

COMPANIES ACTS, 1963 TO 2003

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM & ARTICLES OF ASSOCIATION

OF

TRANSPARENCY INTERNATIONAL (IRELAND) LIMITED

MICHAEL CAMPION & CO
Solicitors,
Kreston House,
Arran Court,
Smithfield,
Dublin 7

COMPANIES ACTS, 1963 TO 2003
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

-

MEMORANDUM OF ASSOCIATION
OF
TRANSPARENCY INTERNATIONAL (IRELAND) LIMITED

1. The name of the Company is TRANSPARENCY INTERNATIONAL (IRELAND) LIMITED
2. The main object for which the Company is established is;
 - a. To adopt and accept the Statement and Vision, Values and Guiding Principles of Transparency International ("The Umbrella Vision") as adopted by Transparency International on 6th October 2001 and to promote and pursue the realisation of the Umbrella Vision and act in consonance with it.
 - b. to raise public awareness and advance the general education of the public in matters relating to corruption in local, national and international politics and government, national and international business transactions, including but not restricted to overseas development initiatives which are funded by the government of Ireland, and existing legislation and other guidelines which exist to combat corruption.
 - c. to promote, undertake or commission research for the public benefit in matters relating to corruption in local, national and international politics and government, domestic and international business transactions and the cost-effectiveness of overseas development initiatives which are funded by the government of Ireland, and to disseminate the useful results of any such research;
 - d. to support and promote the charitable educational aims and objectives of Transparency International (TI), a not for profit organisation under German Law, and in particular to assist in securing support within Ireland for Standards of Conduct designed to promote transparency and accountability in politics and government and domestic and international business transactions and to co-operate with other charitable organisations in Ireland and throughout the world with similar objectives;
 - e. to provide assistance and expertise to parties to international trade, investment and economic and social development to assist them in ensuring compliance with existing anti-corruption legislation and the Standards of Conduct established in

conjunction with Transparency International in Germany and other bodies.

- f. to ascertain the views of persons and institutions engaged in combating corruption as regards matters directly or indirectly affecting that activity;
 - g. to arrange, provide, organise or promote the provision of conferences, lectures, seminars, meetings, courses, exhibitions, training and information services and other events in furtherance of the Company;
 - h. to write, make, prepare, edit and print, publish, issue and circulate gratuitously or otherwise, reports, periodicals, books, pamphlets, leaflets, articles, films, video tapes, computer software, electronic devices, materials for study or other documents in furtherance of or necessary for the promotion of the objects of the Company, or procure any of the above acts.
3. To make, draw, accept, endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
 4. To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediate or reversionary and whether vested or contingent, any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interest annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the company in cash or debentures or obligations of the company, whether fully paid or otherwise, or in any other manner.
 5. To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the company, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
 6. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above.

7. To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with or enter into any arrangements for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received
8. To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
9. To accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally.
10. To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
11. To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charges upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the company, both present and future, and generally in such other manner and on such terms as may seem expedient and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay a proportion of the profits of the company by way of interest on any money so raised or borrowed: and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.

12. To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose of the Company.
13. To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisations which may be thought detrimental to the interests of the Company or its employees and to subscribe to any association or fund for any such purposes.
14. To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
15. To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company
16. 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 or in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's business by any person or company.
17. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that in the construction of this Clause, the word "company" except whether used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in each paragraph of this Clause, shall, except were otherwise expressed in such paragraph, be in nowise restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

18. The liability of the members is limited.
19. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and

liabilities of the Company contracted before he ceases to be a member and the cost, 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.

WINDING UP

20. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the company and which 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 Company under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Company 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.

INCOME AND PROPERTY

21. The income and property of the Company shall be applied solely towards the promotion of its main objects as set forth in this Memorandum of Association. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of;
- a) reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company;
 - b) interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the Company to the Company;
 - c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - d) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Company;

- e) fees, remuneration or other benefit in money or money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company.

ADDITIONS, ALTERATIONS OR AMENDMENTS

22. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

KEEPING OF ACCOUNTS

23. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Dated this 21st day of August 2004
Witness to the above Signatures:

COMPANIES ACTS, 1963 TO 2003

-

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

-

ARTICLES OF ASSOCIATION

OF

TRANSPARENCY INTERNATIONAL (IRELAND) LIMITED

PRELIMINARY

The Regulations contained in Table C of the Companies Acts, 1963 to 2003 shall apply to the Company save in so far as they are hereby varied or excluded.

