two times in any given year;
- (b)
  - (i) The Audit Committee shall report to the Board in relation to the Centre's compliance with any and all financial reporting obligations not less than once per year in the form of a written report, including in respect of the annual accounts, balance sheet, financial statements and director's report. The said written report of the Audit Committee shall be laid before the annual general meeting of the Centre;
  - (ii) Prior to final approval of the following by the Board, the Audit Committee shall also consider and deliver written reports to the Board on:
    - (I) any draft Annual Report and Financial Statements,
    - (II) any draft Annual Report to the Charities Regulator, and,
    - (III) any draft Annual Budget but not any revisions proposed subsequent to Board approval of the Annual Budget save as directed by the Board;
  - (iii) Prior to the appointment, re-appointment and dismissal of auditors, the Audit Committee shall be consulted and shall advise the Board and Annual General Meeting thereon.
  - (iv) The Board may assign such additional functions and responsibilities to the Audit Committee as are judged by the Audit Committee to be compatible with its functions and responsibilities set out in this Article;
- (c)
  - (i) The Audit Committee shall, upon reasonable request, be entitled to receive or inspect any document or records system of the Centre, including any document of the Board,
  - (ii) The Audit Committee shall, upon reasonable request, be entitled to require the attendance before it of the Treasurer or any other member of the Board, the Chief Executive Officer, the Administrator of the Centre or any member of the Centre's staff. Except for such attendances, the Audit Committee shall meet alone.
  - (iii) The Audit Committee shall, upon reasonable request, be entitled to ask questions in writing of the Treasurer or any other member of the Board, the Chief Executive Officer, the Administrator of the Centre or any member of the Centre's staff, who shall provide answers to such questions.
- (d)
  - (i) The Audit Committee shall consist of three members, unless increased by ordinary resolution passed at an annual general meeting of the

Centre or increased between annual general meetings by its own unanimous determination,

- (ii) No person other than its members shall be entitled to attend meetings of the Audit Committee;
- (e)
  - (i) No person shall be a member of or shall be eligible for membership of the Audit Committee if s/he is a member of the Board of Directors or a member of staff of the Centre, or in the previous two years has been a member of the Board of Directors or a member of staff of the Centre, and
  - (ii) The chairperson of the Audit Committee shall not be a member of any other Committee under these Articles;
- (f) The Audit Committee shall appoint its own chairperson and secretary from among its members.
- (g) The Terms of Reference of the Audit Committee set out in this Article:
  - (i) may be supplemented by the Board with the consent of the Audit Committee; and,
  - (ii) may (save as to membership) be varied by the Board with the consent of the Audit Committee until the next Annual General Meeting.

69. Employment and Remuneration Committee.

The Employment and Remuneration Committee shall be responsible for such employment, health and safety, remuneration, expenses and related matters as the Board prescribes, save that the Committee shall not be responsible for the conclusion of contracts with employees or future employees.

70. Nomination Committee.

- (a) The Nomination Committee shall advise the Board, the Audit Committee and the General Meeting in respect of the following vacancies, notified vacancies and pending or likely future vacancies:
  - (i) the offices of President, Deputy President, Secretary and Treasurer;
  - (ii) membership of the Board of Directors;
  - (iii) the executive offices of Chief Executive Officer, Research Director, Deputy Director, Assistant Directors and Administrator;
  - (iv) membership of the Audit Committee;

- (v) such other offices, membership of Committees or staff positions in respect of which the Board considers it convenient to delegate consideration.
- (b) The Nomination Committee shall be vested with such other responsibilities (including as to employment policies, appointments procedures and diversity and inclusion) as the Board may prescribe.

71. Members' Committee.

The Members' Committee shall organise events, conduct and publish research, facilitate the participation of the members in the work, management and governance of the Centre, and recruit members.

## **PART IX – APPOINTMENT AND RETIREMENT OF DIRECTORS AND MEMBERS OF THE AUDIT COMMITTEE**

### **72. Appointment of Directors.**

- (a) The Board shall appoint the President, Deputy President (if any), Treasurer, and Secretary in accordance with Part XIII - XV of these Articles.
- (b) For all Directors not holding the offices specified in paragraph (a), the Members may, in accordance with the provisions of this Part, by ordinary resolution from time to time appoint any persons who are willing to act to be Directors.

### **73. Retirement by Rotation.**

- (a) At the first general meeting of the Centre (including an extraordinary general meeting) held at least 21 days after the general meeting at which these Articles of Association are adopted, all the Directors (and, if appointed, members of the Audit Committee) shall immediately cease to hold office.
- (b) At the annual general meeting in every year subsequent to the first general meeting of the Centre after the general meeting adopting these Articles of Association, one-third of the Directors for the time being not holding one of the offices specified in paragraph (a) of the preceding Article and one-third of the members of the Audit Committee for the time being (or if their number is not divisible by 3, then the number nearest to and less than one-third) shall retire from office.
- (c) The Directors or members of the Audit Committee to retire by rotation under paragraph (b) shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Directors or members of the Audit Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (d) A Director or a member of the Audit Committee who retires at an annual general meeting may, if willing to act, be re-appointed. If s/he is not re-appointed or deemed to be re-appointed pursuant to these Articles s/he shall retain office until the meeting appoints someone in her/his place or, if it does not do so, until the end of the meeting.
- (e) A Director who holds the office of President, Deputy President, Treasurer or Secretary of the Board of Directors pursuant to these Articles shall not, whilst holding office, be subject to retirement by rotation under paragraph (b) or be taken into account in determining the rotation of retirement of Directors or the number to retire from office.
- (f) Following the coming into operation of this Article, and after hearing the Nomination Committee, the Board may appoint three members of the Audit Committee to serve until the next following general meeting held at least 21



days after the general meeting at which these Articles of Association are adopted. Such members shall be eligible for subsequent election to the Audit Committee and any period in office served pursuant to this paragraph shall not be counted as a term or part of a term for the purposes of any other provision of this Article.

74. Deemed Reappointment.

If the Centre, at the meeting at which a Director or member of the Audit Committee retires by rotation, does not fill the vacancy, the retiring Director or member of the Audit Committee shall be deemed to be reappointed unless a resolution for the re-appointment of such Director or member of the Audit Committee has been put to the meeting and lost.

75. Eligibility for Appointment.

No person other than a Director retiring by rotation shall be appointed a Director at any general meeting unless:

- (a) s/he is recommended by the Board after hearing the Nomination Committee, or
- (b) not less than three nor more than twenty-one clear days before the date appointed for the meeting, notice executed by two members qualified to vote at the meeting has been given to the Centre of the intention to propose that person for appointment together with notice executed by that person of her/his willingness to be appointed, and the General Meeting shall hear the Nomination Committee on the proposal prior to the general meeting.

76. Appointment of Directors in a vacancy.

- (a) After hearing the Nomination Committee -
  - (i) The Board may appoint a person who is willing to act to be a Director to fill a vacancy in the Board, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles or by ordinary resolution as the maximum number of Directors.
  - (ii) The Audit Committee may, notwithstanding the provisions of paragraph (a), appoint a person who is willing to act to be a member of the Audit Committee to fill a vacancy in the Audit Committee, provided that the appointment does not cause the number of members of the Audit Committee to exceed any number fixed by or in accordance with these Articles or by ordinary resolution as the maximum number of the Audit Committee.
- (b) A Director or member of the Audit Committee appointed in accordance with paragraph (a) shall hold office only until the next following annual general meeting and, if not then re-appointed, shall vacate office and shall not be taken

into account in determining the Directors who are to retire by rotation at the meeting.

## **PART X – TERM LIMITS**

### **77. Term limits for Directors.**

With effect from the first annual general meeting held after 1 January 2024 –

- (a) a Director retiring pursuant to Article 73 shall be eligible for re-election to the Board for a further term or terms of office which, when the further term is aggregated with the immediately preceding terms already continuously served as a Director, shall not exceed six years;
- (b) a Director holding an Office shall be eligible for appointment or re-appointment to an Office for a term which, when the further term is aggregated with the immediately preceding terms already continuously served as a Director, shall not exceed nine years;
- (c)
  - (i) a person other than a Director retiring pursuant to Article 73 or a Director holding office shall not be eligible for election as a Director or appointment to an Office where his/her previously served terms of office as a Director, when aggregated with the further term, would equal or exceed nine years;
  - (ii) subparagraph (i) shall not apply to a person other than a Director retiring pursuant to Article 73 or a Director holding office where his/her previously served term of office as a Director ended three or more years previously;
- (d) a person shall not be eligible for election or re-election to the Board or appointment or re-appointment to Office save in accordance with this Article.

### **78. Term limits for members of the Audit Committee.**

With effect from the first annual general meeting held after 1 January 2024 –

- (a) a retiring member of the Audit Committee shall be eligible for re-election to membership of the Audit Committee for a further term or terms of office which, when the further term is aggregated with the terms already continuously served as a member of the Audit Committee, shall not exceed six years, and,
- (b)
  - (i) a person shall not be eligible for election to membership of the Audit Committee for a term of office where his/her previously served terms of office as a Director or member of the Audit Committee, when aggregated with the further term, would equal or exceed nine years;
  - (ii) subparagraph (i) shall not apply to a person other than a retiring member of the Audit Committee where the later of his/her previously served term of office as a Director or member of the Audit Committee ended three or more years previously;

- (c) a person shall not be eligible for election or re-election to membership of the Audit Committee save in accordance with this Article.

79. Definitions.

For the purposes of this Part and Parts XIII, XIV and XV:

- (a) A period of a “year” shall mean the period from one annual general meeting of the Centre to the next.
- (b) “An Office” shall mean the offices of President, Deputy President, Treasurer or Secretary pursuant to these Articles.

## **PART XI – REMOVAL AND DISQUALIFICATION OF DIRECTORS AND MEMBERS OF THE AUDIT COMMITTEE**

### **80. Removal of Directors or members of the Audit Committee.**

- (a) Subject to compliance with the provisions of the Acts and without prejudice to these Articles, the Members may, by resolution of which at least 28 days' notice has been given of the intent to move such a resolution, remove any Director before the expiration of her/his period of office notwithstanding anything in these Articles or in any agreement between the Centre and such Director.
- (b) After hearing the Nomination Committee, the Members may, by resolution, appoint another person in place of a Director removed from office under paragraph (a).

### **81. Disqualification of Directors or members of the Audit Committee.**

The office of Director or a member of the Audit Committee shall be vacated *ipso facto* if that person:-

- (a) dies in office;
- (b) is adjudged bankrupt or being bankrupt has not obtained a certificate of discharge in the relevant jurisdiction;
- (c) become prohibited or disqualified from being a Director by reason of any law or order made under the Acts or ceases to be qualified to be a Director under the Charities Act, or becomes subject to a declaration of restriction made pursuant to Chapter 3 of Part 14 of the 2014 Act;
- (d) resigns her/his office by notice in writing to the Secretary;
- (e) is convicted of an indictable offence (other than a motoring offence in respect of which a custodial sentence is not imposed) or is sentenced to a term of imprisonment by a court of competent jurisdiction;
- (f) is for more than six consecutive months absent -
  - (i) from meetings of the Board without permission of the Board, or
  - (ii) from meetings of the Audit Committee without the permission of the Audit Committee,and the Board or Audit Committee respectively resolves that by reason of such absence he/she has vacated her/his office;
- (g) is for more than one year absent from meetings of the Board or the Audit Committee;
- (h) is removed as a Director pursuant to Section 146 of the 2014 Act; or

- (i) is no longer regarded as possessing an adequate decision-making capacity for reasons of health, and her/his co-Directors have accordingly resolved that her/his office be vacated on this ground, or he becomes the subject of an order made in Ireland or elsewhere by a court claiming jurisdiction in that regard for her/his detention or for the appointment of a guardian or other person to exercise powers with respect to her/his property or affairs, on the ground, in any such case, of mental disorder or incapacity; or
- (j) if a Director or member of the Audit Committee undertakes an activity or so conducts himself or herself in such a way as in the opinion of a two-thirds majority of the other Directors or all the other members of the Audit Committee (as the case may be) in their absolute discretion the interests of the Centre would be prejudiced; or
- (k) if a Director holds any other office or place of profit under the Centre beyond the extent permitted by clause 5 of the Memorandum of Association;
- (m) if a member of the Audit Committee holds any other office or place of profit under the Centre beyond the extent permitted by clause 5 of the Memorandum of Association, as if that clause applied to them.

82. Enforcement of disqualification.

- (a) At the Board meeting or Audit Committee meeting (as the case may be) immediately following the occurrence of a vacancy arising by virtue of Article 80 or Article 81 or otherwise under these Articles, the Secretary of the Centre, or the secretary of the Audit Committee, as the case may be, shall table any such vacancy as an agenda item at such meeting.
- (b)
  - (i) The Secretary of the Centre shall be required to table a resolution for vacancy by reason any absence for six consecutive months without permission of the Board from meetings thereof. The Board shall consider the matter at that meeting and shall determine the resolution.
  - (ii) The Secretary shall communicate the outcome of the tabled resolution to the Director or former Director.
- (c)
  - (i) The secretary of the Audit Committee shall be required to table a resolution for vacancy by reason any absence for six consecutive months without permission of the Audit Committee from meetings thereof. The Audit Committee shall consider the matter at that meeting and shall determine the resolution.
  - (ii) The secretary of the Audit Committee shall communicate the outcome of the tabled resolution to the member or former member of the Audit Committee.
  - (ii) Upon a vacancy arising in the Audit Committee for any reason, the secretary thereof shall inform the Secretary in writing forthwith, who shall inform the Board.

## PART XII – CONFLICTS OF INTERESTS

### 83. Interests of Directors, Members of the Audit Committee and the Chief Executive Officer

- (a) A Director or shadow Director of the Centre who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Centre shall comply with the provisions of Section 231 of the 2014 Act and this Article (in the case of a shadow Director, as applied by Section 221 of the 2014 Act and this Article) with regard to the disclosure of such interest by declaration;
- (b) A Director who has been validly appointed or nominated for appointment by a particular Member or Members may (i) be a Director or other officer of, employed by or otherwise interested (including by the holding of shares) in, any such Member or Members, or of any body corporate owned or controlled by any such Member or Members, and (ii) have regard to the interests of that Member or Members, and shall not be deemed to have a conflict of interest or to be in breach of her/his duty under Section 228(1)(f) of the 2014 Act in any such circumstances.
- (c) The Board shall, during the first meeting of the Board following the annual general meeting in each year, have as an agenda item the declarations to be made by members of the Board.
- (d)
  - (i) Subject to a Director having disclosed any interest which he is required to disclose in accordance with these Articles or the Acts (including Section 231 of the 2014 Act) as the case may be, no Director or proposed Director shall be considered to have a conflict of interest, or to be in breach of her/his duty under Section 228(1)(f) of the 2014 Act, or be disqualified by her/his office from contracting with the Centre, either with regard to her/his tenure of any such other office or place of profit, or as vendor, purchaser, provider of services or otherwise. In addition, no contract or arrangement with respect to any of the foregoing matters, and no contract or arrangement entered into by or on behalf of the Centre in which a Director is in any way interested, shall be liable to be avoided, and no Director so contracting or being so interested shall be liable to account to the Centre for any profit realised by any such contract or arrangement, by reason (in any such case) of such Director holding that office or of the fiduciary relationship thereby established.
  - (ii) A copy of every declaration made and notice given under this Article shall be entered within three days after the making or giving thereof in a book kept for this purpose by the Secretary. Such book shall be open for inspection without charge by any Director, Secretary, Auditor or Member of the Centre at the Registered Office and shall be produced at every general meeting of the Centre and at any meeting of the Board if any Director so requests in sufficient time to enable the book to be available at the meeting.
  - (iii) A Director may not vote in respect of any contract, appointment or arrangement in which he is interested, and he shall not be counted in the quorum present at the meeting.
  - (iv) For the purposes of this Article:-

- (I) a general notice given to the Board by a Director to the effect that he is a Member of a specified person and is to be regarded as interested in any contract which may, after the date of the notice, be made with the person or he is to be regarded as interested in any contract which may, after the date of the notice, be made with a specified person who is connected with him shall be deemed to be a sufficient declaration of interest in relation to any such contract provided that such notice is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and noted at the next meeting of the Board after it is given;
  - (II) an interest of a person who is the spouse or a minor child of a Director shall be treated as an interest of the Director;
- (v) In this Article, any reference to a contract:
- (I) shall be read as excluding a reference to a contract the decision as to whether to enter into it is taken, or falls to be taken, other than by the board of Directors or a committee of which the Director is a member; and
  - (II) shall be read as including a reference to any transaction or arrangement, whether or not constituting a contract, but, in a case where the transaction or arrangement does not constitute a contract, a like limitation to that which applies under this Article applies to the construction of reference provided by this Article.
- (e) The provisions of this Article which applied to Directors shall apply, *mutatis mutandis*, to: members of the Audit Committee with respect to the Audit Committee; the Chief Executive Officer with respect to the Centre.



## **PART XIII – PRESIDENT AND DEPUTY PRESIDENT**

### **84. Appointment and role of President.**

- (a) (i) The President of the Centre, as leader of the Board, has responsibility for ensuring the effectiveness of the board of Directors.
- (ii) The President shall ensure that the Board of Directors has, at all times, a clear understanding of any views of members and shall engage with members for this purpose, either by attending meetings of the Members' Committee or through other informal means of engagement,
- (b) The President shall be appointed by the Board for a term ending at the annual general meeting in the third year after appointment, such term to be renewed no more than once, upon such condition as the Board may think fit and any President so appointed may be removed by Board in its absolute discretion.
- (c) (i) The office of President and the offices of Deputy President, Treasurer, Secretary or Chief Executive Officer shall not be held by the same person or persons at the same time;
- (ii) The office of President and ordinary membership of the Board under Article 37(e) shall not be held by the same person or persons at the same time.
- (d) Unless otherwise determined by the Board where permitted by these Articles, the President shall not act as chairperson of any committee established under these Articles or set up from time to time by the Board of Directors.
- (e) If not already a director upon appointment as President, he/she shall be appointed to the Board by resolution of the Board and shall continue in office as a director for as long as he/she holds office as President.

### **85. Appointment of Deputy President.**

- (a) The Board may appoint a Deputy President to support and assist the President in her/his role for a term ending at the annual general meeting in the third year after appointment, such term to be renewed no more than once, upon such condition as the Board may think fit and any Deputy President so appointed may be removed by the Board at its absolute discretion.
- (b) If not already a director he/she shall be appointed to the Board by resolution of the Board and shall continue in office as a director for as long as he/she holds office as Deputy President.
- (c) (i) The office of Deputy President and the offices of President, Treasurer, Secretary or Chief Executive Officer shall not be held by the same person or persons at the same time;

- (ii) The office of Deputy President and ordinary membership of the Board under Article 37(e) shall not be held by the same person or persons at the same time.

## **PART XIV – SECRETARY**

### **86. Appointment of Secretary.**

- (a) The Secretary shall be appointed by the Board for a term ending at the annual general meeting in the third year after appointment, such term to be renewed no more than once, upon such conditions as the Board may think fit and any Secretary so appointed may be removed by the Board in its absolute discretion.
- (b) If not already a director he/she shall be appointed to the Board by resolution of the Board and shall continue in office as a director for as long as he/she holds office as Secretary.
- (c)
  - (i) The office of Secretary and the offices of President, Deputy President, Treasurer, or Chief Executive Officer shall not be held by the same person or persons at the same time;
  - (ii) The office of Secretary and ordinary membership of the Board under Article 37(e) shall not be held by the same person or persons at the same time.

### **87. Role of Secretary.**

- (a) The Secretary shall be the officer responsible for compliance by the Centre with its statutory obligations (including the Acts) other than those for which the Treasurer is responsible, and for ensuring compliance by the Centre with the Memorandum of Association and these Articles.
- (b) The Secretary shall ensure that all records (other than accounting records) required to be kept under the Acts in relation to the company are maintained.
- (d) In particular, the Secretary is responsible for maintaining all registers and minute books, for drafting minutes of Board meetings for approval by the Board, for drafting the Agenda of Board meetings for approval by the President prior to circulation to the Board, and for advising the Officers and Board on all matters regarding compliance with the Centre's statutory obligations.
- (e) The Secretary shall ensure that all governance obligations and practices with which the Centre, whether by operation of law or by resolution of the Board, must comply are so complied with, including any applicable corporate governance codes, guides or principles of best practice.
- (f) Save where otherwise determined by the Board, the Chief Executive Officer, the Administrator and any member of staff may be directed by the Secretary to assist in the discharge of the Secretary's functions.

## **PART XV – TREASURER**

### **88. Appointment of Treasurer.**

- (a) The Treasurer shall be appointed by the Board for a term ending at the annual general meeting in the third year after appointment, such term to be renewed no more than once, at such remuneration and upon such conditions as the Board may think fit and any Treasurer so appointed may be removed by the Board at its absolute discretion.
- (b) If not already a director he/she shall be appointed to the Board by resolution of the Board and shall continue in office as a director for as long as he/she holds office as Treasurer.
- (c)
  - (i) The office of Treasurer and the offices of President, Deputy President, Secretary or Chief Executive Officer shall not be held by the same person or persons at the same time;
  - (ii) The office of Treasurer and ordinary membership of the Board under Article 37(e) shall not be held by the same person or persons at the same time.

### **89. Role of Treasurer.**

- (a) The Treasurer shall be the officer responsible for the sound financial management of the Centre, and for ensuring that the Board complies with the financial reporting obligations of the Centre.
- (b) For approval and adoption by the Board, the Treasurer shall present the following to the Board and to the Audit Committee: the draft Annual Report and Financial Statements; the draft Annual Report to the Charities Regulator; the draft Annual Budget; all revised budgetary forecasts; the accounts and cashflow; any declarations, statements or other documents required to comply with the Centre's financial reporting obligations; and shall be responsible for the Centre's financial reporting obligations.
- (c) The Treasurer shall prepare an Annual Budget for consideration of the Board of Directors at least once per year.
- (d) The Treasurer shall ensure that all fundraising and borrowing that the Centre may undertake from time to time is done so in accordance with the Centre's legal obligations and in accordance with the Memorandum of Association and these Articles.
- (e) Save where otherwise determined by the Board, the Chief Executive Officer, the Administrator and any member of staff may be directed by the Treasurer to assist in the discharge of the Treasurer's functions.

## **PART XVI – EXECUTIVES**

### **90. Appointment of Chief Executive Officer.**

- (a) The Board shall appoint a chief executive officer referred to herein as the “Chief Executive Officer” and who shall be known as “Executive Director of the ICEL” (or such other title as the Board may, from time to time decide) for such term, at such remuneration and upon such condition as the Board may think fit and any Chief Executive Officer so appointed may be removed by the Board.
- (b) The Board may entrust to and confer upon the Chief Executive Officer any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- (c) The Chief Executive Officer shall not be a member of the Board of Directors or the Audit Committee, and shall not be eligible for any office within or membership of the Board of Directors or the Audit Committee until 2 years following the expiry of his/her term of office, nor until 1 year following the expiry of his/her term of office shall s/he be eligible for membership any Committee of the Board other than the Members’ Committee if s/he is otherwise eligible.

### **91. Role of the Chief Executive Officer.**

Subject to the direction of the Board and the relevant officers and subject to any additional roles which may be directed by the Board or entered into by contract, the Chief Executive Officer shall manage the Centre, its activities and its finances, shall execute the decisions of the Board and of the Audit Committee and any Committee of the Board, shall execute the directions of the President, Deputy President, Secretary and Treasurer to assist them in the discharge of their offices, shall advise the Board and relevant officers on the decisions which they are responsible for taking and shall represent the Centre externally. In particular, the Chief Executive Officer shall:

- (a) prior to their consideration by the Board, present the following to the Treasurer for her/his approval: the draft Annual Report and Financial Statements; the draft Annual Report to the Charities Regulator; the draft Annual Budget; all draft revised budgetary forecasts; the draft accounts and cashflow; any draft declarations, statements or other documents required to comply with the Centre’s financial reporting obligations; and shall (together with the Treasurer as may be determined by the Board) be responsible for the Centre’s financial reporting obligations;
- (b) prior to their consideration by the Board, shall present the following to the Secretary for her/his approval: all registers and minute books; draft minutes of Board and Committee meetings for approval by the Board and Committees; and the draft Agenda of Board meeting.

92. Appointment of Research, Deputy and Assistant Directors of ICEL.

- (a) The Board may appoint Research Directors, Deputy Directors and Assistant Directors of the Centre, each known as “Research Director of the ICEL”, “Deputy Director of the ICEL” and “Assistant Director of the ICEL” respectively (or such other title as the Board may, from time to time decide), for such term, at such remuneration and upon such condition as the Board may think fit and any Research or Deputy or Assistant Director of the ICEL so appointed may be removed by the Board.
- (b) The Board may entrust to and confer upon a Research or Deputy or Assistant Director of the ICEL any of the powers exercisable by it upon such terms and conditions and with such restrictions as it may think fit, and either collaterally with or to the exclusion of its own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- (c) The Research or Deputy or Assistant Director of the ICEL shall not be a member of the Board of Directors or the Audit Committee, and shall not be eligible for any office within or membership of the Board of Directors or the Audit Committee until 2 years following the expiry of their term of office, nor until 1 year following the expiry of his/her term of office shall s/he be eligible for membership of any Committee of the Board other than the Members’ Committee if s/he is otherwise eligible.

93. Administrator and other Executives.

The Board may appoint one or more persons to the office of Administrator or to any other executive office under the Centre on such terms and for such period as it may determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.

## PART XVII – HONORARY OFFICES OF PATRON & VICE-PRESIDENTS

### 94. Appointment of Patron.

- (a) The Board may appoint a distinguished individual in Irish or European public life to act as Patron of the Centre for such term as the Board may decide.
- (b)
  - (i) The Patron shall not be required to become a member of the Centre.
  - (ii) If not an ordinary member of the Centre, the Patron shall be invited by the Board to become an honorary member of the Centre for the duration of her/his office as Patron.
- (c) The Patron shall not be entrusted or conferred with any powers.
- (d) The Patron shall not be a member of nor attend either the Board of Directors or any Committee or the Advisory Council, nor shall he/she be eligible to become a member of the Board of Directors or any Committee or the Advisory Council.

### 95. Appointment of Vice-Presidents.

- (a) The Board may from time to time appoint as Vice-President, for such term as the Board may decide, any person whom the Board considers to be distinguished in their contribution to or achievement in the practise or study of the law of the European Union or Human Rights, Irish or European public life or affairs, or the Centre;
- (b) If not a Director or a member of the Centre, Vice-Presidents shall become honorary members of the Centre for the duration of their office as Vice-President. Save in accordance with the foregoing, or as otherwise determined by the Board, Vice-Presidents shall continue to be obliged to discharge the subscriptions and fees resulting from their membership.
- (c) The Board may entrust to and confer upon each or any of the Vice-Presidents any of the powers exercisable by it upon such terms and conditions and with such restrictions as it may think fit, and either collaterally with or to the exclusion of its own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- (d) Nothing in this Article shall prevent a Vice-President serving, or being appointed to serve, as an officer of the Centre or as a member of the Board of Directors or on any Committee.

## **PART XVIII – ADVISORY COUNCIL**

### **96. Role of Advisory Council.**

- (a) As determined by the Board, the Board and the Chief Executive Officer shall be advised by an Advisory Council in the conduct of their duties and, in particular but without limitation, in relation to the strategic development of the Centre;
- (b) The Advisory Council shall be a Committee under these Articles to which powers may be delegated by the Board but shall not be a Committee of the Board;
- (c) The Advisory Council shall meet not less than once in every year;
- (d) Meetings of the Advisory Council shall be chaired by such person as the Board may appoint and in his or her absence by the President or Deputy President.

### **97. Membership of the Advisory Council.**

The following persons shall be members of the Advisory Council:

- (a) The Vice-Presidents;
- (b) Honorary Members;
- (c) Former members of the Board (limited to those who were members of the Board immediately preceding the General Meeting at which these Articles were adopted), for as long as they shall be members of the Centre;
- (d) Former Directors of the Centre, for as long as they shall be members of the Centre; and,
- (e) All other persons appointed to the Advisory Council for such term as is decided by the Board, who shall (if not otherwise members of the Centre) be Associate Members of the Centre during their term of office.

### **98. Attendance at meetings of the Advisory Council.**

The following persons may attend the Advisory Council:

- (a) Patron;
- (b) Directors;
- (c) The Chief Executive Officer;
- (d) The Research Director, Deputy Directors and Assistant Directors of ICEL;
- (e) Members of the Audit Committee;



- (f) Members of the Members' Committee;
- (g) Members of the Nomination Committee;
- (h) The Administrator of the Centre;
- (i) Staff of the Centre invited by the President to attend a meeting; and,
- (j) Any other person invited by the Board to attend a meeting.

## **PART XIX – ACCOUNTS AND AUDIT**

### **99. Appointment of Auditor.**

- (a) Auditors shall be appointed and their duties regulated in accordance with the Acts.
- (b) Annual audited accounts of the Centre shall be made available to the Revenue Commissioners and the Charities Regulatory Authority on request or as required by law.

### **100. Keeping proper books of account (“financial statements”).**

The Board shall cause proper books of account (or “financial statements”) to be kept so as to comply with the Acts and these Articles. Proper books of account (or financial statements) shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Centre’s affairs and explain its transactions and which include the following:

- (a) all sums of money received and expended by the Centre and the matters in respect of which such receipts and expenditure take place;
- (b) all sales and purchases of goods by the Centre;
- (c) the assets and liabilities of the Centre.

### **101. Annual audit.**

Once at least every year, the accounts of the Centre shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified statutory auditors, and the report of such statutory auditors shall be laid before the annual general meeting of the Centre.

### **102. Reporting of Accounts to Annual General Meeting.**

- (a) The Board shall from time to time cause to be prepared and laid before the annual general meeting of the Centre income and expenditure accounts, balance sheets and reports as are required by the Acts to be prepared and laid before the annual general meeting of the Centre (financial statements). Every such balance sheet shall be accompanied by the proper reports of the Board and the Auditors, and by the statement of the Audit Committee on the said accounts, balance sheets and reports.
- (b) A copy of all financial statements shall, not less than twenty-one days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Acts to receive them.

103. Inspection of accounting records.

- (a) The accounting records shall be kept at the Office or subject to the Acts at such other place or places as the Board think fit and shall always be open to the inspection of Directors or members of the Audit Committee.
- (b) The Board shall from time to time determine whether and if so to what extent and at what times and places and under what conditions or regulations the accounting records of the Centre or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any accounting records or document of the Centre except as conferred by statute or authorised by the Board or by the Centre in general meeting.

## **PART XX – ANNUAL REPORT AND RETURN UNDER THE CHARITIES ACT 2009**

### 104. Compliance with Charities Act 2009.

The Board shall comply with the requirements of the Charities Act with regard to:-

- (a) the transmission of the financial statements of the Company to the Charities Regulatory Authority;
- (b) the preparation of an Annual Report and its transmission to the Charities Regulatory Authority; and
- (c) the preparation of an Annual Return and its transmission to the Charities Regulatory Authority.

## **PART XXI – THE SEAL**

### 105. Use of Seal.

The common seal of the Centre shall only be used by the authority of the Board or of a committee authorised by the Board for that purpose.

### 106. Signature of Sealed Instruments.

Every instrument to which the common seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

## **PART XXII – NOTICES**

### **107. Notices in Writing.**

Any notice to be given, served or delivered pursuant to these Articles or otherwise to be given by the Centre to any person entitled to receive it (“the addressee”) shall be in writing.

### **108. Service of Notices.**

(a) A notice or document to be given to the addressee, served or delivered in pursuance of these Articles may be given to, served on or delivered to an addressee:-

- (i) by handing same to her/him or her/his authorised agent;
- (ii) by leaving the same at her/his registered address;
- (iii) by sending the same by the post properly addressed in a pre-paid cover addressed to her/him at her/his registered address; or
- (iv) by sending the same to her/him by electronic mail or other means of electronic communication.

(b) Where a notice or document is given, served or delivered pursuant to sub-paragraph (a) (i) or (ii) of this Article, the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the member or her/his authorised agent, or left at her/his registered address (as the case may be).

(c) Where a notice or document is given, served or delivered pursuant to sub-paragraph (a) (iii) or (iv) of this Article, the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twenty-four hours after the cover containing it was posted or the electronic mail was sent. In proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted in the case of sub-paragraph (a)(iii) or was sent by electronic means in the case of sub-paragraph (a)(iv).

### **109. Signature to Notices.**

The signature to any notice to be given by the Centre may be in writing including by electronic means.

### **110. Deemed Receipt of Notices.**

A member present at any meeting of the Centre shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

## **PART XXIII – INSPECTION OF BOOKS AND DOCUMENTS OTHER THAN ACCOUNTS**

### 111. Inspection of Books and information by Members.

Subject to Article 103, the Board shall from time to time determine whether and to what extent and at places and under what conditions or regulations the books of the Centre or any of them shall be open to the inspection of members, not being Directors, and no member (not being a Director) shall have any right of inspecting any book or document of the Centre except as conferred by the Acts or authorised by the Board or by the Centre in general meeting and no member not being a Director shall be entitled to require or receive any information concerning the business of the Centre or any trade secret or secret process of or used by the Centre.

## PART XXIV – INDEMNITY

### 112. Indemnity.

- (a) Subject to the Acts, every Director, Secretary and other officer for the time being of the Centre shall be indemnified out of the assets of the Centre against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to her/his acts while acting in such office, in which judgment is given in her/his favour or in which he is acquitted, or in connection with any proceedings or any application under the Acts or under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.
  
- (b) To the extent permitted by law, the Board may arrange insurance cover at the cost of the Centre in respect of any liability, loss or expenditure incurred by any Director, Secretary and/or other officer in relation to anything done or alleged to have been done or omitted to be done by her/him or them as a Director, Secretary and/or officer.



## **PART XXV – DISSOLUTION**

### 113. Dissolution of the Centre.

Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Centre shall have effect as if the provisions thereof were repeated in these Articles.

## PART XXVI – TRANSITIONAL PROVISIONS

### 114. Coming into effect of certain Articles.

- (a) Save if the Board resolves that the Memorandum of Association and these Articles of Association shall apply at, in respect of and with effect from the first general meeting held at least twenty-one days after an extraordinary general meeting approves these Articles of Association by special resolution:
  - (i) subject to subparagraph (ii), these Articles of Association shall have effect upon the date of registration with the Companies Registration Office;
  - (ii)
    - (I) Articles 16, 17, 18, 19, 20, 22, 37, 38, 57, 58, 59, 67, 68, 69, 70, 71, 72, 81(g), 84, 85, 86, 87, 88, 89, 94, 95, 96, 97, 98, 107, 108, 109 and 110 of these Articles of Association shall apply at, in respect of and with effect from the first general meeting held at least twenty-one days after an extraordinary general meeting approves these Articles of Association, provided that any of the Articles specified in this subparagraph, and each and any of their provisions, may have effect at any earlier point and to the extent the Board so resolves.
    - (II) For the purpose of giving effect to an Article or paragraph specified in this subparagraph from a particular date, the Board may validly provide for any provisions of these Articles of Association to have such earlier effect as they determine necessary for that purpose. To the extent the Board does not so provide, any provision of these Articles which the Board (or the chairperson of a general meeting) has relied upon shall be validly relied upon to the extent necessary for that purpose, and the Board (or the chairperson of a general meeting) may at any point so determine.
- (b) Notwithstanding the application of paragraph (a) of this Article, and the provisions of Article 6(e), Article 6 shall have effect at any point the Board so resolves, whether before or after the coming into effect of these Articles of Association as a whole.
- (c)
  - (i) Until any provisions of these Articles of Association have effect and apply the equivalent or corresponding provisions of the preceding Articles of Association shall continue to have effect and apply.
  - (ii) The Board shall have the exclusive power to determine and apply the equivalent or corresponding provisions of the preceding Articles of Association, and to determine and disapply the equivalent or corresponding provisions of these Articles of Association;

- (d)
  - (i) The Board shall have the exclusive power to determine any question of interpretation or application of this Article.
  - (ii) The Board may delegate the power at subparagraph (i) of this paragraph to the chairperson of a specific general meeting during any such general meeting.
- (e) This Article shall have immediate effect upon approval by a general meeting of these Articles of Association.

Names, addresses and descriptions of subscribers:

1. Bernard Vincent Rogan, Pennyghael House, the Lane  
Church Road, Drogheda County Wicklow  
Exec Mgr
2. Kevin Patrick Aulane, 47 Wellington Road  
Dublin 4, Accountant and Benediction
3. William Arthur Watts, Trinity College, Dublin, Provost of Trinity  
College
4. Fitzell Murphy, 57 St. Helens Road, Dublin 8, Lead  
Revisor.
5. Thomas Francis O'Reilly, 17th St, Sandymount, Lodge.
6. William Neil Osborne, 31 Tranter, Pt. Merrin, W. Dub. Unvers  
profess
7. Mary Robinson 43 Sandford Road Dublin 6  
Solicitor

Dated this 15th day of April, 1988

Witness to the above signatures:

Michael Moran,  
Solicitor,  
Fitzwilliam House,  
Wilton Place,  
Dublin 2