

No. 82287/12

Certificate of Incorporation on Change of Name

I Hereby Certify

that THE BRAY SCHOOL PROJECT LIMITED

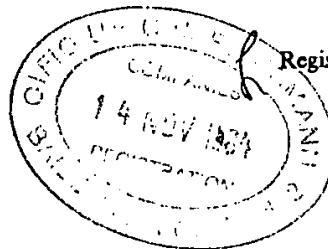
having, by a Special Resolution of the Company, and with the approval of the MINISTER FOR TRADE, COMMERCE
AND TOURISM, changed its name, is now incorporated as a limited company under the name

THE BRAY SCHOOL PROJECT

and I have entered such new name on the Register accordingly.

Given under my hand at Dublin, this twenty-fifth day of November

One Thousand Nine Hundred and Eighty-two



R. Burke
Registrar of Companies.

L1.50
L2

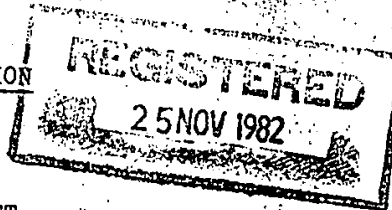
COMPANIES ACTS, 1963



COMPANY LIMITED BY GUARANTEE

AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION



of

THE BRAY SCHOOL PROJECT.

1. The name of the Company (hereinafter called "the Association") is THE BRAY SCHOOL PROJECT
2. The objects for which the Association is established are as follows:-
 - (a) To advance education in Ireland to develop, promote and support the establishment of Schools which accord with the following principles
 - (i) A child-centred approach to education.
 - (ii) Co-education.
 - (iii) Multi-denominational i.e. all children having equal rights of access to the school and the social cultural and religious background of each child to be equally respected.
 - (iv) Run by management committees which would be predominantly democratic in character.

(b) For the purpose of attaining the objects aforesaid (but not otherwise) to do each and every of the things following. that is to say:-

- (i) To purchase, take on lease or otherwise acquire any lands, buildings, farms, gardens or other property for any estate or interest whatsoever, and any rights or privileges or easements over in respect of any property and in particular, but without prejudice to the generality of the foregoing, to acquire all the property and assets of the unincorporated Association known as "The Bray School Project.
- (ii) To establish, provide, endow, furnish, fit out with all necessary furniture, instruments and other equipment and maintain, staff and manage for children in Ireland schools and other educational centres for the teaching of the natural sciences or any of them and other subjects.
- (iii) To provide accommodation, education, teaching, technical or vocational training for all children admitted to any premises under the control of the Association.
- (iv) To erect, provide, construct, build, equip, maintain, conduct and manage and provide facilities and financial and other assistance for buildings and other places for the purpose of the Association.
- (v) To appoint management committees for schools, and to employ administrators, instructors, teachers, demonstrators and all necessary staff to carry out the objects of the Association.
- (vi) To provide expert advice, consultancy services, courses of instruction, tuition, lectures, meetings of parents and interested persons, discussion groups, exhibitions, printed matter and literature in relation to or in furtherance of the objects of the Association.
- (vii) To promote research into subjects, related to education and similar subjects, and to educate and influence public opinion by all lawful means.
- (viii) To amalgamate, associate or combine with any Company or group having similar objects, or having objects that can be conveniently integrated with the objects of the Association, provided that the Association shall not amalgamate, associate or combine with any Company or Association which does not hold a licence from the Minister for Trade Commerce and Tourism under the provisions of Section 24 of the Companies Act, 1963 and which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association by Clause 3 of this Memorandum.

- (ix) To raise money for any of the objects of the Association by all lawful means, including collecting, flag days, functions, sales, subscriptions, bingo, dances and any other fund raising activities.
- (x) To exchange any land, buildings, or real or personal property held by the Association 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 Association.
- (xi) Subject to the provisions of Section 24 of the Companies Act, 1963, to acquire by gift, purchase, fee farm grant, lease or otherwise, and to hold (unconditionally or subject to any conditions or restrictions) any real or personal property and any rights over or in such.
- (xii) To construct, alter, restore, repair, maintain, take down or remove buildings, erections, walls, fences, railings, gates, seats or other structures on lands or property held by or under the care or management (whether jointly with any other person or not) of the Association and generally to maintain, uphold, manage, improve and develop the property of the Association.
- (xiii) To acquire in any manner (including acquisition by purchase out of any funds of the Association) and hold any lands, buildings and hereditaments, and any rights, easements or interests herein or thereover, and any chattels or other moveable property, which, in the opinion of the Executive Committee, it may be desirable to hold as investments with a view to provision out of the rents and profits thereof of funds applicable for the maintenance preservation of any other part of the Association property or for any particular purpose of the Association for its general purpose.
- (xiv) To acquire in any manner (including acquisition by purchase out of the funds of the Association) and hold any investments (being at the time of acquisition of a nature authorised by law for the investment of trust funds, or of a nature authorised by the trust of the funds out of which the same shall be acquired, or by the Donor of the same) and to apply the income thereof (subject to any trusts imposed by the Donor, or otherwise affecting the same) at the discretion of the Executive Committee for the preservation and maintenance of the property of the Association or any part or parts thereof, or for any particular purpose of the Association or for its general purpose.

- (xv) To accept, seek and collect grants, subscriptions and donations by any means whatsoever (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of or (so far as permitted by law) to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purpose of the Association and generally to manage, invest and expand all monies and property belonging to the Association.
- (xvi) To borrow or raise or secure the payment of money in such manner as the Association shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the property or assets of the Association (both present and future) and to purchase, redeem or pay off any such securities.
- (xvii) To lend and advance, and to procure the loan or advance of, money from time to time, with or without security, and on interest or otherwise, on such terms and in such manner as may be deemed expedient.
- (xviii) To invest and deal with the monies of the Association not immediately required in such securities and in such manner as may from time to time be determined.
- (xix) To aid in the support of associations, trusts or institutions having the same objectives as the Association, and to give or subscribe money to such associations, trusts or institutions and generally for charitable and benevolent purposes.
- (xx) To act in concert or make any arrangements with any Department of State, Corporation, County Council, Conservancy, Fishery or other Board, or other Local Authority or Body, Public or Private, now or hereafter constituted, or with any residents in the neighbourhood of property of the Association with reference to any of the objects aforesaid.
- (xxi) To act as or nominate Trustees of any property, real or personal for any of the above objects of the Association or for any other purpose that may seem conducive to the objects of the Association, and generally to execute all the functions of Patron or Trustee of National Schools.
- (xxii) To apply, petition for or promote any Act of the Oireachtas with a view to the attainment of the above objects or any of them.

(xxiii) To enter into a Bond for the purpose of indemnifying the Minister for Education and his successors in office to the full extent of all grants paid by the Minister for Education to the Bray School Project so that the total amount of any such grants would be recoverable by the Minister.

Provided that the company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the company would make it a Trade Union.

The income and property of the Association whencesover derived shall be applied solely towards the promotion of the objects of the Association as set forth in the 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 Association. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding five per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Executive Committee, Council member or member of a sub-committee shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or benefit in money or money's worth shall be given by the Association to any member of such Executive Committee, Council member or member of a sub-committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision lastaforesaid shall not apply to any payment to any Company of which a member of the Executive Committee, or member of the Council or member of a sub-committee may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister for Trade Commerce and Tourism. Provided that, in respect of Clauses 3 and 8 of the Memorandum of Association, such approval shall be given only after consultations with the Minister for Finance.

6. The third and fourth paragraphs of this Memorandum contained conditions to which a licence granted by the Minister for Trade Commerce and Tourism to the Association in pursuance of Section 24 of the Companies Act, 1963 is subject.

7. The liability of the members is limited.

8. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses or winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required, not exceeding fifty pence.
9. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association, 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 Association under or by virtue of Clause 3 hereof, such Institution or Institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such Judge of the High Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
10. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt and expenditure took place and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same, that may be imposed in accordance with the regulations of the Association for the time being shall be open to inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Mr G Doyle, patch work, Villaney Rd, Bray. Functioner
Mrs MacNeill, Altona, Strand Rd, Bray. Weaver
Tony Bin, 116 Newcourt Rd, Bray. Housewife
Mrs Curran 53 Kersal Plc. Bray. Bottle
Brenda T O'Brien, 2 Mt. Niles Villas, Strand Rd, Bray. Journalist
Mrs P. M. Coffey, 1 Glencourt, Bray. Teacher
Vincent Moran 77 O'Byrne Rd Bray. Clerk

Dated the 21st day of April 1982

Witness to the above Signatures:

M. J. A. Raynal
Solicitor

39/41
Sandra Ross

John

CERTIFIED A TRUE COPY EXTRACT.
OF A DOCUMENT FILED WITH
THE REGISTRAR ON 12th Nov 1982
9/12/82
For Registrar of Companies, Dublin

COMPANIES ACTS, 1963 to 1977

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRAY SCHOOL PROJECT.

GENERAL

1. In these Regulations:-

"The Act" means the Companies Act, 1963.

"The Association" means the Bray School Project.

"The Council" means the Council for the time being of the Association.

"The Executive Committee" means the Executive Committee for the time being of the Association.

"The Office" means the registered office for the time being of the Association.

"The Seal" means the common seal of the Association.

"Month" means calendar month.

"In Writing" means written, printed or lithographed or partly one or partly the other and other modes of representing or reproducing words in visible form.

Words importing the singular shall include the plural, and importing the masculine shall include the feminine and vice versa.

Words importing persons shall include corporations.

Subject as aforesaid any word or expression defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Regulations as in the Act.

MEMBERSHIP

2. For the purpose of registration the number of the members of the Association is declared unlimited.
3. The Subscribers of the Memorandum of Association and such other persons as shall be admitted to membership by the Executive Committee shall be members of the Association, and shall sign the register of members kept in accordance with Section 116 of the Act or shall sign a written consent to become a member.
4. There shall be two classes of members:
 - (a) Ordinary members.
 - (b) Honorary members.
5. Subject to the provisions of these Regulations an Ordinary member shall have the right to receive notice of all meetings of the Association and to attend and vote thereat; an Honorary member shall have the rights of an Ordinary member, but shall not be under any obligation to pay a subscription.
6. Membership of the Association shall cease:-
 - (a) On the member's death.
 - (b) If the member resigns by notice in writing to the Secretary at the Office.
 - (c) If the Executive Committee resolve that he has ceased to be a member and notice in writing of such decision is given to him or sent to him by prepaid post to the address given in the register of members.

AFFILIATED GROUPS

7. Other bodies, associations or groups wishing to support the Association may become Affiliated Groups and shall be liable for an affiliation fee to be determined by the Executive Committee. This fee shall be payable on acceptance as an Affiliated Group for the calendar year of affiliation and thereafter on 1st January in each subsequent year. Such Affiliated Groups shall have the right to send a Delegate as a participating observer to any General Meeting but without voting rights.

ANNUAL SUBSCRIPTION

8. The annual subscription payable to Ordinary Members shall be determined from time to time by the Executive Committee and shall be payable on election to membership for the year in advance on the 1st day of January in each year.

9. A General Meeting shall be held once in every calendar year at such time not being more than fifteen months after the holding of the last preceding general meeting and at such place and time as the Executive Committee may decide.
10. The above-mentioned General Meeting shall be called an Annual General Meeting and all other General Meetings shall be called Extraordinary General Meetings.
11. The Executive Committee may, whenever they think fit, convene on Extraordinary General Meeting and an Extraordinary General Meeting may also be convened on such requisition as is provided by Section 132 of the Act.

NOTICE OF MEETINGS

12. Subject to the provisions of Section 133 and 141 of the Act, 21 days' notice at least (exclusive of the day upon which the notice was served or deemed to be served but inclusive of the day for which the notice was given) specifying the place, the day and the hour of the meeting, and in case of special business the general nature of that business, shall be given in manner hereinafter mentioned or in such other manner (if any as may be prescribed by the Association in General Meeting).
13. The accidental omission to give notice of a meeting to or the non-receipt of a notice by a member shall not invalidate the proceedings of any meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all transactions at an Annual General Meeting shall be deemed special with the exception of the consideration of the accounts, balance sheets and the ordinary reports of the Council and the Executive Committee and its officers and the Auditors and the fixing of the remuneration of the Auditors, the re-appointment of the retiring Auditors and the election of the Council and the Executive Committee.
15. No business shall be transacted at any General Meeting unless a quorum of members is present when the meeting begins. Save as herein otherwise provided ten members shall be a quorum.
16. If within half an hour from the time appointed for a meeting a quorum is not present the meeting if convened upon a requisition of members 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 place as the Chairman may appoint, 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.

17. The Chairman of the Association, if present, or, if he is absent the President of the Council, if present, shall preside as Chairman ex officio at every Annual General Meeting or Extraordinary General Meeting.
18. If the Chairman of the Association or, in his absence, the President of the Council is not present at any Meeting the members present shall choose one of their members to be Chairman.
19. The Chairman, with the consent of any meeting at which a quorum is present, may adjourn the meeting from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than business left unfinished at the meeting of which the adjournment took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of the original meeting.
20. At any General Meeting or Extraordinary General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded, and a declaration by the Chairman that the 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 of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. A poll may be demanded by (a) the Chairman, or (b) at least three members present in person or by proxy, or (c) any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
21. Except as provided in article 19, 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.
22. 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.
23. 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.

24. 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 if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
25. Every member shall have one vote, but in the case of an equality of votes, the Chairman of the meeting shall be entitled to a further or casting vote.
26. 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.
27. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the company have been paid.
28. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
29. Votes may be given either personally or by proxy.
30. 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.
31. 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 person 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.

32. 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 Country 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
19 and at any adjournment thereof.

Signed this day of 19

This form is to be used *in favour of the resolution. Unless
against
otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired.

33. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

34. A vote given 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.

THE COUNCIL

35. Unless and until the Association in General Meeting or Extraordinary General Meeting shall otherwise determine the number of members of the Council shall not exceed twenty.

36. The first members of the Council shall be elected at the first Annual General Meeting of the Association. Members of the Council shall be elected to serve for three years and members shall be elected to serve for six years. At the fourth Annual General Meeting of the Association the members of the Council elected to serve for three years shall retire and new members of the Council shall be elected who shall serve for six years. At the seventh Annual General Meeting of the Association the members who were elected at the first Annual General Meeting to serve for six years shall retire and new members of the Council shall be elected to serve for six years. Elections shall be held thereafter at three-year intervals to replace the outgoing members of the Council. Any retiring member of the Council shall be eligible for re-election. Vacancies among members of the Council shall be filled annually by election at the Annual General Meeting of the Association - such election to be held by ballot where there are more nominations than vacancies. The Council may ask the Chairman of the Association to preside at its meetings or it may elect a President from within its membership who shall preside at Council meetings.
37. No person shall be eligible for election as a member of the Council who is not an Ordinary member or an Honorary member of the Association.
38. The Council shall meet not less than each year and shall receive and consider reports from the Officers of the Association and the Executive Committee. The Council's function shall be a supervisory one and it may require the Executive Officers and Committee to show that they are operating within the intentions of the Association.

EXECUTIVE COMMITTEE

39. Unless and until the Association in General Meeting or Extraordinary General Meeting shall otherwise determine the number of members of the Executive Committee shall not exceed ~~three~~ ^{twelve}. The Executive Committee shall consist of the Chairman, the Honorary Secretary, the Honorary Treasurer and such other persons as shall be elected or co-opted as hereinafter provided. The Executive Committee may co-opt additional members up to the maximum permitted number. The Chairman of the Association shall ex-officio be Chairman of the Executive Committee.
40. The first Executive Committee shall be appointed by the subscribers to the Memorandum of Association, and they shall hold office until the first Annual General Meeting of the Association at which they shall retire but shall be eligible for re-election. At every subsequent Annual General Meeting the members of the Executive Committee including the Officers shall retire from office, but shall be eligible for re-election.

41. No person shall be eligible for election as a member of the Executive Committee who is not an Ordinary member or an Honorary member of the Association.

POWERS OF EXECUTIVE COMMITTEE

42. The business of the Association shall be managed by the Executive Committee who may exercise all such powers of the Association as are not by the Act or by these Articles required to be exercised by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulations made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.
43. The Executive Committee may from time to time make, vary and repeal Bye-Laws for the regulation of the affairs of the Association and the conduct of its Officers, servants and members and such Bye-Laws may prescribe the subscription to be paid by members and associates and the privileges to be enjoyed by any class of members provided that no Bye-Law shall be made which is inconsistent with the provisions of the Companies Act, 1963, or the Memorandum or Articles of Association for the time being of the Association or which would amount to such an addition to or alteration of these Articles as could legally only be made by a Special Resolution passed in accordance with the Companies Act, 1963.
44. The Executive Committee may from time to time delegate any of their powers to Sub-Committees consisting of such member or members of the Association as they think fit. Any Sub-Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Executive Committee. The meetings shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Executive Committee so far as same are applicable thereto and are not superseded by the provisions of these Articles or any regulation made by the Executive Committee under this Article.
45. The Executive Committee may borrow, raise or secure the payment of money in such manner as the Executive Committee shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Association's property (both present and future) and may purchase, redeem or pay off any such securities, and apply the money so raised to the purposes of the Association. And every mortgage made in pursuance of this power may contain a power of sale and all usual mortgage provisions. As regards any property taken by the Association, not for general purposes of the Association, but on special trusts the power of mortgaging shall apply only to such extent as is consistent with the trusts on which power the Association holds the property. Where so required by law the power conferred shall be exercised only with consent of the Commissioners of Charitable Donations and Bequests.

46. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of a member of the Executive Committee and the Secretary or of such other person as the Executive Committee shall appoint for the purpose and that member of the Executive Committee and the Secretary or such other person as aforesaid shall sign every instrument to which the Seal of the Association is so affixed in their presence.

PROCEEDINGS OF EXECUTIVE COMMITTEE

47. The Executive Committee may meet together for the dispatch 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. In case of an equality of votes the Chairman shall have a second or casting vote. The Secretary on the requisition of two members of the Executive Committee shall summon a meeting of the Executive Committee.
48. The continuing Executive Committee may act notwithstanding any vacancy in their body and may co-opt additional members to fill vacancies during any year but if and so long as their number is below the number fixed by the regulations of the Association as the necessary quorum of the members of the Executive Committee the continuing members of the Executive Committee may act for the purpose of summoning a General Meeting of the Association but for no other purpose.
49. The quorum necessary for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed shall be five.
50. All acts done by any meeting of the Executive Committee or by any person acting as a member of the Executive Committee or any Sub-Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Executive Committee was disqualified be as valid as if every such person had been duly appointed.
51. The Executive Committee shall cause minutes to be made in books provided for the purpose:-
- (a) Of all appointments of members of the Executive Committee and of Officers of the Association.
 - (b) Of the names of the members of the Executive Committee present at each meeting of the Executive Committee and of any Sub-Committee.
 - (c) Of all resolutions and proceedings at all meetings of the Association and of the Executive Committee and of Sub-Committee.

DISQUALIFICATION FROM EXECUTIVE COMMITTEE

52. The office of member of the Executive Committee shall be vacated if the member
- (a) becomes prohibited from being a member of the Executive Committee by reason of any Order made under Section 184 of the Act or
 - (b) becomes of unsound mind or
 - (c) resigns his office by notice in writing to the Association or
 - (d) is convicted of an indictable offence unless the Executive Committee otherwise determine or
 - (e) is directly or indirectly interested in any Contract with the Association and fails to declare the nature of his interest in manner required by Section 194 of the Act. or
 - (f) is adjudged bankrupt in the State or Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally.

OFFICERS

53. The Chairman of the Association, the Honorary Secretary and the Honorary Treasurer shall be elected annually at the Annual General Meeting.
54. The Executive Committee may subject to clause 3 of the Memorandum of Association appoint in addition to the Officers mentioned in Article 40 such additional Officers, honorary or salaried, as they may think from time to time desirable, and in the case of salaried Officers fix their salaries and remuneration and in all cases determine their respective duties and the tenure of their office. The Chairman, Honorary Secretary and the Honorary Treasurer shall be ex-officio members of the Executive Committee.

ACCOUNTS

55. The Executive Committee shall cause proper books of accounts to be kept:-
- (a) With respect to all sums of money received or expended by the Association and the matters in respect of which the receipt and expenditure takes place.
 - (b) With respect to the assets and liabilities of the Association, and
 - (c) With respect to all sales and purchases of goods by the Association.

56. The books of account shall be kept at the registered office of the Association or subject to Section 147 of the Act at such other place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the Council or a member of the Executive Committee or the Auditors of the Association.
57. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Association or any of them shall be open to the inspection of members, not being the Council or members of the Executive Committee, and no member (not being the Council or a member of the Executive Committee) shall have any right of inspection of any account book or document of the Association, except as conferred by statute or authorised by the Executive Committee or by the Association in General Meeting.
58. The Executive Committee shall from time to time in accordance with Sections 148, 157 and 158 of the Act cause to be prepared and placed before the Association in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in such Sections.
59. A copy of every balance sheet, including every document required by law to be annexed thereto which is to be laid before the Association in General Meeting together with a copy of the Auditor's report and Executive Committee's report shall, not less than 21 days before the date of the meeting, be sent to all persons entitled to receive notice of General Meetings of the Association.

AUDIT

60. Auditors shall be appointed and their duties regulated in accordance with Section 160, 161, 162 and 163 of the Act.

NOTICES

61. A notice may be given by the Association to any member either personally or by sending it to him by post to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and prepaying and posting a letter containing the notice and to have been effected at the expiration of twenty-four hours after the letter containing the same was posted.
62. A notice of every General Meeting shall be given in any manner hereinbefore authorised to (1) every member, (2) the Auditor for the time being of the Association and (3) Affiliated Groups. No other persons shall be entitled to receive notice of General Meetings.

WINDING UP

63. The provisions of Clause 8 of the Memorandum relating to winding-up or dissolution shall have effect and be observed as if the same were repeated in full in these presents.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

G Deane, Patchwork, Killamney Rd, Bray. Auctioneer
Mary MacNeill, Altona, Strand Rd, Bray. Weaver
Mary Brennan, 116 Newcourt Rd, Bray. Housewife
Marie Cunniff, 53 Kersett PK. Bray. Kitchener
Brenda T O'Brien, 2, Mt. Morris Villas, Strand (S), Bray. Housewife
Kin P.M. Coffey, 1 Glencourt, Bray. Teacher
Robert Brown, 77 O'Byrne Rd Bray. Clerk

Dated the 21st April day of 1982

Witness to the above Signatures:

Michael H. Traynor
Solicitor

39/41 Sandrue Road

Just

CERTIFIED A TRUE COPY EXTRACT.
OF A DOCUMENT FILED WITH
THE REGISTRAR ON 25th Nov. 1982
... 9/12/82
For Registrar of Companies Dublin

The accounts attached to the
1983 returns ^{also} refer to this period.
They cover from 22/4/81 to 31/8/82
and were presented to the members
at the 1983 AGM.