1. In these Articles:-

“The Act” means the Companies Act, 1963.

“the Directors” means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;

“Secretary” means any person appointed to perform the duties of the Secretary of the Company;

“the Seal” means the Common Seal of the Company;

“the office” means the registered office for the time being of the Company

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. The number of members with which the company proposes to be registered is 7 but the Directors may from time to time register an increase of members.
3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the company.
4. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.
5. Membership shall be divided in to the following categories:-
 - A. Individual Members
 - B. Institutional Members
 - C. Individual Associate Members
 - D. Institutional Associate Members
 - E. Honorary Members
 - F. Supporters
6. Membership is open to individuals, organisations and institutions of recognised integrity who acknowledge in writing the charter of the Company and their commitment to the active promotion and realisation of its goals and acceptance of any code of conduct for members in place from time to time.
7. The Directors of the Company shall prepare an appointment policy and code of conduct for Members and shall propose the adoption of such policy and code of conduct for adoption at a General Meeting of the Company. The Policy and Code of Conduct may be revised from time to time on the proposal of the Board of Directors at a General Meeting of the Company. The Policy shall provide a mechanism for appeal against decisions of the Board of Directors concerning suspension, disaccreditation and removal of members.
8. No person shall be admitted to any category of membership of the Company without approval of their application for membership by the Board of Directors
9. The Company shall seek accreditation as a National Chapter of Transparency International and upon receipt of such accreditation the Board of Directors shall appoint an Officer or Member of the Company to represent the Company at Transparency International Chapter Membership meetings and the person so appointed shall be referred to as The Official Chapter Representative.

ASSOCIATE MEMBERS

- 10 Associate Members will be entitled to attend General Meetings of the Company but shall have no voting rights and shall not constitute part of the quorum at such meetings. They are entitled to be kept informed of the activities of the Company and may assist with the work of the Company in an advisory capacity if requested.

HONORARY MEMBERS

11. The Board of Directors may from time to time appoint as Honorary Members individuals who have in the opinion of the Board distinguished themselves in the fight against corruption. Honorary Members shall be entitled to attend General Meetings of the Company but shall not be entitled to vote and shall not constitute part of the quorum at such meetings.
12. The Board of Directors may at any time in its absolute discretion determine the designation or appointment of any person individual or institution as supporter or honorary member.
13. Membership of the Company shall cease on the expiry of any term of membership specified at the time of appointment to or renewal of such membership.

SUPPORTERS

14. The Directors may open and maintain a list of supporters. Any Government, Government Agency, Voluntary Body, Corporate Body, Organisation, Firm, individual or other legal entity may apply to be registered as a supporter. Applicants for registration as Supporters will be required to make a written commitment to make available to the company funds and/or material assistance for its activities in addition to acknowledgment of support for the objects of the Company. Supporters will be entitled to be informed of the activities of the Company and to attend General Meetings of the Company but shall have no voting rights and shall not constitute part of the quorum at any such meetings. Supporters may assist the work and activities of the Company in an advisory capacity if requested. The Board of Directors shall have absolute discretion in deciding whether to accept or reject an application for registration as a supporter and may remove from the Register of Supporters the name of any person, organisation or entity in its absolute discretion.

ADVISORY COUNCIL

15. The Directors may appoint an Advisory Council comprising individuals of recognised integrity, probity and experience in areas relevant to the aims, purpose and work of the Company.

16. Members of the Advisory Council shall be appointed for a term of one year by the Board of Directors and may be reappointed on expiry of any such term and may be removed by the Board of Directors after any such term.
17. The Chairman of the Advisory Council shall be appointed and removed by the Board of Directors from time to time as it shall in its absolute discretion see fit. Members of the Advisory Council shall be appointed and removed by the Directors in consultation with the Chairman for the time being of the Advisory Council.
18. The Advisory Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and shall formulate recommendations for the work of the Company and render advice to the Company through the Board of Directors if required or requested by the Board of Directors.
19. Members of the Advisory Council may be invited to attend Directors Meetings but shall have no vote and shall not constitute part of the quorum at any such meetings.

