

COMPANIES ACT 2014

CONSTITUTION OF A COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

ASIERA TECHNOLOGY SERVICES

MEMORANDUM OF ASSOCIATION

1. The name of the Company is Asiera Technology Services.
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 and research, for the public benefit by all publicly funded further and higher education institutions and other educational, academic, cultural and State bodies involved in the advancement of education and research, by way of the provision of and the continuous enhancement of quality network services, information and communications technology services and all or any related or associated services.
 - (b) The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied to the main object only:-
 - (i) To liaise with and provide similar network services to State and community enterprises associated with the advancement of education and research, the generation of enterprise and employment and the promotion of arts and culture.
 - (ii) To represent the network infrastructure 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 provide services and assistance to client members in the area of procurement of networking, ICT and associated services, and to enable access to associated procurement frameworks, preferential pricing, and other such supplier agreements, in support of same.
 - (vi) 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 provision of

education services.

- (vii) To provide information systems to the educational and research sector on a shared services basis, including the development of software solutions or the configuration, customisation and localisation of software packages;
- (viii) To support the implementation of information systems in the educational and research sector through, amongst other activities, rollout planning, the provision of production, pre-production and test systems, the provision of training, and the provision of pre-implementation and post-implementation programme management and support;
- (ix) To participate in and contribute to the development of national strategies related to the attainment of the Main Object of the Company.
- (x) To provide support for systems implemented in the educational and research sector, including hosting of systems, service level management, service desk support, specialist technical support and the upgrade and enhancement of software to meet evolving needs; and
- (xi) To purchase and to enter into contracts, including but not limited to, hardware, software, networks and services and hosting services and to outsource functions where appropriate to meet service commitments and requirements.

The company shall have the following enabling powers:

- (xii) 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.
- (xiii) 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.
- (xiv) 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.
- (xv) 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.
- (xvi) 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.
- (xvii) Generally in the discretion of the Company to provide for the furtherance of education and research.
- (xviii) 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
- (xix) 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.
- (xx) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- (xxi) 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.
- (xxii) 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.
- (xxiii) To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- (xxiv) To procure public funds and such other Grant Aid as may be required in pursuance of the Objects of the Company and for the benefit of the public.
- (xxv) The raising of funds and the assistance in raising funds for the Company's main objects.
- (xxvi) To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- (xxvii) to operate, install, maintain and upgrade computer software and infrastructure;
- (xxviii) to source, out-source, coordinate and to provide computer hardware, computer software, communications technology and all internet protocol-based connections and communications;
- (xxix) to raise finance and to help raise finance on its own behalf or for educational and research institutions or for other categories in the educational and research sector for the installation of computer networks and/or related support;

(xxx) to carry on any business, which may seem to the Company capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or maximise the efficiency of any of the Company's assets, rights or interests;

(xxxi) To establish and maintain links with international and national organisations having similar objectives and;

(xxxii) To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.

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 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 of the Company to the Company;
 - c) reasonable and proper rent for premises demised and let by any Director of the Company 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;
 - f) 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 if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for
 - a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges, and expenses of winding up; and
 - b) the adjustment of the rights of the 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. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of the Income and Property clause hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer

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.

The provisions of Clauses 3, 4, 8 and 9 hereof may not be altered or deleted without the previous consent or approval of the Charities Regulator.

10. 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

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

"Company" means the above named Company known as ASIERA

TECHNOLOGY SERVICES.

"Companies Acts" or the "Act" means the Companies Act 2014 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

1. For the purposes of registration the number of members of the Company is taken to be 7 but the Company may from time to time register an increase of members.
2. The members of the Company shall be 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.
3. There shall be three categories of membership of the Company namely Subscriber Members and Ordinary Members and Network members.
4. The Subscriber Members shall consist of the subscribers to the Memorandum of Association of the Company.
5. The Ordinary Members of the Company shall consist of: -
 - (a) The following seven University members, namely: -
 - i. Trinity College Dublin
 - ii. University College Cork
 - iii. University College Dublin
 - iv. University of Galway
 - v. University of Limerick
 - vi. Dublin City University, and
 - vii. Maynooth University
 - (b) Technological University Dublin, and
 - (c) The person or persons (if any) for the time being appointed as members of the Company, 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.
6. The Network members of the Company shall consist of other educational, academic, cultural, State and community enterprises involved in the advancement of education and research for the public benefit, the generation of enterprise and employment and/or the promotion of arts and culture, which, upon making application in writing for membership which is accepted by the Directors of the Company, shall subject to these Articles of Association become Network members of the Company.
7. A person who desires to be a member of the Company shall sign and deliver to the Company an application for admission framed in such terms as the Directors shall require.
8. 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.
9. 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.

10. The rights and privileges of a member shall not be transferable and shall cease on the member's death or resignation 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.
11. 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.
12. 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

13. Subject to Article 5 (c), each of the Ordinary Members of the Company 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 Ordinary Member represented 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

14. All General Meetings of the Company shall be held in the State.
 - (a) 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.

15. 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. 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

16. 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.

17. Such notice shall state: -

- (d) the place, the day and the hour of the meeting;
- (e) in any case where there is to be special business, the general nature of such business;
- (f) that the meeting is the Annual General Meeting, where such is the case; and
- (g) 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.

18. 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.

19. Where, by any provision contained in the Act, 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 Act permits) 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 Act.

20. 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

21. 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.
22. 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 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.
23. The Chairperson of the Board of the Company shall preside as Chairperson at every General Meeting of the Company, or if there is no such Chairperson, 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 Chairperson of the meeting.
24. If at any meeting no Director is willing to act as Chairperson 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 Chairperson of the Meeting.
25. The Chairperson 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 -
 - (c) by the Chairperson, or
 - (d) by at least three Ordinary Members, including Representatives and Alternate Representatives present.
26. Unless a poll is so demanded, a declaration by the Chairperson 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.
27. Except as provided in Article 27, if a poll is duly demanded it shall be taken in such 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.
28. When 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. In the event of the Chairperson 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.

29. 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.
30. Subject to Section 193 and Section 1208 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

31. 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 Subscriber Members shall have no votes.
32. Votes may be given either personally or by proxy.
33. No objection shall be raised to the qualifications of any voter except at the meeting or an 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.
34. The instrument appointing a proxy (the "**Instrument of Proxy**") shall be in writing: -
- (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of the body corporate duly authorised in writing.
35. The Instrument of 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 registered office of the Company or such other place within the State as is specified for that purpose in the notice convening the meeting and shall be deposited not later than the following times: -
- (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the Instrument of Proxy proposes to vote; or
 - b. in the case of a poll, 48 hours before the time appointed for the taking of the poll.
36. The depositing of the Instrument of Proxy may, rather than its being affected by sending or delivering the instrument, be affected by communicating the instrument to the Company by electronic means (as defined in section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.
37. The Instrument of Proxy shall be in the following form or a form as near to it as circumstances permit:

[Name of Company] (the "Company")

[Name of member] (the "Member") of [Address of Member] being a member of the Company hereby appoint/s or failing him or her [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:

Voting instructions to proxy (Choice to be marked with an "X")

Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			

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

Signature of Member

Dated [date]

38. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or incapacity 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, incapacity 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

39. The number of Directors shall be a minimum of seven (7) Directors and not more than a maximum of fifteen (15) Directors unless otherwise required by a majority of the Members of the Company.
40. Each of the Ordinary Members of the Company shall have the right to nominate potential candidates for election to the Company Board.
41. At the first Annual General Meeting of the Company, all the Directors shall retire from office and at the Annual General Meeting in every subsequent year, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
42. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
43. A retiring Director shall be eligible for re-election but no Director shall serve as a Director for more than nine years (whether consecutive or not).
44. The Company, at a meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default of the Company doing so, the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless (a) at such meeting it is expressly resolved not to fill such vacated office; or (b) a resolution for the re- election of such Director has been put to the meeting and lost.
45. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any General Meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there has been left at the Company's registered office (a) notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and (b) notice in writing signed by the person concerned of his willingness to be elected.
46. The Company may from time to time by ordinary resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.
47. The Company may, by ordinary resolution, of which extended notice has been given in accordance with Section 146 of the Act remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages

for breach of any contract of service between him or her and the Company.

48. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 48. Without prejudice to the powers of the Directors under Article 50, the Company in General Meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
49. The Directors may at any time appoint any person to be a Director of the Company, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors of the Company shall not at any time exceed the number, if any, provided for in these Articles. Any Director so appointed shall hold office only until the next annual General Meeting and shall then be eligible for re-election.

PROCEEDINGS OF DIRECTORS

50. 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. In case of equality of votes the Chairperson 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. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who, being resident in the State, is for the time being absent from the State.
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 (5).
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 Act 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.
53. A Chairperson of the Meetings of the Board of Directors shall be such person as a majority of the Directors of the Company shall themselves determine shall act as Chairperson of the Company. The procedures for the appointment of the Chairperson shall be determined by the Directors. If at any meeting the Chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be Chairperson of the meeting.
54. The Directors may delegate any of its powers to Committees consisting of such member or members of the Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.
55. The Directors may appoint the Chairperson of any Committee; if no such chairperson is elected, or if at any meeting of a Committee the Committee Chairperson is not present within 15 minutes after the time appointed for holding it, the members of the Committee present may choose one of their number to be Chairperson of the meeting.
56. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
57. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.
58. 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. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last Director.

59. A meeting of the Directors or of a Committee established by the Directors may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and –

(a) a Director or member of the Committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly, and

(b) such a meeting shall be deemed to take place: -

- (i) where the largest group of those participating in the conference is assembled;
- (ii) if there is no such group, where the chairperson of the meeting then is;
- (iii) if neither sub-paragraph (i) or (ii) applies, in such location as the meeting itself decides.

DISQUALIFICATION OF DIRECTORS

60. In addition to the circumstances set out in section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.
61. No remuneration shall be payable under any circumstances to any of the Directors in respect of his services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article 55. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Committee of the Directors or General Meetings of the Company or otherwise in connection with the business of the Company.
62. 61. 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.
63. 62. 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

64. 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.
65. 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.

SECRETARY

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

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:
- (a) signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing Committee of them; and
 - (b) be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing Committee of them.

ACCOUNTS

68. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
69. The accounting records shall be kept at the registered office or subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.
70. 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 financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in General Meeting.
71. The Directors shall in accordance with the Act cause to be prepared and to be laid before the Annual General Meeting of the Company the statutory financial statements of the Company, the Directors' Report in relation to it and the statutory Auditor's report on those financial statements and Directors'

Report as are required by the Act to be prepared and laid before the Annual General Meeting of the Company.

72. A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory Auditor's report on those financial statements and Directors' report shall, not less than twenty-one days before the date of the Annual General Meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

AUDIT

73. Auditors shall be appointed, and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

NOTICES

74. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the Member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.

INDEMNITY

75. 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 or her in defending any proceedings, whether civil or criminal, in relation to his or her acts while acting in such office in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the Court under the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JOHN HAYDEN
MARINE HOUSE
CLANWILLIAM COURT
DUBLIN 2

SECRETARY/CHIEF EXECUTIVE,
HIGHER EDUCATION AUTHORITY

John L Hayden

ROBERT J LAWLOR
30 UPPER PEMBROKE STREET
DUBLIN 2

DIRECTOR/SECRETARY, DUBLIN
INSTITUTE OF TECHNOLOGY

Robert J Lawlor

GRACE M DEMPSEY
61 ST ALBAN'S PARK
SANDYMOUNT
DUBLIN 4

TREASURER, TRINITY COLLEGE

Grace Dempsey

MICHAEL F KELLEHER
NATIONAL UNIVERSITY OF IRELAND CORK
CORK

FINANCE OFFICER & SECRETARY, NUI,
CORK

C. F. Kelleher

MARY DOOLEY
11 ARD NA COILLE
TAYLORS HILL
GALWAY

BURSAR, UNIVERSITY COLLEGE GALWAY

M Dooley

JOHN O'CONNOR
FINANCE AND PHYSICAL DEVELOPMENT DIVISION
UNIVERSITY OF LIMERICK
LIMERICK

DIRECTOR, FINANCE AND PHYSICAL DEVELOPMENT,
UNIVERSITY OF LIMERICK

J O'Connor

MICHAEL FRANCIS FAHY
26 FAIRWAYS
RATHFARNHAM
DUBLIN 14

CIVIL SERVANT

M F Fahy

DATED THIS 20th DAY OF OCTOBER 1997

WITNESS TO THE ABOVE SIGNATURES:

PAIRICK SLATTERY, *P. Slattery*
17 DAME STREET