

253804

**COMPANIES ACT 1963 TO 1990**

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**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**MEMORANDUM**

**INTERNET NEUTRAL EXCHANGE ASSOCIATION LIMITED**

1. The name of the Company is “Internet Neutral Exchange Association Limited”
2. The objectives for which the Company is established are: -
  - 1) To provide each member’s customers with a faster inter-site transaction time than has been possible heretofore, thereby improving marketing perception of Internet Performance and enhancing the conditions that promote market growth. Such inter-site transactions will additionally have the important objective of reducing each participating member’s telecommunication costs.
  - 2) To provide and develop means of communication between the members of the Company and between all persons engaged or interested in Internet Performance and to disseminate information to the public, industry and commerce and to other interested persons as to the functions of Internet Performance and the services supplied by members of the Company.
  - 3) In relation to the Internet Performance: -
    - a) to prepare, edit, print and publish, acquire and circulate books, papers and other literary undertakings and to form and maintain libraries in regard thereto;
    - b) to prepare, edit, produce acquire and circulate cinematic and television film and other information media and to form and maintain libraries in regard thereto; and
    - c) to compile statistics and other information relating thereto and to disseminate the same and to provide facilities for education and the discussion and elucidation of problems.
  - 4) To provide facilities for the education and the employment by Members of the Company of persons wishing to enter or engage in the business of Internet Performance.
  - 5) To retain or employ professional or technical advisers or workers in connection with the objects of the Company and to pay therefore such fees as may be thought expedient.
  - 6) To apply to the Government, public and other bodies, corporations, companies or persons, or by personal or public appeals for donations, subscriptions and other assistance with a view to promoting the objects of the Company, and to discuss negotiate and co-operate with Government departments, and with other companies,

firms, associates or persons in connection with matters relating to the interests of the Company.

- 7) To take such steps or proceedings and to make such applications in or before the Oireachtas or any national, parochial, municipal or other authority for the purpose of furthering the main objects of the Company, and to oppose any such steps, proceedings or applications taken or made by any company, firm, association or persons which may be deemed likely directly or indirectly to prejudice the interests of the Company.
- 8) To accept any gift of real or personal property whether subject to any trust or not, calculated to benefit the interests of the Company.
- 9) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company, and which by their constitution prohibit the distribution of their income and property among their shareholders.
- 10) To purchase take on lease or in exchange, hire or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conventionally used with, or may enhance the value of any property of the Company.
- 11) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, dams, tramways, machinery, engines, walls, fences, banks, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of these things aforesaid, and to work, manage and control the same or join with others in so doing.
- 12) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in Ireland or elsewhere, any patents, patents rights, brevets d'invention, licenses, trade marks, designs protections and concessions or other rights which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may require or propose to acquire.
- 13) To acquire and undertake the whole or any part of the business, goodwill and assets and liabilities of any person, firm or company carrying on or proposing to carry on any of the business which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with or enter into partnership or into any arrangement for sharing profits, or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- 14) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, charge, dispose or, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 15) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- 16) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and tenants, subcontractors and persons undertaking to build on or improve any property in which the Company is interested, and to give guarantees or become security for any such persons, firms or companies.
- 17) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of the debentures or debenture stock, bonds, obligations and securities of all kinds (perpetual or otherwise) and either redeemable or otherwise and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge or lien upon the whole or any of the Company's property or assets (whether present or future) including its uncalled capital, 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 and to purchase, redeem or pay off any such securities.
- 18) To give credit to or to become surety or guarantor for any person or company, and to give all descriptions of guarantees and indemnities and either with or without the Company receiving any consideration to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets, present and future, and the uncalled capital of the Company) the performance of the obligations and the repayment or payment of the capital or principal of and dividends of interest on any stocks shares, debentures, debenture stock, notes, bonds or other securities or indebtedness of any person, authority (whether supreme, local, municipal or otherwise) or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 155 of the Companies Act 1963 or any statutory modification or re-enhancement thereof or another subsidiary as defined by the said section of the Company's holding company or a subsidiary of the Company or otherwise associated with the Company in business.
- 19) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 20) To apply for promote and obtain any Act of the Oireachtas, Provisional Order or Licence of the Minister for Industry and Commerce or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 21) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any companies, firms or persons, that may seem conducive to the attainment of the Company's objects or any to them, and to obtain from

any such government, authority, company, firm or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- 22) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- 23) To act as agents or brokers, and as trustees or as nominee for any person, firm or company, and to undertake and perform subcontracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, subcontractors, trustees or nominees or others.
- 24) To remunerate any person, firm or company rendering services to this Company.
- 25) To adopt such means of making known the Company and its services as may seem expedient.
- 26) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any persons, firm or company to pay the same, and to pay commission to brokers and others for underwriting, placing selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of the Company.
- 27) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities (to include death benefits) or charitable aid to any persons who may have been officers or employees or ex-officers or ex-employees of the Company, or, its predecessors in business, or to the spouses, children or other relatives or dependants of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any such person or of their spouses, children or other relatives or dependents.
- 28) To establish, promote or otherwise assist any other company or companies or associations for the purpose of acquiring the whole or any part of the business or property, and undertaking any of the liabilities of this Company, or of undertaking any business or operation which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any parts of the shares or securities of any such company as aforesaid.
- 29) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company whether or not having objects altogether or in part similar to those of this Company.
- 30) To procure the Company to be registered or recognised in any foreign country or place.

31) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each sub-Clause of this Clause shall be construed independently of the other sub-Clauses hereof, and that none of the objects mentioned in any sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-Clause.

3. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the repayment of interest at a rate not exceeding five cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company: but so that no member, director or member of a committee for the time being shall be appointed to any salaried office of the Company or any office of the Company paid fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any Director or to any member of such committee except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a Director of the Company or member of such committee may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and the liabilities of the Company contracted before he ceases to a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.27.
6. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to a company having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Company under and by virtue of Clause 3 hereof, such body of persons to be determined by the members of the Company at or before the time of dissolution, and in default thereof such Judge of the High Court as may have or acquire jurisdiction in the matter and if so far as effect cannot be given to the aforesaid provision then to some charitable object.

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**ARTICLES OF ASSOCIATION**

**INTERNET NEUTRAL EXCHANGE ASSOCIATION LIMITED**

**General**

1. In these Articles,

“the Act” means the Companies Acts 1963 to 2003

“the Association” means this Company

“Chief Executive Officer” means the person employed by the Committee to manage the day-to-day business of the Association as directed by the Committee Members of the Association.

“the Committee” means the Board of Directors or other Governing Body for the time being of the Association

“Committee Member” means any member of the Committee

“Ireland” means the territory of the Republic of Ireland

“Member” means any company or other registered body as defined in Articles 3, 4 & 5 of these Articles

“Month” means calendar month

“the Office” means the registered office of the Company

“these presents” means these Articles of Association as originally framed, or as from time to time altered by Special Resolution

“the Seal” means the common seal of the Company

“In writing” means written or produced by any substitute for writing or partly one and partly another, including facsimile, e-mail or any other electronic means of transmission

“Year” means calendar year

Words importing the singular number only shall include the plural number and vice versa

Words importing the masculine gender shall include the feminine gender and vice versa

Words importing persons shall include corporations

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

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date as which these Articles become binding on the Association.

## **Preliminary**

2. The Association shall be a private company limited by guarantee and not having a share capital within the meaning of the Companies Act 1963 to 1990 and the regulations of Table C set out in the First Schedule to the Companies Act 1963 shall not apply to the Association.

## **Membership**

3. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these presents, and none others, shall be Members of the Association and shall be registered in the Register of Members accordingly and any Member of the Association, other than the subscribers to the Memorandum of Association, shall be entitled to term themselves “Member of the Internet Neutral Exchange Association”.
4. For the purpose of registration of the Association the number of the Members of the Association is to be taken as unlimited.
5. Any company or other registered body deemed by the Committee to be a provider of internet services whose business includes the internet transmission of content or services shall be qualified for election to membership of the Association, provided always that the Committee may, by a majority of not less than 75 percent of the members of the Committee at the time, in its absolute discretion, waive any of the qualifications for membership as specified herein if it considers it just and equitable in the special circumstances of any particular case.

6. Any company or other registered body wishing to be admitted to membership of the Association must sign and deliver to the Secretary an application form framed in such terms as the Committee shall from time to time require, and admission to membership shall not in any case be effective until payment of the required subscription pursuant to Article 8 hereof. The form of application must be signed by the relevant director and/or authorized delegate for the time being of the company or other registered body applying for membership.
7. Admission to membership shall be decided by the Committee, which may in its absolute discretion refuse to admit any applicant to membership if it is deemed by the Committee not to be in the best interest of the Association. The Committee shall vote upon each name submitted to it.
8. (A) Every Member shall on admission to the Association pay an initial membership fee at such rate as may from time to time be determined by the Committee.  
  
(B) Every Member shall on admission to the Association and also on receipt of invoices in each year of membership, after the year in which it is admitted, pay to the funds of the Association membership charges at such rates may from time to time be determined by the Committee (such rates to vary according to the capacity of connectivity to the Company's switch(es) required by the Member); provided always that the Committee may in its absolute discretion waive or reduce the subscription payable by any Member either generally or in any particular case and for any circumstances agreed in unison by all members of the Committee.
9. Every Member shall use its best endeavors to promote the objects and the interests of the Association and shall observe all the Association's regulations affecting it contained in or effective pursuant to these presents.
10. A Member shall cease to be a Member in any of the following circumstances; -  
  
(A) If, after written application has been made to it, its annual subscription or any portion thereof remains payable and unpaid for more than three months after the due date or if after written application the required declaration referred to in Article 6 (B) and the information required therein has not been received by the Association within three months of the due date.  
  
(B) If by writing lodged at or sent to the Office, it resigns from membership. Such notice in the case of a Company must be signed by the majority of the Directors or authorised delegate for the time being of that Company and in the case of a sole proprietor of a firm by the sole proprietor himself or, in the case of a partnership, by the majority of the partners for the time being of that partnership.  
  
(C) If it shall fail: -
  - (i) to perform any obligation binding upon it by these presents or by the Code of Ethics of the Association for one month after notice in writing requiring it to do so shall have been served upon it by the Association ;or
  - (ii) if in the opinion of the Committee its conduct shall be calculated in any respect to be prejudicial to the interests of the Association and it shall fail to remedy such



conduct to the satisfaction of the Committee for one month after notice in writing requiring it to do so shall have been served upon it by the Association;

in either of such cases the Committee shall resolve that its membership be terminated by resolution passed by a majority of not less than 3 Members of the Committee present and voting at a meeting of the Committee of which notice specifying the intention to propose the resolution has been given and at which the Member concerned shall have been given reasonable opportunity to attend and speak on its own behalf or to authorise a representative to attend and speak on its behalf of such meeting;

provided also that such resolution shall not be immediately effective if by notice in writing served on the Association within thirty days of the notification to the Member of the passing of such resolution to the Member shall require such resolution to be submitted to a General Meeting of the Association and in the event, the said resolution shall only take effect when and if confirmed by such General Meeting. At any such General Meeting a reasonable opportunity shall be afforded to a representative to attend and speak on behalf of such Member.

(D) If a Member shall become bankrupt or compound with its creditors or, being a company, shall be dissolved, shall go into liquidation or have a Receiver appointed of its undertaking and assets or any part thereof.

11. The rights of each Member shall not be capable of transfer or transmission.
12. A Register shall be kept by the Association containing the names and address of all the Members, together with such other particulars as may be required by the Act or pursuant to these Articles.
13. Any Member who for any cause whatsoever shall cease to be a Member shall remain liable for and shall pay to the Association all moneys which may become payable by it by virtue of its liability under the Memorandum of Association.

### **Conduct and Discipline**

14. The Committee shall have power to define conduct which, in their opinion, is prejudicial to the interests of the Association and shall have like power to prescribe the rules of professional conduct applicable to Members of the Association and to secure the due observance of the same as therein provided.
15. The Committee shall delegate its power of preliminary investigation of cases of alleged misconduct to a disciplinary committee as provided in the Association's Code of Ethics. Such disciplinary committee shall have power to acquit honorably or discipline Members by reprimand, severe reprimand, publication of name, suspension of privileges or suspension of membership in cases which, in the view of the disciplinary committee, are not sufficiently serious to warrant the assembly of the Committee to consider the case under Article 10(c). The Committee shall make rules for the disciplinary committee under Article 68.

## **General Meetings**

16. The Association 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 Association and that of the next. Provided that so long as the Association 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. The annual general meeting shall be held at such time and place as the Committee shall appoint.
17. All general meetings other than annual general meetings shall be called extraordinary general meetings.
18. The Committee may, whenever they may 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 Ireland sufficient number of the Committee Members capable of acting to form a quorum, any Committee Member or any two Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may convened by the Committee.
19. Subject to Sections 133 and 141 of the Act an annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day for which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in manner thereafter mentioned or in such other manner, if any, as may be prescribed by the Association in General meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association.

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by the Auditors of the Association and by all the Members entitled to attend and vote there.

20. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that 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 annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Committee and Auditors, the election of Committee Members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

22. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided 10 Members, or 30% of the Members, whichever number is less, who are present in person or by proxy shall be a quorum.
23. 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 Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
24. The Chairman or failing him the Vice-Chairman (if any) of the Association shall preside as chairman at every general meeting of the Association, or if there is no Chairman or Vice-Chairman for the time being, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Committee Members present shall elect some other Committee Member to be chairman of the meeting. If at any meeting no Committee Member is willing to act as chairman or if no Committee Member is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.
25. The Chairman may, with the consent of any meeting at which a quorum is present, (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.
26. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded by the Chairman or by at least five Members present in person or by proxy. Unless the poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association 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 the poll may be withdrawn.

27. Except as provided in Article 26, 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.
28. In the case of 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 not be entitled to a second or casting vote.
29. 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 other business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

- 30. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held, and such resolution may consist of several documents in the like form each signed by one or more of the said Members.

**Votes of Members**

- 31. Subject as thereafter provided, each Member present in person or by proxy whether on a show of hands or a poll shall have one vote.
- 32. No Member, other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of its membership shall be entitled to vote on any question at any general meeting.
- 33. On a show of hands or on a poll, votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 34. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a Company Member, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Association.
- 35. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office or at such other place within Ireland as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 36. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit: -

I/We.....  
...of.....  
.....in the County of.....being a Member/Members of the above-named  
company, hereby appoint  
.....of.....  
or failing him.....of.....

as my/our proxy, to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the .....day of .....20... and at any adjournments thereof.

Signed this.....day of..... 20....

This form is to be used \*in favour of /against the resolutions unless otherwise instructed, the proxy will vote as he thinks fit.

\*(strike out whichever is not desired)

37. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of such death or revocation shall have been received by the Association at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
38. No Member shall be entitled to vote at any general meeting unless any monies immediately payable by him to the Association for whatsoever reason have been paid.

### **Company Member Acting by Representatives**

39. Any Company Member of the Association may by Resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the Company Member which he represents as that Company Member could exercise if it was an individual Member of the Association.

### **Officers**

40. The Chairman and the Vice-Chairman shall be elected by the Committee. Should the position of Chairman be vacated, this vacancy shall be filled by the Vice-Chairman and he shall hold office until the Board Meeting following his appointment.
41. The Secretary of the Association should be appointed by the Committee. He shall conduct the correspondence of the Association and shall have the custody of all documents belonging to the Association. He shall keep full and correct minutes of all proceedings of the Association and of the Committee which shall be open to inspection by any Member of the Association on application to him.
42. The Committee Members shall not be entitled to any remuneration for their services but the Committee may authorize the payment by the Association to any such Committee Member of any reasonable and proper out-of-pocket expenses incurred by him/her in the performance of his/her duties or otherwise in connection with the affairs of the Association.
43. The Association may by an ordinary resolution remove any Committee Member before the expiration of his/her period of office, and may by an ordinary resolution appoint another Committee Member in his/her stead.

44. The office of any Committee Member shall be vacated upon the happening of any of the events specified in Article 60 and the Committee shall then nominate a Committee Member to fill the vacant post.

## **Committee**

45. Until otherwise determined by the Association in general meeting, the number of Committee Members shall not be less than two nor more than eight.
46. The first Committee Members shall be appointed in accordance with Section 3 of the Companies (Amendment) Act 1983 and need not be Members of the Association.
47. The Committee may from time to time and at any time may appoint any person nominated by a Member of the Association either to fill a casual vacancy, or by way of addition to the Committee. Any person so appointed shall retain his office only until the next annual general meeting, but he shall then be eligible for election.
48. Subject of Article 50
  - (a) A person shall not in any circumstances be eligible to be a Committee Member of the Association unless he/she is a Director and/or authorized delegate of a Member of the Association.
  - (b) Not more than one nominee of each Member shall be a Committee Member of the Association.

## **Borrowing**

49. The Committee Members may exercise all the powers of the Association to borrow money, and to mortgage or charge its 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 Association.

## **Powers and Duties of the Committee Members**

50. The business of the Association shall be managed by the Committee who may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act of these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting, but no regulation made by the Association in general meeting, shall invalidate any prior act of the Committee Members which would have been valid if that regulation had not been made.
51. The Committee shall cause minutes to be made in books provided for the purpose:
  - a. Of all appointments of officers made by the Committee.
  - b. Of the names of the Committee Members present at each meeting of the Committee and of any sub committee.

- c. Of all resolutions and proceedings at all meetings of the Association and of the Committee and of sub-committees.
52. The Committee for the time being may not act notwithstanding any vacancy in their body; provide always that, in case the number of Committee Members shall at any time be or be reduced in number to less than the minimum prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Committee for the purpose of filling up vacancies in their body, or of summoning a general meeting, but not for any other purposes.
53. The Committee may establish local sections and overseas branches of the Association and make or approve regulations for their constitution and proceedings.
54. Subject as herein before provided the Committee of the Association shall have powers to make regulations on all matters, not provided for in these presents and to do all such things as it may deem necessary for attaining the objects of the Association, provided that no such regulations shall have effect to the extent that it is inconsistent with these presents. All regulations shall be published to Members within thirty days of being made. The Committee of the Association may in the prescribed manner and upon publication alter or revoke any regulation. Notwithstanding the power conferred by this Article the Association by Special Resolution may alter or revoke any resolution without prejudice to any act or thing already done pursuant thereto.

## **Code of Ethics**

55. Save so far as determined by the Act or by the Memorandum and Articles of Association of the Association, the constitution and mode of government of the Association, the rights and obligations of every Member thereof and of every other person contractually bound by the Articles, the appointment, duties, powers and privileges of all officer, Committee Members and other governing or administrative bodies of the Association may be regulated by, or in accordance with, the Code of Ethics made from time to time by the Committee, and such Code of Ethics may from time be added to, altered or amended by the Committee.

Any resolution of the Committee for the adoption, making, alteration or revocation of such Code of Ethics shall be subject to confirmation of Ordinary Resolution of the Association at the next annual general meeting and, if it be not so confirmed, shall cease to have effect at the conclusion of that meeting. Each provision contained in the Code of Ethics for the time being in force shall be binding upon all Members until the same shall cease to have effect as herein before provided or shall be varied or set aside by an Ordinary Resolution of the Association. No Member shall be absolved from such Code of Ethics by reason of his not having received a copy of the same, or of any alterations or additions hereto, or having otherwise no notice of them.

## **Disqualification of Committee Members**

56. The office of a Member of the Committee shall be vacated:

- a. If a receiving order is made against him or he makes any arrangement or composition with his creditors;
- b. If he becomes of unsound mind;
- c. If he ceased to be a Member or a nominee of a Member of the Association;
- d. If by notice in writing to the Association he resigns his office;
- e. If he ceased to hold office by reason of any order made under section 184 of the Act;
- f. If he is removed from office by a resolution duly passed pursuant to Section 182 of the act;
- g. If he should fail to attend all duly convened meetings within a 3-month calendar period without cause or explanation accepted by the Chairman.

## **Annual Election of Committee Members**

57.

- (a) At the first annual general meeting of the Association after the adoption of these Articles, all Committee Members shall retire from office and at the annual general meeting in every subsequent year half of the Committee Members for the time being shall retire from office.
- (b) A retiring Committee Member shall be eligible for re-election.
- (c) If at an Annual General Meeting the number of candidates available for election is less



than or equal to the number of vacancies created by the retiring Committee Members, the Committee may nominate one or more candidates so that the total number of proposed candidates shall exceed the number of Committee Members to be appointed by the general meeting.

(d) The Committee Member/s to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Committee Members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

58. Any two Members who are entitled to vote may propose as a Committee Member any other Member or nominee of a Member who is entitled to hold office by giving notice in writing to the Secretary 30 days before the meeting. If any such notice is given, all Members entitled to vote shall be given notice of that fact at least 21 days before the meeting. Voting shall be by ballot and every voting Member shall be entitled to vote for as many candidates as there are vacancies to be filled. The candidates up to the number of vacancies who receive most votes shall be declared elected, and in the case of 2 or more candidates receiving an equal number of votes, the Chairman shall not have a casting vote.

59. The Association may by an ordinary resolution remove any Committee Member before the expiration of his period of office, and may by an ordinary resolution appoint another Member or nominee of a Member in his stead.

### **Proceedings of Committee**

60.

(a) The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined 50% of the Committee Members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall not have a second or casting vote.

(b) The Chief Executive Officer of the Company is to be invited to attend all general meetings of the Company and the Committee may also invite employees of the Company and representatives from outsourced services to attend.

61.

(1) For the purpose of these Articles, the contemporaneous linking together by telephone or other means of audio communication of a number of Committee Members not less than the quorum shall be deemed to constitute a meeting of the Committee Members, and all the provisions in these Articles as to meetings of the Committee Members shall apply to such meetings.

(2) Each of the Committee Members taking part in the meeting must be able to hear each of the other Committee Members taking part.

(3) At the commencement of the meeting each Committee Member must acknowledge his/her presence and that he/she accepts that the conversation shall be deemed to be a meeting of the Committee Members.

- (4) A Committee Member may not cease to take part in the meeting by disconnecting his/her telephone or other means of audio communication unless he/she has previously obtained the express consent of the Chairman of the meeting, and a Committee Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he/she previously obtained the express consent of the Chairman of the meeting to leave the meeting as aforesaid.
- (5) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairman of the meeting.
62. The Chairman for the time being of the Association shall be the Chairman of the Committee and shall be entitled to preside at all Committee meetings at which he shall be present, but if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the meeting the Vice-Chairman in attendance, the Committee Members present shall choose one of their number to be Chairman of the meeting.
63. The Committee may delegate any of their powers to sub-committees consisting of such person or persons (whether or not Committee Members) as the Committee think fit. Any sub-committee so formed shall conform to any regulations imposed on it by the Committee and shall be subject at all times to the control of the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee as aforesaid.
64. All acts bona fide done by any meeting of the Committee or of any sub-committee set up by the Committee, or by any person acting as a Committee Member or of any sub-committee, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such committee member 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 or had duly continued in office and was qualified to be a Committee Member or a member of the sub-committee.
65. A resolution in writing signed by all the Committee Members for the time being of the Committee or of any sub-committee set up by the Committee who are duly entitled to receive notice of a meeting of the Committee or of such sub-committee shall be valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee respectively duly convened and constituted and such resolution may consist of several documents in the like form each signed by one or more of the Committee Members or sub-committee Members as appropriate.

## **Secretary**

66. The secretary shall be appointed in accordance with Article 44 above. The Committee may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

## **The Seal**

67. The seal of the Association shall not be impressed on any instrument except by the authority of a resolution of the Committee or of a sub-committee authorised by the Committee in that behalf, and every instrument to which the seal shall be impressed shall be signed by a Committee Member and shall be counter-signed by the secretary or by a second Committee Member or by some other person appointed by the Committee for that purpose.

## **Accounts**

68. The Committee shall cause proper books of account to be kept with respect to: -

- a) All sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place;
- b) All assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

69. The books of account shall be kept at the Association's registered office or subject to section 147 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to inspection of the Committee Members.

70. The books of account shall be open to the inspection of any Member of the Association on reasonable notice.

71. At the annual general meeting in every year the Committee shall lay before the Association an income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association made up to a date not more than four months before such meetings) together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Committee and the Auditors and copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and read before the meeting as required by section 163 (3) of the Act.

## **Audit**

72. Once at least in every year the accounts of the Association shall be examined and the correctness of the (income and expenditure account) and balance sheet ascertained by one or more properly qualified auditor or auditors.

73. Auditors shall be appointed and their duties regulated in accordance with the act, the Committee Members being treated as the Directors mentioned in the Act.

## **Notices**

74. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members or by delivering it at his registered address.

75. Any Member described in the Register of Members by an address not within Ireland, who shall from time to time give the Association an address within Ireland at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only those Members who are described in the Register of Members by an address within Ireland shall be entitled to receive notices from the Association.

76. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter (where remitted by registered post).

77. Notice of every general meeting shall be given in any manner hereinbefore authorised to: -

- a) Every Member
- b) The auditor for the time being of the Association

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

## **Winding up**

78. If the Association shall be wound up the provisions contained in Clause 6 of the Memorandum of Association shall be performed and have effect in all respects as if the same were repeated in these presents.

## **Indemnity**

79. Subject to the provisions of the Act and of Clause 4 of the Memorandum of Association every Member of the Committee or of a sub-committee appointed by it, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings whether civil or criminal in relation to his acts while acting in such capacity wholly and exclusive acting on behalf of the company in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 391 of the Companies Act, 1963 in which relief is granted to him by the Court.