GENERAL MEETINGS

20. All general meetings of the Company shall be held in the State.
21. Subject to paragraph (21), the Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the company and that of the next.
22. So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 17, the Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
23. The following matters shall be dealt with at the Annual General Meeting:-
 - a. Consideration of such accounts, balance sheets and reports as are required by law to be laid before the Annual General Meeting..

- b. The determination of any fees or subscriptions to be paid by members.
- c. Election and removal of the Chairman, the Vice Chairman and Directors.
- d. Any resolutions for amendment of the Memorandum and Articles of the Association of the Company.
- e. Any Motion or Resolutions properly before the meeting.
- f. Election of the Board of Directors comprising:-
 - i. Chairman.
 - ii Vice Chairman
 - iii. Honorary Treasurer
 - iv..Ordinary members up to a maximum of 7

- 24. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 25. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meeting as shall also be convened on the requisition of not less than 10 members entitled to vote at General Meetings or in default may be convened by such requisitions as provided by Section 132 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

- 26. Subject to Sections 133 and 141 of the act an Annual General Meeting and a meeting called for by passing of a special resolution shall be called by 21 days notice in writing at the least and a meeting of the company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business and general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are

under the Articles of the Company entitled to receive notices from the Company. Any Notice shall be deemed to be properly served if sent to the most recent address given to the Company by any person entitled to receive the Notice.

27. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

28. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.
29. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, a quorum shall be 10 members of the Company entitled to vote at General Meetings and present in person, and at least 2 of whom shall be ordinary members.
30. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day six weeks later at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
31. The Chairman, if any, and in his absence the Vice-Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the company, or if there is no such Chairman, or Vice Chairman or if they are not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
32. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
33. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) 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 at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

34. At any general meeting a resolution 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:-

- (a) by the chairman of the meeting, or
- (b) by at least three members present in person or by proxy, or
- (c) by any member or members present in person and representing not less than one-third of the total voting rights of all members having the right to vote at the meeting.

Unless a poll is so 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, and an entry to that effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution the demand for a poll may be withdrawn.

35. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such a 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.

36. 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.

37. 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, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

38. Subject to Section 141 of the Act, 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 bodies corporate 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 Company duly convened and held and may consist of several documents in the like form

each signed by one or more of the members, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

39. Every individual member and institutional member shall have one vote.
40. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
41. No member shall be entitled to vote at any general meeting unless all monies immediately payable by him to the Company have been paid.
42. A majority of three quarters shall be required to carry any resolution to amend the Memorandum and Articles of Association of the Company. A majority of three quarters shall be required to carry any resolution to wind up or dissolve the Company.
43. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter 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 Chairman of the meeting whose decision shall be final and conclusive.
44. Votes may be given either personally or by proxy.
45. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
46. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the persons named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

47. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit;-

LIMITED

I/WE, _____ of
in the County of _____, being a member/members of the
above named Company, hereby appoint
of _____ or failing him
of _____ as my/our proxy to vote for me/us on
my/our behalf at the (annual or extraordinary, as the case may be),
general meeting of the Company to be held on the _____ day of
20 ____ and any adjournment thereof.

Signed this _____ day of _____ 20 ____

This form is to be used *in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

48. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
49. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

50. Any body corporate which is a member of the company may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the company, and the person so authorised shall be entitled to exercise the same powers on behalf the body corporate which he represents as that body corporate could exercise if it were an individual member of the company.

ANNUAL SUBSCRIPTION

51. The Directors shall be entitled from time to time to determine any Annual Subscription to be payable by any member of the company. Such subscriptions shall be payable in advance on the 1st day of January in each year. A person becoming a member of the company after the 1st day of January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to the 1st day of January in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attaching to Life Subscriptions shall be determined by the directors in their absolute discretion from time to time.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

52. (a) A member of any class may by notice in writing to the Secretary of the company resign his membership of the Company.
- (b) Membership of the Company shall automatically cease on any member's death.
- (c) If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him unfit to remain a member of the company or shall be injurious to the company or if the Directors shall for any other good reason require that a member shall be expelled such member may by a Resolution of the directors be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he may think fit.
53. Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 70 of these Articles whether or not it is actually received by the member intended to be served with such notice.

BORROWING POWERS

54. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or of any third party.

DIRECTORS

55. The number of Directors and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

POWERS AND DUTIES OF DIRECTORS

56. The business of the company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the company as are not by the Act or Articles required to be exercised by the company in general meeting subject nevertheless to the provisions of the Act and these Articles and to such directors, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.
57. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors to be the attorney or attorneys of the Company for such purposes and with powers authorities and discretions (not exceeding those vested in or exercisable by the Directors and under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provision for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
58. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, 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 Directors shall from time to time by resolution determine.
59. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company, and the directors and of committees of Directors.
60. The Directors are responsible for determining the strategy and policy of the Company and supervising the activities of the Company. Without

prejudice to the generality of the foregoing, the Directors are responsible for the following:-

1. Approval of the annual budget.
2. Calling General Meetings of the Company and placing any necessary matters before such meetings.
3. Implementation of decisions of General Meetings of the Company.
4. Preparation of such accounts and reports as are required by law to be prepared and laid before the Annual General Meeting of the Company.
5. Appointment, suspension, removal and expulsion of members, associate members and honorary members.
6. Appointment of a Chief Executive and officers as deemed appropriate in order to assist with the work of the Company.
7. Appointment and removal of members of the Advisory Council and its chairman.

61. The office of Director shall be vacated if the Director:-

- (a) holds any office or place of profit under the company; or
- (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 184 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) is convicted of an indictable offence unless the Directors otherwise determine; or
- (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 194 of the Act.
- (h) removed by Resolution by the Company in General Meeting.

VOTING ON CONTRACTS

62. A Director may vote in respect of any contract in which he is interested or any matter arising thereout.

ROTATION OF DIRECTORS

63. At the first Annual General Meeting of the Company, all the directors shall retire from office and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

64. Directors shall be elected for a term of three years and may be elected for a second consecutive term of three years. Directors may not serve more than three terms of three years in total and shall not be eligible for election for a third term of three years unless they have not served as a Director for the year immediately preceding such third term.
65. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
66. A retiring Director shall be eligible for re-election.
67. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.
68. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office notice in writing, signed by 3 Member duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
69. The company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
70. Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
71. The company may by ordinary resolution of which extended notice given in accordance with Section 142 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

72. The company may by ordinary resolution appoint another person in place of a Director removed from office under Article 50. Without prejudice to the powers of the Directors under Article 49 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

73. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.

74. Unless the Chairman for the time being deems necessary for stated reasons two weeks notice in writing shall be given of any meeting of Directors and an agenda for the meeting shall be furnished with such notice. The requirement for such notice may be waived on the agreement in writing of all Directors.

75. The quorum necessary for the transaction of the business of the directors shall be four of the directors present in person. Provided that any director may participate in a meeting of the directors by means of telephonic or other similar communication whereby all persons participating in the meeting can hear each other speak; and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting provided one weeks notice in writing is given to all Directors of any motions or resolutions to be proposed at such meeting.

76. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

77. The Directors may elect a Chairman and Vice Chairman of their meetings and determine the period for which they are to hold office, but, if no such chairman or Vice Chairman is elected or if at any meeting the chairman or Vice Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

78. The Directors may delegate any of their powers to committees consisting of such member or members of the Board or other members of the Company as they think fit: any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

79. A committee may elect a Chairman of its meetings: if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

80. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present in person or by proxy, and when there is an equality of votes, the Chairman shall have a second or casting vote.

81. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

82. A resolution in writing signed by all of the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effective for all purposes as a resolution of the directors as if it had been passed at a meeting of the directors duly convened and held and may consist of several documents in the like form each signed by one or more of the directors. For the purpose of this Article, the signature of an alternate director shall suffice in lieu of the signature of the director appointing him. Regulation 58 of Table C shall not apply.

SECRETARY

83. The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit: and any Secretary so appointed may be removed by them.
84. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

85. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the 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 Director for that purpose.

ACCOUNTS

86. The Directors shall cause proper books of accounts to be kept relating to:-
 - (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the company; and
 - (c) the assets and liabilities of the Company.

Proper books 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 company's affairs and to explain its transactions.

87. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
88. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company 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 account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.
89. The Directors shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General meeting of the company such profit and loss accounts, balance sheets, group accounts and reports as are required

by those Sections to be prepared and laid before the Annual General Meeting of the company.

90. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report and Auditors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

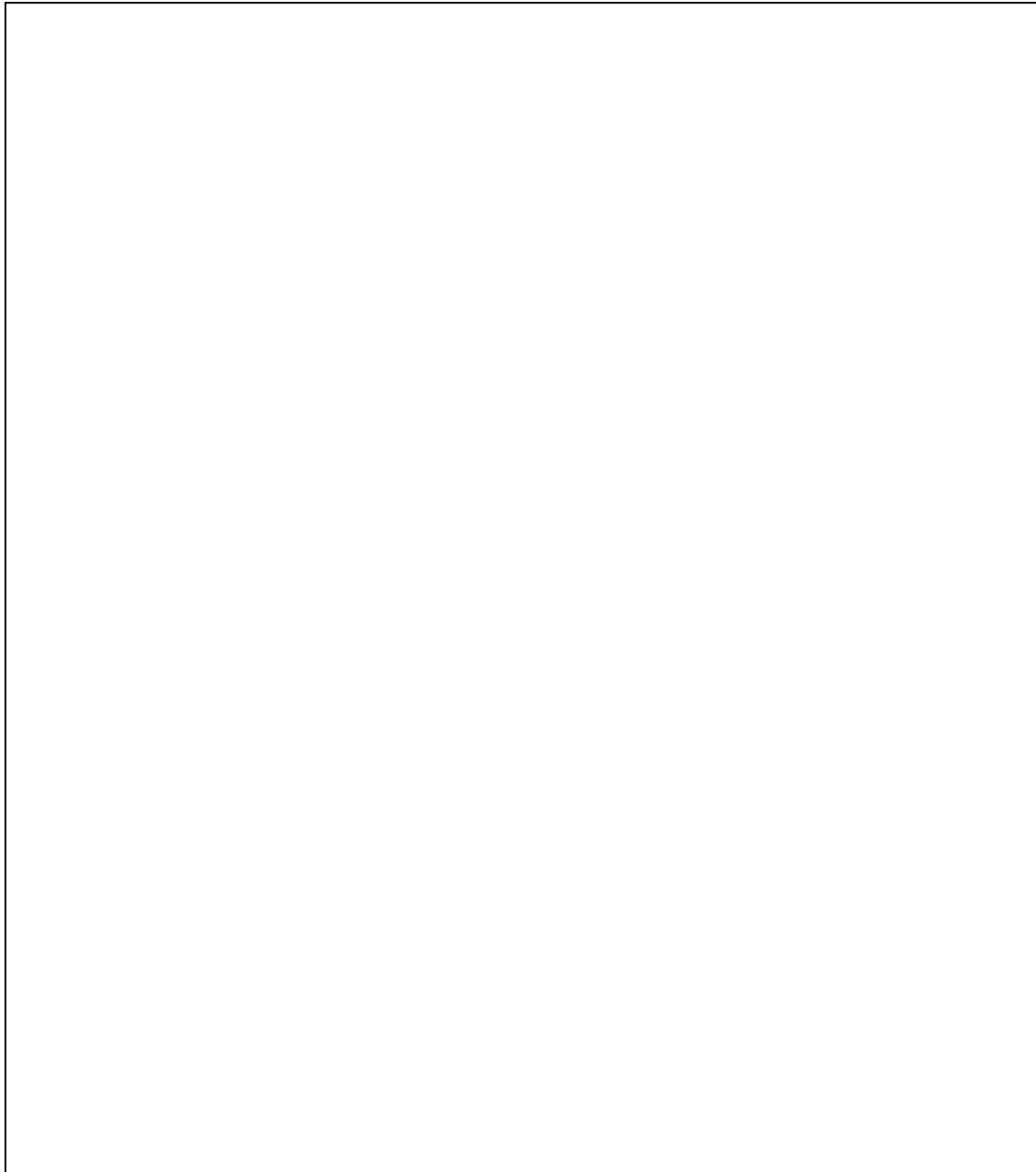
AUDIT

91. Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.

NOTICES

92. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, repaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.
93. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member
 - (b) every person being a personal representative or the Official Assignee in bankruptcy of a member whether the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the Auditor for the time being of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
--



Dated this 21st day of August 2004

Witness to the above Signatures: