

COMPANIES ACT 2014

CONSTITUTION OF A COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

HEANET

MEMORANDUM OF ASSOCIATION

1. The name of the Company is HEANET.
2. The Company is a Company Limited by Guarantee, registered under Part 18 of the Companies Act 2014.
3. The main Objects for which the Company is established are:-
 - (a) To support the advancement of education by the Higher Education Authority, Dublin City University, St. Patrick's College Maynooth, Trinity College Dublin, University College Cork, University College Dublin, University College Galway, University of Limerick, Dublin Institute of Technology, The National College of Industrial Relations, Athlone Regional Technical College, Carlow Regional Technical College, Cork Regional Technical College, Dundalk Regional Technical College, Dun Laoghaire Regional Technical College, Galway Regional Technical College, Letterkenny Regional Technical College, Limerick Regional Technical College, Sligo Regional Technical College, Tallaght Regional Technical College, Tralee Regional Technical College, Waterford Institute of Technology, The National College of Art & Design, Tipperary Rural & Business Development Institute, The Royal Irish Academy, their successors and assigns and other educational, academic, cultural and State authorities involved in the advancement of education, by way of the provision of and the continuous enhancement of quality network services to the establishments concerned.
 - (b) Subsidiary and ancillary to the foregoing and for the purposes aforesaid:-
 - (i) To liaise with and provide similar network services to State and community enterprises associated with the advancement of education, the generation of enterprise and employment and the promotion of arts and culture.
 - (ii) To represent the networking interests of the Irish education and research community nationally and internationally and to promote and develop networking expertise among its members.
 - (iii) To engage in research and development activities and to participate with others in the promotion and development of network services on an international basis, on behalf of its members.

- (iv) To establish and maintain computer hardware and software facilities and to support and maintain information centres, lecture rooms, libraries and other educational and ancillary facilities which may enhance the services provided by the company.
- (v) To join with any person, firm, company, government department, local, public or statutory authority, university or school in promoting the objects of the Company and in particular the conduct of research and development and in the giving of lectures.

The company shall have the following enabling powers:

- (vi) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal estate which may be deemed necessary or convenient for the objects of the Company.
- (vii) To enter into any contract to construct, maintain and alter houses, buildings, computer works, plant and equipment necessary or convenient for the objects of the Company.
- (viii) To make, draw, accept, endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, certain notes and other mercantile instruments.
- (ix) To improve, manage, service, develop, exchange, lease, licence, mortgage, enfranchise, dispose of, sell, turn to account or otherwise deal with all or any part of the property or rights of the Company as may be deemed expedient and to do all or any of the above things either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents, subsidiaries or otherwise if the same may be seen directly or indirectly to benefit the purposes for which the Company is established.
- (x) To take or otherwise acquire, and to hold, shares and securities of any company and to sell, hold, reissue, with or without guarantee, or otherwise deal with same.
- (xi) Generally in the discretion of the Company to provide for the furtherance of education and research.
- (xii) To apply the whole or any part of the property vested in the Company whether as capital or income
 - (i) in or towards payment of the expenses of the Company or
 - (ii) for or toward all or any of the purposes aforesaid
- (xiii) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stocks perpetual or otherwise and to secure the repayment of any money borrowed raised or owing by mortgage charge or lien upon the whole or any part of the Company's property or assets whether present or future and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake. Provided that no mortgagee or other person or company advancing money to the Company shall be concerned to enquire into the necessity or propriety of raising money or as to the amount required or the application thereof.

- (xiv) In furtherance of the main objects of the Company, to make loans and give guarantees and indemnities to and in respect of any persons or companies.
- (xv) To invest any monies requiring investment in any manner which may be thought fit and whether trustee investments or otherwise or in the purchase of freehold or leasehold properties with power from time to time to vary such investments.
- (xvi) To procure public funds and such other Grant Aid as may be required in pursuance of the Objects of the Company."
- (xvii) To do such other things as may be deemed incidental or conducive to the attainment of the main objects.

4. The income and property of the Company shall be applied solely towards the promotion of main object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
- b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) 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 their attendance to any matter affecting the Company;
- e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company;

Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

- 5. The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
- 6. The liability of the members is limited.
- 7. Every member of the Company undertakes to contribute to the assets of the Company in the event of same being wound up during the time that he is a member, or within one year afterwards, for the payment of debts and liabilities of the Company contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of contributories amongst themselves such amount as may be required, not exceeding €1.27.

8. If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to another company whose objects are the promotion of charity and which has main objects similar to the main objects of the company, which other company also meets the requirements of paragraph (b) of section 971(1)/1180(1) of the Companies Act 2014, such company to be determined by the members of this Company 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 such provision, then to some charitable object.
9. True account shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place, of all sales and purchases of goods by the Company and of the property, credits and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association of the Company for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet shall be examined by one or more properly qualified auditor or auditors. The annual audited accounts of the Company shall be kept and made available to the Revenue Commissioners on request.
10. The provisions of Clauses 3, 4, 8 and 9 hereof may not be altered or deleted without the previous consent or approval of the Revenue Commissioners.
11. No amendments of any kind shall be made to the provisions of clauses 4 and 8 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of clauses 4 and 8 of the memorandum of association, such that there would be non-compliance with the requirements of section 971/1180 of the Companies Act 2014.

ARTICLES OF ASSOCIATION

The following Regulations shall apply to the Company:

The provisions of the Companies Act 2014 are adopted subject to the following;

INTERPRETATION

1. The Regulations contained in Table C of the First Schedule of the Companies Act, 1963 shall not apply to the Company.

In these Articles, the following terms shall have the following meanings:

"Company" means this Company known as HEANET

"Companies Acts" means the Companies Act 1963 and any Act amending or extending or replacing it and every Act for the time being in force regulating companies;

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

"Member" shall include all classes of members, save where the context otherwise requires.

"Office" means the registered office of the Company;

"Register" means the register of members of the Company required to be kept by the Companies Acts;

"Representatives" means the duly appointed representatives for the time being of Ordinary members of the Company.

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

"in writing" means written or printed or partially written or printed and shall unless a contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

Words importing the singular number shall include the plural number and vice versa, words importing the masculine gender only shall include the feminine and neutral gender and reference to persons shall include bodies corporate and unincorporated associations.

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

Where a reference is made to a particular section or sections of any Act, the reference shall be that such section or sections as the same may be from time to time amended or replaced.

MEMBERS

2. The number of members with which the Company proposes to be registered is 50 but the Directors may from time to time register an increase in members.
3. The subscribers to the Memorandum of Association of the Company and such other persons as shall be admitted to membership in accordance with these regulations and none others shall be members of the Company and shall be entered in the register of members accordingly.
4. There shall be three categories of membership of the Company namely Subscriber members, Ordinary members and Network members.
5. The Subscriber members shall consist of the subscribers to the Memorandum of Association of the Company.
6. The Ordinary members of the Company shall consist of:-
 - (a) The Higher Education Authority
 - (b) The following seven University members, namely:-
 - Trinity College Dublin
 - University College Cork
 - University College Dublin
 - University College Galway
 - University of Limerick
 - Dublin City University, and

- St. Patrick's College Maynooth
- (c) The Dublin Institute of Technology, and
- (d) The person or persons (if any) for the time being appointed as members of the Company by the Higher Education Authority, following consultation with the Technical Higher Education Association (THEA) and the Department of Jobs, Enterprise & Innovation as the case may be, and subject to a maximum of:-
 - (i) two persons to be members of the Company to represent the Institutes of Technology and
 - (ii) one person to be a member of the Company to represent the Department of Jobs, Enterprise & Innovation.

These parties upon incorporation of the Company and making application in writing for membership shall thereupon become Ordinary members of the Company.

7. The Network members of the Company shall consist of other educational, academic, cultural, State and community enterprises involved in the advancement of education, the generation of enterprise and employment and/or the promotion of arts and culture, upon making application in writing for membership shall subject to these Articles of Association become Network members of the Company.
8. Where a person desires to be a member of the Company he must sign and deliver to the Company an application for admission framed in such terms as the Directors shall require.
9. The approval of Network members shall be in the hands of the Directors and the Directors shall have full discretion as to the admission of any person to Network membership.
10. On election of any person as a member the Secretary shall notify the member accordingly and thereupon the member shall be deemed to have agreed to and shall be subject to the rules and regulations of the Company.
11. The rights and privileges of a member shall not be transferable and shall cease on the member's death or resignation of or removal from membership. Any member who shall desire to resign membership of the Company shall give to or leave with the Secretary of the Company at the Office a memorandum in writing giving notification of resignation and on receipt by the Company of such notice shall cease to be a member of the Company provided any financial obligations to the Company or which the member may have entered into in conjunction with the other members of the Company be discharged.
12. The Directors shall have power to remove from the register of members the name of any Network member who shall have infringed any of these Articles or any rules, regulations or bye laws of the Company or shall have done any act which in the opinion of the Directors is detrimental to the interests of the Company or calculated to hinder or obstruct the promotion of the objects of the Company. The resolution requiring such removal of the name of a member shall be passed at a meeting of the Directors specially convened and by a majority of at least two-thirds of the votes given thereon and any member whose name is so removed shall thereupon cease to be a member of the Company and shall not have any redress against the Company or any of the Directors.
13. The Higher Education Authority, following consultation with THEA and the Department of Jobs, Enterprise & Innovation as the case may be, shall have power to remove and/or replace a member or members of the Company appointed in accordance with the provisions of Article 6 (d). Any such removal or replacement of a member by the Higher Education Authority shall be

by resolution of the Board or governing body of the Higher Education Authority and a notice in writing signed by the Secretary of the Authority shall be conclusive notice and evidence of such resolution and such appointment or removal as the case may be and shall be effective as and from the date when such notice shall be lodged at the Registered Office for the time being of the Company.

14. A body corporate shall cease to be a member upon an effective Resolution being passed or an Order being made for its winding up or upon its dissolution (whichever event shall be the earlier); and an unincorporated body shall cease to be a member upon a Resolution being duly passed by its members for its winding up or termination or upon its dissolution (whichever event shall be the earlier).

REPRESENTATIVES AND ALTERNATE REPRESENTATIVES

15. The Higher Education Authority and each of the seven University members and the Dublin Institute of Technology shall each appoint one person to be its representative and such representative on appointment shall continue as such representative until removed from such office by the appointing Ordinary member, who shall be entitled from time to time to appoint another Representative in place of the Representative removed. Any such appointment or removal of a Representative by any such Ordinary member shall be by Resolution of the Board or Governing Body of the Ordinary member concerned and a notice in writing signed by the Secretary of such Ordinary member shall be conclusive notice and evidence of such resolution and such appointment or removal as the case may be and shall be effective as and from the date when such notice shall be lodged at the Registered Office for the time being of the Company.

Such Representative shall be entitled to exercise the same powers on behalf of the Member which he represents as that Ordinary Member could exercise if it were an individual Ordinary member. In addition, each Ordinary member shall be entitled to and may from time to time appoint in the same manner as a Representative is to be appointed any other person to be an Alternate Representative to act in the place of its Representative and to attend and vote at any General Meeting of the Company at which such Representative is unable to be present.

An Alternate Representative may be removed from office and another appointed in his place in the same manner as a member or Representative is so removed and appointed.

GENERAL MEETINGS

16. All general Meetings of the Company shall be held in the State.
 - (a) The Subscriber members and the Network members shall be entitled to attend any General Meeting of the Company and to receive notice thereof. Every Ordinary member shall be entitled to attend and/or be represented at any general meeting of the Company by its Representative or Alternate Representative and to receive notice thereof.

Subject to sub-paragraph (b) of this article 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 meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.

- (b) So long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to sub-paragraph (a) of this Article the annual general meeting shall be held at such time and at such place in the State as the directors shall appoint.

(c) The Directors of the Company shall be entitled to attend any general meeting of the Company and to speak thereat, but will have no vote in his or her capacity as a Director.

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

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 Act. If at any time there are not within the State sufficient directors capable of acting to form a quorum, any director or any two Ordinary members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which such meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

18. In the case of an annual general meeting or of a meeting for the passing of a special resolution twenty-one days notice at the least, and in any other case fourteen days notice at the least, shall be given in writing in the manner hereinafter mentioned to all of the members and to the auditors for the time being of the company.

19. Such notice shall state:-

- (a) the place, the day and the hour of the meeting;
- (b) in any case where there is to be special business, the general nature of such business;
- (c) that the meeting is the Annual General Meeting, where such is the case; and
- (d) in reasonable prominence, that a member entitled to attend and vote is entitled to appoint one or more proxies to attend, speak and vote in his place and that a proxy need not be a member of the Company.

20. A general meeting shall, notwithstanding that it is called by shorter notice than that hereinbefore specified, be deemed to have been duly called if it is so agreed by the Auditors and by all the members entitled to attend and vote thereat.

21. Where, by any provision contained in the Acts, extended notice is required of a resolution, the resolution shall not be effective unless (except when the Directors of the Company have resolved to submit it) notice of the intention to move it has been given to the Company not less than twenty-eight days (or shorter period as the Acts permit) before the meeting at which it is moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of the Acts.

22. The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. 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 consideration of the accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors, and the fixing of the remuneration of the auditors.

24. No business shall be transacted at any general meeting unless a quorum of Ordinary members including Representatives and Alternate Representatives is present at the time when the meeting proceeds to business. Save as herein otherwise provided five Ordinary members including Representatives and Alternate Representatives present in person, of which a minimum of three consist of Representatives and Alternate Representatives of Ordinary members under Paragraph 6 (b) hereof, shall be a quorum. 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 Ordinary members, Representatives and Alternate Representatives present shall be a quorum.
25. The Chairman of the Board of the Company shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting, the Ordinary members, Representatives and Alternate Representatives present shall choose one of their number to be Chairman of the meeting.
26. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Ordinary members, Representatives and Alternate Representatives present shall choose one of their number to be Chairman of the Meeting.
27. The Chairman 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 from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be issued to all members entitled to attend. A Resolution of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
 - (a) by the Chairman, or
 - (b) By at least three Ordinary members, including Representatives and Alternate Representatives present.
28. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the Minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded - in favour of or against such resolution. The demand for a poll may be withdrawn.
29. Except as provided in Article 31, 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.
30. When 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. In the event of the Chairman of the Meeting being a Director of the Company and not also a member thereof, his only vote will be a casting vote in the event of a tie.

31. 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.
32. Subject to Section 141 of the Act, a resolution in writing signed by all the representatives of 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 if described as a Special Resolution, shall be deemed to be a Special Resolution within the meaning of the Act.

VOTES OF MEMBERS

33. Every Ordinary member shall have one vote which shall be exercised by the Ordinary member or by the Representative or Alternate Representative as the case may be of such Ordinary member, but who shall not be entitled to a second or personal vote on any matter. The Subscribers members and Network members shall have no votes.
34. Votes may be given either personally or by proxy.
35. No objection shall be raised to the qualifications 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.
36. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
37. Any person (whether a member of the Company or not) may be appointed to act as a proxy. A Ordinary member may appoint more than one proxy as alternates to attend on the same occasion.
38. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Office or at such other place in the Republic of Ireland as is specified for the purpose in the notice convening the meeting or in the instrument of proxy issued by the Company not less than forty-eight hours before the time appointed 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 forty-eight hours before the time appointed for taking the poll and in default the instrument shall not be treated as valid.
39. An instrument of proxy may be in any common form or in such other form as the Directors shall approve. Instruments of proxy need not be witnessed.
40. The Directors may at the expense of the Company send, by post or otherwise, to the members instruments of proxy (with or without stamped envelopes for their return) for use at any general meeting or at any meeting of any class of members of the Company, either in blank or nominating any one or more of the Directors or any other persons in the alternative. If for the purpose of any meeting invitations are issued at the expense of the Company, such invitations shall be issued to all (and not to some only) of the members entitled to be sent a notice of the meeting and to vote thereat by proxy.

41. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or insanity of the principal, or the renovation of the instrument of proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

DIRECTORS

42. (a) The Higher Education Authority and each of the seven University members and the Dublin Institute of Technology shall each appoint one person as a Director of the Company and such person, on appointment, shall continue as a Director of the Company, subject to Article 42 (f), unless removed from such office by the appointing Ordinary member, who shall be entitled from time to time to appoint another Director in place of the Director so removed.

Such Directors may be removed from office and others appointed from time to time in their place by the appointing body in the same manner as the appointment and removal by a member of its representative as set out in Article 15 hereof.

- (b) The Higher Education Authority, following consultation with THEA, the Council of University Librarians, and the Department of Jobs, Enterprise & Innovation as the case may be, shall be entitled to appoint:-
- (i) Two persons to be Directors of the Company to represent the Institutes of Technology.
 - (ii) One person to be a Director of the Company to represent the Council of University Librarians, and
 - (iii) One person to be a Director of the Company to represent the Department of Jobs, Enterprise & Innovation.

Such Directors may be removed from office and others appointed from time to time in their place by the Higher Education Authority in the same manner as the appointment and removal by the Higher Education Authority of a member as set out in Article 13 hereof.

- (c) The Directors shall have power at any time and from time to time to appoint one person to be a Director as an addition to the existing Directors appointed by the Ordinary members and the Higher Education Authority, but that the total number of Directors appointed hereunder shall not exceed one. A Director so appointed shall be entitled to exercise one vote when voting on a Resolution at a Meeting of the Directors or a Committee of Directors and shall retire from office at each Annual General Meeting and shall then be eligible for re-election by the Directors.
- (d) The Company may, by ordinary resolution, of which extended notice has been given in accordance with Section 142 of the Companies Act, 1963 remove any Director appointed pursuant to Article 42 (c) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and said Director.
- (e) A Director appointed under Section 182 of the Companies Act 1963 in place of a Director removed from office under the same section shall be deemed to have been appointed in the same manner as the Director in whose place he was appointed under the said section.

- (f) (i) No person may serve as a Director of the Company for a consecutive term in excess of eight (8) years.
- (ii) Upon appointment a Director will be appointed for a term of four (4) years and may be re-appointed for a second term of (4) years but may not be appointed for more than two (2) consecutive terms of four (4) years, at the end of which term such Director must retire from office. No Director may be re-appointed for a third consecutive term. A Director may be re-appointed to the Board of Directors after a period of four (4) years has elapsed since that Director's second consecutive last term of office.
- (iii) Any person appointed as Chairman of the Company shall from the date of his appointment be entitled to serve as Chairman for a term of four (4) years and may be re-appointed for a second term of (4) years but may not be appointed for more than two (2) consecutive terms of four (4) years notwithstanding any duration of service as a Director.

DISQUALIFICATION OF DIRECTORS

43. The office of a Director shall be vacated if the Director:-
- (a) resigns his office by notice in writing to the Company; or
 - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a Director by reason of any order made under Section 184 of the Act; or
 - (d) becomes of unsound mind; or
 - (e) is convicted of an indictable offence unless the Directors otherwise determine.
 - (f) is removed as a Director pursuant to Article 42 hereof.
44. Directors or any one or more of them shall not be entitled to remuneration for their services but may be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company.
45. Directors must disclose in writing to the Board of the Company all interests which they or their associates have in contracts or dealings with the company.
46. Subject to the approval of the Ordinary members in General Meeting, the Directors may, for the purpose of financing the Company's short-term working capital requirements, 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.

POWERS AND DUTIES OF DIRECTORS

47. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and any exercise all such powers of the Company as are not by the Act or by these articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions being not inconsistent with the aforesaid provisions, as may be given by the Company in General Meeting; but no direction given by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
48. 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 attorney or attorneys for the Company for such purposes and with such 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 power 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.
49. The Directors may meet together for the despatch of the business, adjourn and otherwise regulate their meetings as they think fit.

