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COMPANIES ACTS, 1963 TO 2009

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
ART AND EDUCATION RESOURCE STORE IRELAND LIMITED

1. The Name of the company is Art and Education Resource Store Ireland Limited.

2. The main object for which the company is established is:

To create a vibrant community led Resource Exchange Centre for the benefit of early childhood services, primary and secondary schools, youth groups, community arts organisations and local community groups and initiatives where individuals in the Leinster area can experience the depths of their imagination and creative talents with a view to relieving disadvantage by improving their quality of life, heightening their awareness of alternative approaches to all challenges and recognizing the fragility of our environment.

The following objects set out hereunder are exclusively subsidiary and ancillary to the main object.

- (a) To work closely with businesses with unused end-of-line material, off-cuts and other suitable materials.
- (b) To work closely with relevant Statutory, Voluntary and Community agencies.
- (c) To create a collective voice for people who use the service.
- (d) To offer targeted, relevant education and training opportunities to the people who use the service.
- (e) To develop strategies to address social exclusion.
- (f) To continuously develop strategies to improve participation through the use of community development principles and approaches.
- (g) To influence local and national policy on issues affecting people who use the service.

3. The powers of the Company are as follows:

- A. To the extent that the same are essential or ancillary to the promotion or attainment of the main objects of the company as heretofore set out the company may exercise the following powers.
- B. To purchase, take on lease or in exchange, hire or by any other means, acquire and protect, any freehold, leasehold, or other property, or any estate in interest, any lands, buildings, stock in trade and any real or personal property to rights whatsoever which may be considered necessary, advantageous or useful to the Company.

- C. To borrow, raise or secure the payment of money in such manner as the company shall think fit and in particular to issue debentures of all kinds and to charge and secure the same by Trust Deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future of the Company.
- D. To guarantee, support or secure whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future of the Company or both the performance and discharge of any contract obligation or liability of the company or of any person or corporation with whom or which the company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities if any company.
- E. To pay or remunerate any person, firm or company not being a director for rendering services for and on behalf of this company and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of this company.
- F. To invest and deal with the monies of the company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined, provided however that prior notification will always be given to the Revenue Commissioners where it is intended to accumulate funds over a period in excess of two years for any specific purpose.
- G. To develop, improve, manage, cultivate, exchange, let or lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise, deal with all or any part of the property or rights of the company.
- H. To effect insurances and to take such other measures as may be considered necessary or expedient for the purposes of safeguarding and securing the Company and its directors, Members, Employees and people using its premises and any property of which the Company may be a trustee, Manager, Agent or Custodian, against Liability, loss and damage of every description.
- I. To enter into and carry into effect any arrangement with any person, firm, company or Government or Government body or authority that may seem conducive to the Company's main objects and to apply for, promote, and obtain from any person, firm, government or government body or authority any contracts, concessions, privileges, charters, decrees and rights which the company may think is desirable and to carry out, exercise and comply with same.
- J. To purchase or otherwise acquire and undertake all or any part of the business, property, goodwill, assets, Liabilities and transaction of any person, firm or company carrying on any business which this company is authorised to carry on.
- K. To undertake and execute the office of nominee, trustee, executor, administrator, registrar, secretary, committee or attorney for any purpose and either solely or jointly with others and generally to undertake, perform and fulfil any office of trust or confidence.
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- L. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company in whatever form and on such terms as the Company may determine.
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- M. To establish, promote or otherwise assist any company to promote or otherwise assist any person or firm for the purpose of acquiring all or any of the properties and/or liabilities or for furthering any of the objects of this company or for the purpose of instigating or opposing any proceedings or applications which may be considered necessary, advantageous or useful to the Company.
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- N. To procure the company to be registered or recognised in any place outside Ireland.
- O. To do all such things as are incidental or conducive to the attainment of the above main objects.
- P. To take over from existing trustees and hold either alone or jointly, all or any existing charitable or benevolent funds, investments and burses established for or used in connection with these objects or objectives for the community or social services or allied undertakings and it hereby declared that in the construction of this clause the word "Company", except where used in

reference to this company, shall be deemed to include any person or partnership or other body of persons whether incorporated or not and whether domiciled in Ireland or elsewhere and words denoting the singular number only shall include the plural number and vice versa.

4. WINDING UP

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 member 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 income and property among its or their members of any extent at least as great as is imposed on the company under or by virtue of Clause 5 hereof, such 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 provisions, then to some charitable object.

5. INCOME AND PROPERTY

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 the 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'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


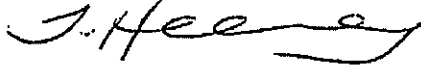
6. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in

force unless the same shall have been given previously approved in writing by the Revenue Commissioners.

7. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
 8. 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 any object of the company, would make it a Trade Union.
 9. The liability of the members is limited.
 10. Every member of the company undertakes to contribute to the assets of the Company, in the event of the same being wound up while his is a member or within one year after he ceases being a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one Euro (€1).
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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, descriptions and addresses of Subscribers:

Teresa Heeney
Chief Operation Officer
49 Parklands Crescent,
Maynooth,
Co. Kildare



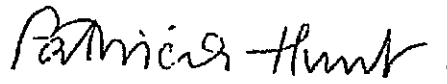
Michael Connolly
Management Consultant
3 Woodlands,
Rathfarnham Castle,
Dublin 14

Elaine Sharkey
Business Development Manager
11 Orlagh Court,
Scholarstown Road,
Dublin 16

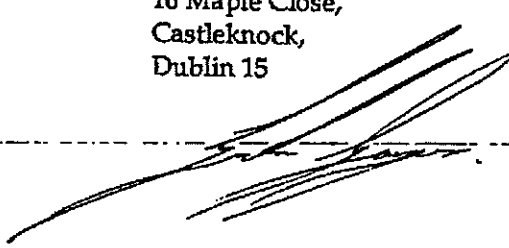


Larry O'Neill
Deputy C.E.O.
Drumreagh,
Donard,
Co. Wicklow

Tony Fegan
Artistic Director
Knockmasteagh,
Knockananna,
Co. Wicklow



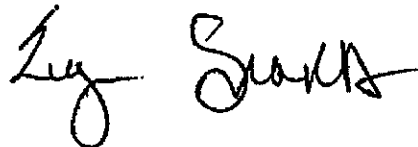
Patricia Hunt
Development Co-ordinator
Drumleck Cottage,
Baily,
Co. Dublin



Lynda Gaynor
Project Consultant
16 Maple Close,
Castleknock,
Dublin 15

Dated this 15th day of April 2013

Witness to the above signatures:



EUGENE SMARTT
SOLICITOR
NEWLANDS RETAIL CENTRE
NEWLANDS CROSS
CLONDALKIN, DUBLIN 22

COMPANIES ACT 1963 to 2009
COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL ARTICLES OF
ASSOCIATION OF

ART AND EDUCATION RESOURCE STORE IRELAND LIMITED

1. (a) In these Articles:- "the Acts" means the Companies Acts, 1963 to 2005 and Parts 2 and 3 of the Investment Funds, Companies and Miscellaneous Provisions Act 2006, all statutory instruments which are to be read as one with, or construed or read together as one with, the Companies Acts and every statutory modification and re-enactment thereof for the time being in force; "the Chairperson" means the Director appointed as Chairperson in accordance with Article 40 and all references in the Acts to "chairman" shall in relation to the Company be construed as references to the Chairperson; "the Company" means this company; "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; "the Department" means the Department for Community, Rural and Gaeltacht Affairs; "Pillar" means a constituent element of a Sector as determined by the Board of Directors acting in accordance with the Department's guidelines, to be the appropriate Pillars to nominate Directors to the Company; "Secretary" means any person appointed to perform the duties of the Secretary of the Company; "the Seal" means the Common Seal of the Company; "Sector" means a part or branch of the economy, or of a particular industry or activity and where used here shall constitute a reference to the Local Government Sector, the National Social Partners (excluding the community and voluntary representatives) Sector, the Community and Voluntary (NSP) Sector and the Statutory Sector; "the Office" means the registered office for the time being of the Company. The regulations contained in Table C in the First Schedule to the Companies Act, 1963 are hereby excluded from these Articles. Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference 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. (b) No addition, alteration or amendment shall be made to or in the provisions of these Articles of Association for the time being in force unless the same shall have been previously approved in writing by the Minister for Community, Rural and Gaeltacht Affairs, acting on behalf of the Government of Ireland.

MEMBERS

2. The number of Members with which the Company proposes to be registered is seven but the Directors may increase the number of Members.

3. Only a natural person may be a Member of the Company and subject to Article 2, the Members of the Company shall be:

(1) The original subscribers

(2) The Directors of the Company appointed after the Company has been incorporated.

(3) Those persons admitted to membership.

4. (1) The rights of a Member as such shall be personal and a Member shall cease to be a Member upon his or her death or bankruptcy.

(2) A Member who is a Director shall cease to be a Member upon his or her ceasing to be a Director of the Company for any reason.

GENERAL MEETINGS

5. All general meetings of the Company shall be held in the State.

6. (1) Subject to Article 6(2), 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.

(2) 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. The Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.

7. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

8. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Companies Act, 1963. If at any time there are not within the

State sufficient Directors capable of acting to form a quorum any six Directors 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

9. Subject to Sections 133 and 141 of the Companies Act, 1963 an Annual General Meeting and a meeting called for the 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 the 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.

10. 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 the notice shall not invalidate the proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. 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 reappointment of the retiring Auditors and the fixing of the remuneration of the Auditors.

12. 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, six Members present in person shall be a quorum provided that where there are at any time fewer than six Members, the quorum shall in those circumstances be all of the Company's Members.

13. 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 in the next week 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.

14. The Chairperson of the Board of Directors shall preside as Chairperson at every general meeting of the Company, or if there is no such Chairperson, or if he or she is 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

Chairperson of the Meeting.

15. The Chairperson 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 the 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.

16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands of the Members unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(1) By the Chairperson, or

(2) By at least three Members present in person or by proxy, or

(3) By any Member or Members present in person and representing not less than one-tenth 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 Chairperson that a resolution has, on a show of hands, been carried out or carried out 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.

17. Except as provided in Article 19 if a poll is duly demanded it shall be taken in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

~~18. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.~~

19. A poll demanded on the election of a Chairperson 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 Chairperson 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.

RESOLUTIONS AND VOTES OF MEMBERS

20. (1) Subject to Section 141 of the Companies Act 1963, 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 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 persons, and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Acts. Any such resolution shall be served on the Company.

(2) Subject to Section 140 of the Companies Act 1963 concerning Annual General Meetings, all general meetings (including annual and extraordinary general meetings) may be conducted by the use of a conference call or similar facility provided that all the Members of the Company and the independent auditors have been notified of the convening of the meeting and the availability of the conference telephone or similar facility for the meeting and that such persons as are entitled to attend the meeting can hear and contribute to the meeting and such participation in a meeting shall constitute presence in person at the meeting and the Members may be situated in any part of the world for any such meeting.

21. Every Member shall have one vote.

22. 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 in 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.

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

24. Votes may be given either personally or by proxy.

25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a Member of the Company.

26. 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 1 hour 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 1 hour before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

27. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:- (the "Company")

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

29. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous 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 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.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

30. A Member may by notice in writing to the Secretary of the Company resign his or her Membership of the Company and Membership of the Company shall automatically cease (a) on any Member's death or bankruptcy and (b) where a Member who is a Director ceases to be a Director.

NUMBER OF DIRECTORS

31. (a) The number of Directors shall be not less than seven.

(b) The Company's first directors shall be the persons named in the Statement delivered to the registrar of companies in accordance with Section 3 of the Companies (Amendment) Act, 1982.

(c) The Company's existing directors being the first persons to be directors following the adoption of these articles of association shall be referred to herein as the "First Directors".

NOMINATION AND APPOINTMENT OF DIRECTORS

32. (1) every person who is appointed as a Director to the Company shall become a Member of the Company.

(2) No person who is employed by the Company may become a Director.

33. The First Directors shall determine the individual Pillars within the Community & Voluntary Sector and the Statutory Sector and from within the communities serviced by the company which are the appropriate to nominate persons as Directors of the Company. The First Directors must invite nominations in compliance with the Selection Guidelines for Nominating Pillars/Sectors, issued from time to time by the Department of Community, Rural and Gaeltacht Affairs. The Board of Directors shall from time to time review the nominating

Pillars so as to ensure that they continue to be the appropriate Pillars to nominate persons as Directors of the Company.

34. Directors shall be appointed to the Company as follows:

(1) The Community and Voluntary (NSP) Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate five (5) persons to be Directors, who will be either co-opted by the Board of Directors or appointed by the Members in General Meeting.

(2) The Statutory Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate three (3) persons to be Directors, each of whom will be either co-opted by the Board of Directors or appointed by the Members in General Meeting.

(3) Communities serviced by the Company recognized from time to time by the Board shall be entitled to nominate four (4) persons to be Directors, each of whom will be either co-opted by the Board of Directors or appointed by the Members in General Meeting.

35. A Director may not appoint an alternate director.

ACTS OF DIRECTORS

36. 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.

ROTATION OF DIRECTORS

37. The Directors shall retire in the manner provided hereafter:

(1) At the second Annual General Meeting of the Company, following the adoption of these Articles of Association and at each Annual General Meeting thereafter, one-third of the Directors (except the Chairperson) or if their number is not a multiple of three then the lowest whole number nearest to one-third, shall retire from office.

(2) The Directors to retire by rotation shall be those who have been longest in office since their last appointment but as between two or more who have been in office an equal length of time, the Directors to retire shall, in default of agreement between them, be determined by lot.

(3) Retirement of a Director by rotation shall happen automatically by operation of these Articles of Association and where a person ceases to be a Director the Company Secretary shall, unless that person has been re-nominated and is immediately re-appointed a Director, forthwith notify the Companies Registration Office of the retirement.

(4) A Director who retires by rotation shall also cease to be a Member of the Company.

(5) A Director's term of office shall be from the date of co-option or appointment to the date of retirement in accordance with Article 37(1).

(6) A Director who retires by rotation may, if willing to act and if re-nominated by any Pillar or Sector, be re-appointed a Director for a further term provided that no person shall be re-appointed more than twice and provided further that no person shall hold the office of Director for more than two consecutive terms.

(7) Where a person who is a First Director is nominated by any Pillar or Sector to be a Director of the Company he or she shall continue to be a Director of the Company and shall be eligible for retirement in accordance with Article 37(1).

(8) Where a person who is a First Director is not nominated by any Pillar or Sector to be a Director of the Company he or she shall automatically retire as a Director.

38. Where a Director retires by rotation and is not willing to be re-appointed or is not re-nominated by his or her nominating Pillar or Sector, that Pillar or Sector shall be entitled to nominate another person as Director whose term of office shall commence at the end of the meeting at which the first mentioned Director was deemed to have retired and at which the second mentioned Director is co-opted or appointed.

REMOVAL OF DIRECTORS

39. A Director shall retire and cease to be a Director where the Director:-

(1) Resigns by notice in writing given to the Company; or

(2) Becomes incapable of discharging his or her duties as a member of the Board;

Or

(3) Is removed or retires under any of the provisions of these Articles of Association or the Companies Acts; or

(4) Is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally;

Or

(5) Becomes disqualified from being a Director or becomes the subject of a restriction under Section 150 of the Companies Act 1990 by reason of any order made under Part VII of the Companies Act, 1990 or

(6) Is convicted of an indictable offence unless the Directors otherwise determine;

Or

- (7) Is requested in writing by two thirds of his or her fellow Directors to resign; or
- (8) Is requested in writing by the his or her nominating body which nominated him or her to resign; or
- (9) Is absent for three or more consecutive meetings of the Board, unless the other Directors otherwise determine,

Or

- (10) Ceases to be a Member of the Company and should any of the foregoing events transpire and a Director is deemed to retire and cease to be a Director

CHAIRPERSON

- 40. (1) The Directors shall elect one of their numbers to be the Chairperson of the Company.
- (2) Every Chairperson appointed shall hold office until the end of the third Annual General Meeting following his or her appointment, whereupon he or she shall retire from office as Chairperson.
- (3) A Chairperson who retires in accordance with Article 40(2) may, if willing to act and if re-nominated by a recognized nominating body
- (4) If the Chairperson is not present within 15 minutes after the time appointed for holding of any meeting the Directors present at a meeting may choose one of their number to be chairperson of that meeting.

THE CHAIRPERSON'S DUTIES

- 41. The duties and responsibilities of the Chairperson shall include (but not be limited to):
 - (1) Overseeing the governance and performance of the Company, setting the agenda for meetings and facilitating the effective contribution of other Directors;
 - (2) In conjunction with the other Directors and working with the Chief Executive Officer, ensuring that there are appropriate strategies in place to implement the policies of the Company;
 - (3) Leading and representing the Board to the Chief Executive Officer and employees of the Company and ensuring that they are appraised and remunerated in accordance with agreed standards;
 - (4) Chairing meetings of the Board of Directors and ensuring that the Board functions effectively and efficiently;
 - (5) Preparing an annual statement in respect of the accounts of the Company for the preceding financial year and such other matters as may from time to time be prescribed by the Government of funding agencies
- 42. In the event of an equality of votes, the Chairperson shall have a second or casting vote.

POWERS AND DUTIES OF DIRECTORS

- 43. 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 Acts or these Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Acts and these Articles.

- 44. 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.

- 45. 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 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 provisions 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.

- 46. 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.

- 47. The Directors shall cause minutes to be made in books provided for the purpose:-

- (1) Of all appointments of officers made by the Directors;
- (2) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (3) Of all resolutions and proceedings at all meetings of the Company, and of the Directors and of Committees of Directors.

PROCEEDINGS OF DIRECTORS

- 48. (1) The Directors 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. 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, 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.

(2) A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held and any such resolution may consist of several documents in the like form, each signed by one or more Directors.

QUORUM

49. (1) Subject to Article 49(2), the quorum necessary for the transaction of the business of the Directors shall be a minimum of four Directors present in person or such higher number as may from time to time be set by the Directors.

50. 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.

COMMITTEES

51. The Directors may delegate any of their powers to committees consisting of such member or members of the Board 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.

52. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their numbers to be chairperson of the meeting.

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

ADVISORY COUNCILS

54. The Directors may establish an Advisory Council or Councils composed of persons who are not Directors of the Company (hereinafter referred to as Councilors) for the purpose of considering and making recommendations to the Directors on any matter referred to such Advisory Council or Councils by the Directors, having such terms of reference which may, without prejudice to the generality of the foregoing, include the evaluation of applications for grant assistance, as the Directors may from time to time prescribe.

55. Any Advisory Council or Councils so established shall have no decision-making power and shall operate exclusively to make recommendations to the Directors which recommendations the Directors may accept or reject as they see fit in the Directors' absolute discretion.

56. An Advisory Council may elect a Facilitator to chair its meetings; if no such Facilitator is elected, or if at any meeting the Facilitator is not present within fifteen minutes after the time appointed for holding the same, the Councilors present may choose one of their numbers to be Facilitator of the meeting.

57. An Advisory Council may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Councilors present, and when there is an equality of votes, the Facilitator shall have a second or casting vote.

58. The Facilitator of an Advisory Council established by the Board of Directors shall give sufficient notice of a proposed meeting of the Advisory Council to the Board of Directors, which may in all cases nominate one of the Directors or some other person to attend the Advisory Council meeting as an observer.

CONFLICTS OF INTEREST

~~59. On his or her appointment and thereafter where any change occurs, each Director shall furnish to the Company Secretary full particulars of his or her interests which shall include his or her employment, all business interests and community involvement, including voluntary work for charities (hereinafter referred to as "Interests") which might involve a conflict of interest or might materially influence the Director in relation to the performance of his or her functions as a member of the Board or his or her partiality. This duty to disclose Interests is without prejudice to the obligation in Article 60 to make specific disclosure of Interests which obligation must always be complied with.~~

~~60. Each Director shall declare at a meeting of the Directors of the Company the nature of his or her Interests in:~~

(1) Any application to the Company for financial or other support;

Or

(2) Any initiative taken by the Company;

Or

(3) any contract or proposed contract with the Company in which a Director, or a person connected with a Director as defined in Article 61, is directly or indirectly involved;

Or

(4) Any matter from which the Director, or a person connected with a Director as defined in Article 61, may stand to benefit directly or indirectly from his or her position as a Director or from the operation of the Company. The said Director shall be entitled to make a statement to the Board of Directors on the issue and shall answer any questions put to him or her on that issue by any of the other Directors. Following such declaration of Interests, statement and answering any questions that may be put, the said Director shall leave the meeting of the Directors and shall not be entitled to vote on the matter in which he or she is interested. The other Directors shall make a decision regarding such matters described in (1) to (4) in the absence of the said Director and such Director on his or her return to the meeting shall be informed of the decision of the Board of Directors by the Chairperson of the meeting, following which no further discussion of the issue shall take place. In circumstances where a Director is unsure as to whether an interest constitutes an Interest for the purposes of this Article, the Director may inform the Chairperson either orally or in writing and the Chairperson shall, at his or her own discretion and having regard to good governance and best practice, determine whether the Interest constitutes an interest for the purposes of this Article.

61. A Director shall be deemed to have an Interest for the purpose of (2) where a person connected with that Director has such an Interest and the Director could be expected to be reasonably aware of the existence of that Interest and for this purpose a person is connected with a Director if that person is –

- (1) That Director's spouse, parent, brother, sister, child or step-child, other relative or co-habitee;
- (2) A body corporate controlled by a Director within the meaning of Section 26(2),
- (3) and (4) of the Companies Act 1990; (3) a person acting as the trustee of any trust, the beneficiaries of which include the Director or the persons at (1) or (2); and
- (4) A person acting as a partner of a Director or of any of the people at (1) to (3) above.

62. A Register of Members' and Directors' Interests shall be maintained by the Company and shall include such Interests as may be declared in accordance with (59) or (60) of this Article.

63. Nothing herein contained shall prevent the Directors from voting on (and being counted in the quorum at any meeting to pass) a resolution to purchase Directors' and Officers' Liability Insurance against any liability referred to in Section 200(1) of the Companies Act 1963 for any Director or officer, past or present, of the Company.

CHIEF EXECUTIVE OFFICER

64. The Directors from time to time may appoint any person (not being a Director) to the office of "General Manager" for such period and on such terms as they think fit, having regard to norms applying to similar posts in the public and private sector, and fix, determine and vary his duties, powers and functions. The Directors may revoke such appointment, but without prejudice to any claim such General Manager may have for damages for breach of any contract of service between him and the Company. A General Manager shall not be a member of the Board of Directors or any committee of Directors, he shall not attend meetings of Directors except on the invitation of the Board and he shall not be entitled to vote at any meetings of Directors.

SECRETARY

65. The Secretary shall, and any Assistant or Deputy Secretary may, be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary or Assistant or Deputy Secretary so appointed may be removed by them.

66. A provision of the Acts 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

67. 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 Directors for that purpose.

ACCOUNTS

68. The Directors shall cause proper books of accounts to be kept relating to:-

(1) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

(2) All sales and purchases of goods by the Company; and

(3) The assets and liabilities of the Company.

69. Proper books shall be deemed to be kept if they comply with section 202(1) and (2) of the Companies Act, 1990 and give a true and fair view of the state of affairs of the Company and explain its transactions.

70. The books shall be kept at the office or, subject to section 202 of the Companies Act, 1990, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

71. 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.

72. The Directors shall from time to time in accordance with the Acts 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 the Acts to be prepared and laid before the Annual General Meeting of the Company.

73. 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 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 Acts to receive them.

AUDIT

74. Independent auditors shall be appointed and their duties regulated in accordance with the Acts.

NOTICES

75. A notice may be given by the Company to any Member or Director either personally or by sending it by post to him or her to his or her registered address or by sending it by email to an email address previously provided by a Member or a Director. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying 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 the time at which the letter would be delivered in the ordinary course of post.

76. Notice of every general meeting shall be given in any manner herein before authorised to:-

(1) Every Member and Director; and

(2) The Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

INDEMNITY FOR DIRECTORS

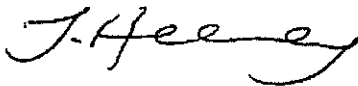
77. (1) Subject to the provisions of and so far as may be permitted by the Acts, every Director, Chairperson, chief executive officer, auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

(2) The Directors shall have power to purchase and maintain for any Director or officer, past or present, of the Company, insurance against any such liability as referred to in Section 200(1) of the Companies Act, 1963.

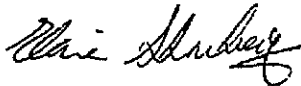
Names, addresses, descriptions of subscribers

Names, descriptions and addresses of Subscribers:

Teresa Heeney
Chief Operation Officer
49 Parklands Crescent,
Maynooth,
Co. Kildare



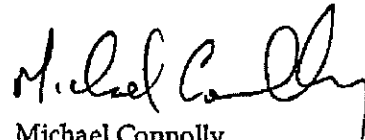
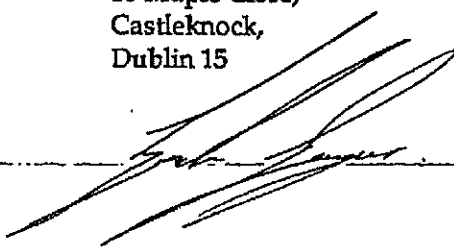
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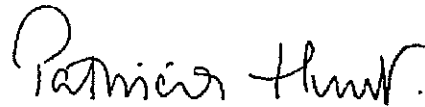
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Deputy C.E.O.
Drumreagh,
Donard,
Co. Wicklow



Patricia Hunt
Development Co-ordinator
Drumleck Cottage,
Baily,
Co. Dublin

Dated this 15th day of April 2013

Witness to the above signatures:



EUGENE SMARTT
SOLICITOR
NEWLANDS RETAIL CENTRE
NEWLANDS CROSS
CLONDALKIN DUBLIN 22