

THE COMPANIES ACT 2014

**CONSTITUTION
OF
THE IRISH RAILWAY RECORD
SOCIETY COMPANY LIMITED BY
GUARANTEE**

As amended at the Annual General Meeting of 9 May 2017

(Copy)

Number
311556

CERTIFICATE OF INCORPORATION

I hereby certify that

THE IRISH RAILWAY RECORD SOCIETY LIMITED

is this day incorporated under the Companies Acts,

1963 to 1999 and that the Company is limited.

Given under my hand at Dublin, this

Friday, the 27th day of August 1999

MEMORANDUM OF ASSOCIATION

1. The name of the company is: THE IRISH RAILWAY RECORD SOCIETY COMPANY LIMITED BY GUARANTEE (hereinafter called "the Society").
2. The Society is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The objects for which the Society is established are:
 - (a) To take over and assume all or any of the assets, rights and liabilities of The Irish Railway Record Society as existing prior to the incorporation of the Society.
 - (b) To bring together those interested in all aspects of the working of Irish railways and tramways, past and present.
 - (c) To hold meetings, dealing primarily with Irish rail transport, at which papers are read, films, slides, digital images or exhibits shown or discussions held.
 - (d) To arrange visits to railway installations or other places of interest to members, within Ireland, the United Kingdom and/or overseas. Such occasions to be approved by the Society's board (hereinafter called "the Board").
 - (e) To arrange outings, either in the Society's name, jointly with other organisations and/or societies or as agents of other organisations and/or societies, in Ireland, the United Kingdom and/or overseas.
 - (f) To collect and preserve any records, pictures, photographs, books, films, videos, data or other objects relating to Irish, United Kingdom and/or overseas railways and tramways, including, but not necessarily confined to, electronic publications, websites, electronic storage media etc., which the Board considers should be acquired.
 - (g) To provide library and archival facilities for material relating to Irish railways and tramways.
 - (h) To produce a publication at least once a year that will record matters of interest in connection with Irish, United Kingdom and/or overseas railways, tramways and other forms of public transport, including a selection of the papers read at meetings and such other material as may be approved by the Board.
 - (i) To undertake the office of trustee, manager, secretary, registrar or other office or situation of trust in furtherance of the Society's objectives.

4. The permitted activities of the Society are:

(a) To appoint committees, task forces and panels consisting solely of members of the Board or of members of the Board and such other persons, whether members of the Society or otherwise, with such powers as the Board may prescribe.

(b) To organise or participate in such conferences, exhibitions, social and other functions as may promote the objects of the Society.

(c) To arrange for the participation, union, alliance or incorporation of any other organisation with the Society provided that such participation, union, alliance, or incorporation is deemed to be consistent with the objects of the Society and sanctioned by an Extraordinary General Meeting.

(d) To act in concert or make any arrangement with any Department of State, State body, local authority or other body public or private, now or hereafter constituted, or with any residents in the neighbourhood of property of the Society with reference to any of the Society's objects.

(e) To employ such administrative and technical staff as may be necessary to achieve the objects of the Society.

(f) To construct, alter, restore, repair, maintain, take down or remove buildings, erections, walls, fences, railings, gates, or other structures on lands and property held by or under the care or management (whether jointly with any other person or not) of the Society and generally to maintain, uphold, manage, improve and develop the property of the Society.

(g) To donate any surplus (or a part thereof) from an outing, or any other activity, to a charitable organisation, including in respect of such matter arranged with any other organisation, group and/or association. Such donations to be approved by the Board.

(h) To borrow or raise or secure the payment of money in such manner as the Board shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Society's assets (both present and future) and to purchase, redeem or pay off any such securities.

(i) To carry on any business which may seem to the Board to be capable of being conveniently carried on in connection with the Society's objects or calculated to directly or indirectly enhance the value of or generate a return from any of the Society's property, rights or interests.

(j) To acquire by purchase, loan, gift, lease, or otherwise any artifacts, lands, buildings, tenements, or other hereditaments, and to sell, let, lend or dispose of by way of gift or otherwise, improve, develop, or otherwise deal with any part of the property or assets of the Society.

(k) To exchange any land, buildings, or real or personal property held by the Society for other land, buildings or real or personal property or to sell, lease, let, dispose of or otherwise deal with any lands, buildings, or other real or personal property of the Society.

(l) To raise funds and/or to help to raise funds for any charitable purpose which the Board deems likely to further the objects of the Society.

(m) To seek and to receive voluntary contributions, donations or bequests or money for any of the objects aforesaid.

(n) To make application on behalf of the Society to any body, whether governmental, local, philanthropic or otherwise, for financial or other assistance of any kind.

(o) To insure the Society against any foreseeable risk.

(p) To insure any or all of the members of its Board or any subsidiary body established under sub-paragraph a) above against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he, she or they acted in good faith and in the performance of his, her or their functions.

(q) To accumulate capital for the purposes of the Society and to appropriate any of the Society's assets to specific purposes, either conditionally or unconditionally.

(r) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Society's objects by any person or company.

(s) To do all such other lawful things as are incidental or conducive to the preservation and maintenance of the property of the Society or to the attainment of the objects hereinbefore described.

(t) To furnish and provide the Society's property with such furniture, implements, machinery and conveniences as the Board may think desirable.

5. The income and property of the Society, irrespective of how derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association, and 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 Society. No member of the Board shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society. However, nothing shall prevent the making in good faith by the Society of any of the following payments:

(a) Bona fide payment by way of reasonable and proper remuneration may be made to any officer, servant or member of the Society (not being a member of the Board) in return for services rendered to the Society, subject to prior Board approval.

(b) Interest may be paid at a rate not exceeding 5% on monies lent to the Society by members (including members of the Board).

(c) Reasonable and proper rent may be paid on premises demised or rented from

any member of the Society (including members of the Board).

(d) Reasonable and proper out of pocket expenses may be paid to any member of the Board in connection with the duties of their office.

This provision shall not apply to the provision of goods or services on a commercial or arm's length basis by a company in which any member of the Board shall have an interest provided that such interest shall have been previously declared to the Board. Should any member at a later stage obtain an interest in any company already providing goods or services on a commercial or arm's length basis to the Society, such interest shall be declared to the Board at the first available opportunity.

6. The liability of the members is limited.

7. Every member of the Society undertakes to contribute to the assets of the Society, if the Society is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for-

(a) The payment of the debts and liabilities of the Society contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and

(b) The adjustment of the rights of contributories among themselves;

such amount as may be required, not exceeding one Euro.

8. In the event of winding up or dissolution, the Board charged with winding up or dissolution shall, after paying all debts and liabilities of the Society, distribute the remaining assets to any charitable and/or non-profit organisations having objects similar to the objects of the Society and whose Constitution (or any equivalent governance document) shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Society 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.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

[The names and addresses of the original subscribers have been excluded from this copy but are available in the text lodged with the Companies Registration Office or on application to the Secretary of the Society.]

Dated this 5th Day of August 1999

Signatures

John A. Phelan, Solicitor, 18 South Mall, Cork

ARTICLES OF ASSOCIATION

DEFINITIONS AND PRELIMINARY

1. In these Articles, unless inconsistent with the subject or context:

"The Act" means the Companies Act 2014 and every statutory modification, amendment or re-enactment thereof for the time being in force;

"The Society" means The Irish Railway Record Society Company Limited by Guarantee;

"The Board" means the members of the Board of the Society for the time being as defined in Article 25 hereafter or members of the Board present at a meeting of the Board and includes any person occupying the position of a Board Member by whatever name called; members of the Board shall be deemed to be Directors of the Society as defined in the Act and the first Board shall consist of the members of the Committee of The Irish Railway Record Society as at the date of incorporation;

"the President" means the member elected in accordance with Article 25(d) hereafter;

"the Chairman" means the member elected in accordance with Article 25(a) hereafter;

"the Secretary" means any person appointed to perform the duties of the Secretary of the Society;

"the Journal" means the magazine or journal published by the Society from time to time;

"the Seal" means the common seal of the Society;

"the Office" means the registered office for the time being of the Society, which shall be in Ireland;

"in writing" and "written" includes email or any other form of electronic communication, typewriting, printing, lithography and all other modes of representing or reproducing words in visible form;

"Month" means the calendar month;

Words which have a special meaning assigned to them in the Act have the same meaning in these presents;

Words importing persons include corporations.

MEMBERS OF THE SOCIETY

2. For the purpose of registration, the number of members is declared to be unlimited.

3. The subscribers to the Memorandum of Association, all members of The Irish Railway Record Society at the date of incorporation of the Society and such other persons as the Board shall admit to membership, shall be members of the Society.

4. Membership of the Society shall consist of two categories: ordinary members and honorary members.

Persons who have rendered exceptional service to the Society, who hold or have held a distinguished position in or connected with railways, tramways or other forms of transport or who have otherwise made an exceptional contribution to the achievement of the objects of the Society may be made honorary members by the Board. Honorary membership may be granted for life or for a specified period. Honorary members shall not be liable to pay any entrance or annual subscription fee. Persons who were ordinary members immediately before being made honorary members shall retain their right to vote at general meetings and shall be regarded as ordinary members for that purpose. All other honorary members shall not have a right to vote at general meetings.

All other members of the Society shall be ordinary members and shall have a right to vote at general meetings.

The Board may determine sub-categories for any category of membership.

5. Persons wishing to become ordinary members of the Society shall complete a membership application form specifying the sub-category of membership applied for and enclosing the appropriate entrance and/or subscription fees. All such application forms shall be considered by the Board and on approval by the Board the applicants shall be deemed to have been elected to membership of the Society.

RESIGNATION, RETIREMENT AND EXCLUSION FROM MEMBERSHIP

6. Any member may retire, resign or withdraw from the Society by giving notice in writing to the Secretary and on payment with such notice of any subscription, levy or other payment due for the current year, which is unpaid at the date of such notice. Any such member shall be deemed to have ceased to be a member from the date of the giving of such notice. In no case shall any member be entitled to the repayment of any current subscription actually paid, whether paid for the current year or for any year or years in advance.

7. (a) Any member may be expelled from membership of the Society by a resolution of the Board, passed by a majority of not less than two thirds of those present and entitled to vote at a meeting of which not less than 21 days written notice specifying the intention to propose such resolution and the grounds therefor shall have been sent to the member concerned as well as to all the members of the Board at which the member concerned shall have been given the opportunity to be heard. The member concerned shall be entitled to be accompanied by not more than one person, who may or may not be a member of the Society, when attending the Board meeting to state his or her case. If so expelled the Board shall have power to remove the said member's name from the list of members and he or she shall thereupon cease to be a member.

(b) The Secretary shall notify the member concerned in writing of the decision by the Board to expel him or her, of the grounds for the decision and of his or her right to appeal that decision. The member concerned shall be entitled to appeal the decision to the next Annual General Meeting or, at his or her own expense, to an Extraordinary General Meeting convened in accordance with Article 15 and, provided two thirds of the members present and entitled to vote allow the appeal, the decision of the Board shall be rescinded and the member concerned shall continue to be a member. The member concerned shall be entitled to be accompanied by not more than one person, who may or may not be a member of the

Society, when attending the Meeting to state his case. Where the member concerned gives written notice to the Secretary of his or her intention to appeal, the member shall stand suspended from membership pending the determination or withdrawal of that appeal. Where the Extraordinary General Meeting allows the appeal, the member concerned shall not be liable to pay the expenses associated with calling the Meeting and shall be refunded any payments already made by him or her to the Society for that purpose.

8. Any member expelled under the provisions of the foregoing Article shall forthwith forfeit all the privileges of membership and shall continue to be liable for any subscription due to have been paid prior to the date of expulsion and any other obligation incurred before that date.

9. The rights of any member shall not be transferable and shall cease:

(a) On the death of the member;

(b) On notice being given by the member pursuant to Article 6 hereof;

(c) If the ordinary member shall fail to pay any subscription due from him or her on or before the last day of the following March, in any year, but such member may be readmitted by the Board on such terms relating to the payment of any outstanding entrance or subscription fee or any future subscription fee as it may think fit;

(d) On a member being expelled by a resolution of the Board under Article 7 hereof.

Subject to as hereinbefore provided, any person who ceases to be a member shall be liable to pay to the Society all monies which, at the time of such cessation, may be due from such member to the Society.

SUSPENSION OF MEMBERS

10. The Board shall have power at any time to suspend any member whose conduct it considers injurious to the character and welfare of the Society from admission to the premises of the Society and from the enjoyment of the facilities of the Society for a stated period, not exceeding twelve months. The Secretary shall notify the member concerned in writing of a decision by the Board to suspend him or her, of the grounds for the decision and of his or her right to appeal the decision. The member concerned shall have the right to appeal in writing to the Board within 10 days from the date of notification. The suspension shall not take effect until the end of that ten day period or until the appeal has been refused or withdrawn, whichever is the later.

ENTRANCE FEE AND SUBSCRIPTIONS

11. All subscriptions shall be due on the first day of September in any year and shall be paid to the Society. If any subscription shall not be paid by the last day of the following March the person concerned shall cease to be a member of the Society.

12. The amounts of any entrance fee on first becoming a member of the Society and the annual subscriptions shall be decided by a vote at the Annual General Meeting on the recommendation of the outgoing Board. In the event of the said Board's recommendation being defeated, the entrance fee on first becoming a member of the Society and the annual subscriptions shall not be less than in the previous financial year. The Board shall have

discretion to offer discounted entrance and subscription fees to new members as a way of promoting and encouraging persons to join the Society.

GENERAL MEETINGS

13. A general meeting of the Society shall be held in every calendar year in accordance with the Act at such place as the Board shall determine. Such general meetings shall be called Annual General Meetings and all other general meetings shall be called Extraordinary General Meetings.

14. The business of an Annual General Meeting shall be:

- a) To consider and approve the minutes of the previous Annual General Meeting and any Extraordinary General Meeting held during the year;
- b) To consider the Society's statutory financial statements and the report of the Board and, save where the Society has availed itself of the audit exemption under Chapter 15 of Part 6 of the Act, the report of the statutory auditors on those statements and that report;
- c) To consider the report of the Board on the Society's activities for the past year and to review the Society's affairs;
- d) Save where the Society has availed itself of the audit exemption under Chapter 15 of Part 6 of the Act, to appoint the statutory auditors and fix their remuneration for the ensuing year or determine the manner in which that remuneration is to be fixed;
- e) To approve annual subscriptions for the ensuing year and any entrance fee;
- f) To elect members of the Board to fill vacancies occurring in accordance with these Articles of Association;
- g) To vary the size and/or composition of the Board and, where appropriate, to determine the arrangements for the filling of places on the Board arising from that decision;
- h) To consider any ordinary resolution proposed and seconded by ordinary members, notice of which has been given in writing to the Secretary at least fourteen days before the date fixed for the meeting;
- i) To discuss any other business proper to an Annual General Meeting.

15. (a) The Board may at such times and places and for such purposes as they think fit, and shall on receipt of a requisition requesting them so to do, after the deposit of the requisition given in accordance with this Article, call an Extraordinary General Meeting of the Society.

(b) The requisition shall state the objects of the meeting, which may be for any purpose except the business reserved for the Annual General Meeting, and shall be addressed to the Secretary and deposited at the Office of the Society.

(c) The requisition shall be signed by the lower of:

- i. At least 20 ordinary members of the Society who are entitled to vote at general meetings of the Society; or
- ii. Such ordinary members of the Society who, at the date of the deposit, represent not less than one tenth of the total voting rights exercisable at general meetings of the Society.

(d) If the Board does not within 21 days proceed to cause a meeting to be held within 2 months from the deposit of the requisition, the requisitionists or a majority of them may themselves convene the meeting, and any meeting so convened shall not be held after three months from the date of such deposit. The requisitionists shall be given access to the names and contact details of all ordinary members solely for the purpose of notifying them of the convening of the meeting and the Board shall comply forthwith with any request for such information.

(e) Any meeting convened by requisitionists under these Articles shall be convened in the same manner, or as near as possible as that in which meetings are to be convened by the Board. Any reasonable expenses incurred by the requisitionists by reason of a failure of the Board to convene a meeting shall be repaid to the requisitionists by the Society.

16. A meeting of the Society, other than an adjourned meeting, shall be called:

- (a) in the case of the annual general meeting, or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
- (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.

Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of an ordinary member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.

In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

The notice of a meeting shall specify:

- (i) the place, date and time of the meeting;
- (ii) the general nature of the business to be transacted at the meeting;

- (iii) in the case of a proposed special resolution, the text or substance of that proposed special resolution.

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 shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any general meeting unless a quorum be present when the meeting proceeds to business. Save as is otherwise provided by these Articles 20 ordinary members present and eligible to vote shall be a quorum for all purposes. If within fifteen minutes from the time appointed for the meeting a quorum be not present, the meeting if convened on the requisition of ordinary members of the Society shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or such other day and such other time or place as the Chairman may determine. If at such adjourned meeting a quorum as above defined be not present within thirty minutes from the time appointed for holding the meeting, the ordinary members present shall be a quorum.

18. The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Society or if there is no such Chairman, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be Chairman at the meeting.

19. The Chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

20. When a general meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21. (a) At any general meeting every question shall be decided in the first instance by a majority of votes on a show of hands unless a poll be demanded.

(b) Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority or lost shall settle the issue. An entry to that effect in the book provided under Article 27 hereof containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(c) A poll may be demanded before or on the declaration of the result of the show of hands by (a) the Chairman or (b) not less than three ordinary members present in person. The demand for a poll may be withdrawn.

(d) Except as provided in Article 21(f) hereof if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(e) Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

(f) A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

22. Ordinary members as defined in Article 4 and who are on the register of members on the date on which the meeting is called shall be entitled to vote at a general meeting of the Society and shall have one vote. As permitted under section 1205(a) of the Act, an ordinary member shall not be entitled to vote by proxy.

23. An ordinary member of unsound mind or who has made an enduring power of attorney or in respect of whom an order has been made by any court having jurisdiction in cases of unsound mind may vote, whether on a show of hands or on a poll, by his or her committee, donee of an enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.

24. No objection shall be raised as 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 a meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

MANAGEMENT

25. (a) The Board shall consist of 10 members or such other larger or smaller number as may be determined by ordinary resolution of the Annual General Meeting of the Society. Five members (or such other number not being less than half the total membership of the Board) shall retire in one year and the balance in the next year. Members shall be eligible for re-election at the appropriate Annual General Meeting of the Society. Following an Annual General Meeting, the Board within 14 days shall meet and shall appoint from amongst their number a Chairman, Hon. Treasurer and such other Hon. Officers as shall from time to time be deemed necessary. The Board shall have power to transfer the positions among their own number as may be most expedient. All such appointments and transfers shall be notified by the Secretary to members in the next mailing.

(b) An ordinary member seeking election to the Board shall submit a notice in writing to the Secretary not later than fourteen days before the Annual General Meeting indicating that he or she wishes to be a candidate. The notice shall be signed by two ordinary members indicating their intention to propose the candidate for election and shall contain a signed statement from the candidate indicating his or her willingness to be elected.

(c) Between Annual General Meetings, the Board may co-opt an ordinary member of the Society to fill a vacancy on the Board and that person shall cease to be a member of the Board at the next Annual General Meeting. The Secretary shall notify the members of any co-option in the next mailing.

(d) Subject to the approval of a General Meeting of the Society:

- i. The Board may from time to time appoint a member of the Society as President thereof. The President may be appointed for life or for such other period as the Board may determine. The President may be removed from office at any time by the Board.
- ii. The Board may from time to time appoint Vice-Presidents and Patrons of the Society, who may be removed from office at any time by the Board.

iii. The President may attend and participate in meetings of the Board but not vote.

(e) A general meeting of the Society may by ordinary resolution remove any member of the Board before the expiration of his or her period of office and in so doing shall comply with section 146 of the Act. That meeting may elect another person in place of the person removed from office. A person elected in place of the Board member removed from office shall retire at the same time as the Board member he or she replaced would normally have retired.

(f) The continuing Board members may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the quorum fixed by this Article, the continuing Board members may act for the purpose of increasing the number of Board members to the quorum or of summoning a general meeting of the Society, but for no other purpose.

(g) The Board shall meet at least four times annually and at such other times as are considered necessary by the Board itself or the Chairman for the effective discharge of the business of the Society. At such meetings, unless otherwise determined at a General Meeting (be it an Annual General Meeting or an Extraordinary General Meeting), six members of the Board shall form a quorum. In the event of a tie, the Chairman shall have a second or casting vote.

(h) In addition to his or her statutory duties, the Secretary shall carry out such functions as are assigned to him or her by the Board. In particular the Secretary shall be responsible for ensuring that the Society complies with the requirements of the Act and its own Constitution, that the statutory registers and minute books of the Society are maintained, that meetings of members and the Board are properly convened and minutes of such meetings kept. He or she shall also be responsible for attending to the correspondence of the Society.

(i) The Hon. Treasurer shall manage the financial affairs of the Society and be responsible therefor to the Board.

(j) The Board shall have power to decide any matter not covered specifically by these Articles and the Board shall have the power and authority to manage the affairs of the Society and powers of management and control of the Society shall be vested in the Board. These powers vested in the Board shall include all those general powers of management not specifically reserved, pursuant to these Articles or the Act, to be dealt with at General Meetings (be it Annual General Meetings or Extraordinary General Meetings).

(k) The funds of the Society shall be applied in carrying out the objects of the Society and in defraying the working expenses. The property of the Society shall be vested in and/or held by the Board in the name of the Society.

26. All cheques, promissory notes, drafts, bills of exchange or moneys paid to or by the Society shall be lodged, signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the Board may from time to time by resolution determine. All property, bank accounts and other financial instruments shall be in the name of the Society.

27. The Board shall cause minutes to be made in books provided for that purpose:

(a) Of all appointments of officers made by the Board;

(b) Of the names of members of the Board present at each meeting of the Board and any committees of the Board;

(c) Of all resolutions and proceedings at all meetings of the Society and of the Board and any committees of the Board;

(d) Of any conflict of interest notified by a member to a meeting of the Board.

DISQUALIFICATION OF MEMBERS OF THE BOARD

28. A member of the Board shall vacate his or her office if:

(a) he or she is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction;

(b) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act;

(c) the health of the member is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity;

(d) he or she is sentenced to a term of imprisonment following conviction of an indictable offence.

VALIDITY OF ACTS OF BOARD

29. All acts done by any meeting of the Board or of a committee, task force or panel to which it has delegated powers shall, notwithstanding that it is afterwards discovered that there was some defect in the election of any Board member, or that any member was disqualified from holding office as a Board member, be as valid as if every such person had been duly elected and was qualified to be a Board member.

PROCEEDINGS OF THE BOARD

30. The Board may meet in person or by electronic means for the dispatch of business and may adjourn and otherwise regulate the conduct of its functions as it thinks fit. Between meetings the Board may make decisions by written procedure. Questions arising at any meeting should be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A member of the Board may, and the Secretary on the requisition of a Board member shall, at any time summon a meeting of the Board.

BRANCHES

31. The Society shall consist of a parent body, whose headquarters shall be in Dublin, and such branches or areas as may from time to time be established. Branches or areas shall be

subject to the control of the Board or the parent body on all matters of policy but shall be responsible for the organisation and the financing of their own local activities. To meet the cost of branch or area meetings, they may collect (in addition to appropriate subscription payable to the parent body) a sum from members or others who elect to participate in the activities of the branch or area. The parent body shall be solely responsible for the production of the Society's Journal. The Board may issue a direction to a branch or area in relation to the keeping of accounts or any other matter and the branch or area shall comply with such direction.

SECRETARY

32. The Secretary shall be appointed by the Board for such term and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Board. Where the Secretary is appointed from among the members of the Board, he or she shall cease to be Secretary on ceasing to be a member of the Board unless the Board decides otherwise.

THE SEAL

33. The Seal shall be used only by the authority of the Board and every instrument to which the Seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose. The Secretary shall ensure that the Seal is kept in such secure place as the Board shall from time to time direct.

ACCOUNTS

34. The Board shall keep or cause to be kept adequate accounting records. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Society's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Society.

The accounting records shall be kept at the Office or, subject to Section 283 of the Act, at such other place as the Board thinks fit, and shall at all reasonable times be open to the inspection of members of the Board and by other persons entitled pursuant to the Act.

35. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Society or any of them shall be open to the inspection of its members not being members of the Board. No member (not being a member of the Board) shall have any right of inspecting any financial statement or accounting record of the Society except as conferred by statute, this Constitution or authorised by the Board or by the Society in General Meeting.

36. The Board shall in accordance with the Act cause to be prepared and to be laid before the Annual General Meeting of the Society the statutory financial statements of the Society, the report of the Board in relation to them and, save where the Society has availed itself of the audit exemption under Chapter 15 of Part 6 of the Act, the statutory auditor's report on those financial statements and the report of the Board as are required by the Act to be prepared and laid before the Annual General Meeting of the Society.

37. A copy of the statutory financial statements of the Society, the report of the Board in relation to them and, save where the Society has availed itself of the audit exemption under Chapter 15 of Part 6 of the Act, the statutory auditor's report on those financial statements and the report of the Board shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

AUDITORS

38. Save where the Society has availed itself of the audit exemption under Chapter 15 of Part 6 of the Act, statutory auditors shall be appointed by the Annual General Meeting and their duties regulated in accordance with the Act.

The statutory auditors of the Society shall be sent notice of any general meeting of the Society and associated documentation in the same manner as ordinary members and shall be entitled to attend and be heard at that meeting on any part of the business which concerns them.

NOTICES

39. (a) A notice or document may be served by the Society upon any member, either personally or by sending such notice or document through the post in a pre-paid envelope or wrapper, addressed to such member at his or her registered place of address, or by email or other electronic means. Provided notice has been given as required above, the Society may publish a copy of any such notice and enable members to access documents on a section of its website accessible only to members or through a secure file sharing website. Where a member requests in writing that he or she be sent any notice or document to which he or she is entitled pre-paid by post, the Society shall comply with that request.

(b) Any notice or document sent by post shall be deemed to have been served on the date following that on which the envelope or wrapper containing the same is posted. A certificate in writing signed by the Secretary or other officer of the Society that the envelope or wrapper containing the notice or document was so addressed and posted shall be sufficient evidence thereof. Any notice or document sent by email or other electronic means shall be deemed to have been sent 24 hours after it was sent to the address provided to the Society by the applicable member provided that no notification of failed delivery has been notified to the Society during that period. A certificate in writing signed by the Secretary or other officer of the Society attesting to these facts shall be sufficient evidence thereof.

(c) Each member acknowledges that he or she is aware that in respect of communications via email:

(i) The unencrypted information is transported over an open, publicly accessible network and can, in principle, be viewed by others;

(ii) The information can be changed and manipulated by a third party;

(iii) The sender's identity (sender of the e-mail) can be assumed or otherwise manipulated;

and

(iv) The exchange of information can be delayed or disrupted due to transmission errors, technical faults, disruptions, malfunctions, illegal interventions, network overload, the malicious blocking of electronic access by third parties, or other shortcomings on the part of the network provider.

40. Save as is provided for in Article 38, no person other than a member entitled to vote at a meeting shall be entitled to receive notice of any General Meeting of the Society.

EXPENSES

41. The Society may pay reasonable out-of-pocket expenses to a member or any other person performing functions on a voluntary and unpaid basis for the Society. Such expenses shall be paid in accordance with any relevant guidance from the Revenue Commissioners and with any rules which the Board may adopt.

INDEMNITY

42. To the extent permitted by section 235 of the Act, every member of the Board, a subsidiary body and officer of the Society shall be entitled to be indemnified out of the assets of the Society against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto, and no member or officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Society in the execution of the duties of his or her office or in relation thereto.

SOCIETY ASSETS

43. No person may publish, in any format or medium, any material from the Society's archives or images of the Society's possessions or premises without the prior written consent of the Board.

WINDING UP AND DISSOLUTION OF SOCIETY

44. The provisions of Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect and be observed as if the same were repeated in full in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

[The names and addresses of the original subscribers have been excluded from this copy but are available in the text lodged with the Companies Registration Office or on application to the Secretary of the Society.]

Dated this 5th day of August, 1999

Witness to the above Signatures:

John A. Phelan, Solicitor, 18 South Mall, Cork.