Meetings of the Board of Directors may be conducted by the use of a conference telephone or similar facility provided always that the Chairman of the Meeting notes his satisfaction that all of the Directors of the Company:-

- (1) Have been notified of the convening of the Meeting and the availability of the conference telephone or similar facility for the Meeting, and
 - (2) Can hear and contribute to the meeting
- and such participation in a meeting shall constitute presence in person at the meeting.
50. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of the Directors.
51. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be five, of which a minimum of three shall consist of Directors as Representatives and Alternate Representatives of Ordinary members under Paragraph 6 (b) hereof.
52. 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 summoning a general meeting of the Company but for no other purposes.
53. A Chairman of the Meetings of the Board of Directors shall be such one of the Directors as a majority of the Directors of the Company shall themselves determine shall act as Chairman of the Company. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the Meeting.

54. The Directors may delegate any of their powers to sub-committees consisting of such Director or Directors as they think fit; any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors. A Sub-Committee may elect a Chairman of its Meetings if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the Meeting.
55. A sub-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 Chairman shall have a second or casting vote.
56. All acts done by any meeting of the Directors or of a sub-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.
57. 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.

SECRETARY

58. The Secretary shall be appointed by the Directors and any Secretary so appointed may be removed by them. Anything by the Acts required or authorised to be done by or the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting by or to any officer of the Company authorised generally or specially in that behalf by the Directors; Provided that any 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 a Director and as, or in the place of, the Secretary.

SEAL

59. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Directors or of a committee of Directors authorised by the Directors 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 the purpose.

ACCOUNTS

60. The Directors shall cause proper accounts to be kept in accordance with the provisions of the Acts.
61. The books of account shall be kept at the Office or (subject to the provisions of the Acts) at such other place as the Directors shall think fit and shall always be open to the inspection of the Directors.
62. The Directors shall from time to time, in accordance with the provisions of the Acts, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are specified in the Acts.

63. A copy of the Directors and Auditors reports, accompanied by copies of the balance sheet, profit and loss account and other documents required by the Acts to be annexed to the balance sheet shall, twenty one days at the least before the Annual General Meeting, be delivered or sent by post to the registered address of every member other than any Network member or subscriber, and to every holder of debentures of the Company (whether or not they are entitled to receive notice of meetings) and to the Auditors, provided that, if copies of such documents are sent less than twenty one days before the date of the meeting, they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by all the members entitled to attend and vote at the meeting.
64. The auditors report shall be read before the Company in General Meeting and shall be open to inspection by any member. The annual audited accounts of the company shall be kept and made available to the Revenue Commissioners on request.
65. Every account of the Directors when audited and approved by an Annual General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such an error is discovered within the period, the account shall forthwith be corrected and thereupon shall be conclusive.

AUDIT

66. The provisions of the Acts in regard to audit and auditors shall be observed.

NOTICES

67. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 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.
68. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every Ordinary member, and
 - (b) the Auditors for the time being of the company.

No other person shall be entitled to receive notice of General Meetings.

INDEMNITY

69. Every Director and other officer of the Company (other than an auditor) shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts while acting in such office in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court under the Acts.

WINDING UP

70. The provisions of Clause 8 of the Memorandum of Association of the Company relating to the winding-up and dissolution of the Company shall apply and have effect as if they were repeated in full in these Articles.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum & Articles of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Hayden
Marine House
Clanwilliam Court
Dublin 2

Secretary/Chief Executive
Higher Education Authority

Robert J Lawlor
30 Upper Pembroke Street
Dublin 2

Director/Secretary
Dublin Institute of Technology

Grace M Dempsey
61 St. Alban's Park
Sandymount
Dublin 4

Treasurer
Trinity College

Michael F Kelleher
National University of Ireland Cork
Cork

Finance Office & Secretary
NUI, Cork

Mary Dooley
11 Ard Na Coille
Taylors Hill
Galway

Bursar
University College Galway

John O'Connor
Finance and Physical
Development Division
University of Limerick
Limerick

Director, Finance and Physical Development
University of Limerick

Michael Francis Fahy
26 Fairways
Rathfarnham
Dublin 14

Civil Servant

Dated this the 20th October 1997

Witness to above Signatures: