

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION OF
THE CENTRAL APPLICATIONS OFFICE (UNIVERSITIES
AND OTHER HIGHER EDUCATION INSTITUTIONS)
MEMORANDUM OF ASSOCIATION

1. Name Clause

The name of the Company is "The Central Applications Office (Universities and Other Higher Education Institutions)" (hereinafter and in the Constitution referred to as "the Company").

The Company is a Company Limited by Guarantee, registered under Part 18 of the Companies Act 2014.

2. Definitions Clause

In this Constitution:

- 2.1. "Board" means the board of Directors of the Company;
- 2.2. "Company" means The Central Applications Office (Universities and Other Higher Education Institutions)
- 2.3. "the Act" means the Companies Act 2014 and every statutory modification or re-enactment thereof for the time being in force;
- 2.4. "the AGM" means the annual general meeting of the Company;
- 2.5. "the Constitution" means this Constitution, containing a memorandum of association and an articles of association, as amended from time to time;
- 2.6. "the Directors" means the directors for the time being of the Company or the directors present at a meeting of the board of directors of the Company and includes any person occupying the position of director by whatever name called;
- 2.7. "Other Participating Higher Education Institutions" has the meaning give to it in Article 8.2;
- 2.8. "the Secretary" means any person appointed to perform the duties of the secretary of the Company;
- 2.9. "the HEI Members" means the higher education institutions set out in Article 2.1(a) as those institutions are named from time to time and including any successor of those institutions;
- 2.10. "the Representative(s)" means the person or persons as the case may be appointed by the HEI Members under Article 3;
- 2.11. "the Seal" means the Common Seal of the Company;

- 2.12. "the Office" means the registered office for the time being of the Company;
- 2.13. "ordinary resolution" means a resolution passed by a simple majority of the votes cast by members as, being entitled to do so, vote in person or by proxy at a general meeting of the Company;
- 2.14. "special resolution" means a resolution passed by not less than 75 percent of the votes cast by such members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting of the Company;
- 2.15. "State" means the Republic of Ireland.

Expressions referring to writing mean the representation, or reproduction of words or other information in a visible form by any method or combination of methods, and "written" shall be construed accordingly.

Unless the contrary intention appears, words or expressions contained in the Constitution shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which this Constitution becomes binding on the Company.

In this Constitution, the masculine gender shall include the feminine gender. The singular number shall include the plural and vice versa and words importing persons shall include firms or companies, where the context so admits or requires.

3. The Objects Clause:

The objects for which the Company is established are:

- 3.1. To establish, carry on and manage and maintain an establishment or organisation in Ireland for the purpose of regulating, administration, organising or otherwise processing in any manner whatsoever applications for admission to courses of all universities, colleges of education, institutes of technology and other post second-level education institutions and to carry on in co-operation with all or any of such institutions all or any administrative procedures to facilitate the admission of students to such institutions in any manner whatsoever.
- 3.2. To acquire whether by purchase, lease, exchange or otherwise office premises and accommodation for the purposes of the offices and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- 3.3. To vest any real or personal property rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
- 3.4. To purchase or hire or enter into agreements to purchase or hire or otherwise acquire the use of such equipment, supplies and other facilities as are necessary to the proper conduct of the Company.
- 3.5. To collect, assemble, gather, print, publish and distribute statistical and other information concerning the objects of the Company and to organise and conduct public meetings or other activities and to produce, print, publish and distribute reports, leaflets and pamphlets concerning the objects and administration of the Company.
- 3.6. To seek, solicit, apply for, receive grants, monies and funds from An tUdaras um Ard-Oideachas (The Higher Education Authority) or from any other source which shall necessarily be incurred in the conduct and administration of the objects of the Company.
- 3.7. To charge and be paid fees from the services provided by the Company.
- 3.8. To engage, employ and hire such professional, clerical, secretarial, administrative and other staff as are necessary or convenient for the proper and efficient administration of the objects and

services of the Company and to provide or contribute towards the salaries, wages or other remuneration of such professional, clerical, secretarial, administrative and other staff as are employed by the Company.

- 3.9. To enter into all such agreements, contracts and arrangements with institutions, bodies corporate, bodies and individuals as are likely to further the objects of the Company.
- 3.10. To invest and deal with monies and property of the Company not immediately required in such manner as may from time to time be determined.
- 3.11. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures and the creation of mortgages, charges or liens.
- 3.12. To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- 3.13. To acquire and undertake the whole or any part of the property, assets and liabilities of any person, company or association carrying on any objects which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- 3.14. To sell or dispose of the undertaking or property of the Company or any part thereof for such consideration as the Company may think fit.
- 3.15. To sell, improve, manage, develop, exchange, lease, let to tenants, rent, mortgage, charge, dispose or turn to account or otherwise deal with all or any of the property and rights of the Company.
- 3.16. To produce, print, publish, subscribe, to act with correspondents or to take part in the production of any journals or publications, dictionaries, catalogues, papers, pamphlets and books calculated to promote the objects of the Company as set forth in clause 3.1 hereof.
- 3.17. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations and gratuities, pensions allowances or emoluments to any persons who are or were at any time in the employment or service of the Company and to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to the advantage or to advance the interests and wellbeing of the Company or of any such other company as aforesaid and to make payments to or towards the insurance of any such persons as aforesaid and to do all or any of the matters aforesaid either alone or in conjunction with any other person, company or association whatsoever as aforesaid.
- 3.18. To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them or convenient for the exercise of any of the powers of the Company or which may be or become expedient for the possible use in any property, work or thing which may belong to the Company.
- 3.19. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them **AND IT IS HEREBY DECLARED** that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs define the objects of a separate and distinct Company;

provided that the Company shall not support with its funds or endeavor to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a trade union.

4. Power to dispense with company type forming part of company name

- 4.1. The fifth and sixth clauses of the Articles of Association contain conditions on which a license was granted by the Minister for Jobs, Enterprise and Innovation to the Company in pursuance of section 1180 of the Act, whereby the Company is exempt from the provisions of the Act relating to the use of the words "company limited by guarantee".

5. Income and Property

- 5.1. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the main objects of the Company 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.

- 5.2. Nothing herein shall prevent the payment in good faith of:

- reasonable and proper remuneration to any member, officer or servant of the Company in return for services actually rendered to the Company, or
- interest at a rate not exceeding 5 percent per annum on money lent by any member to the Company, or
- reasonable and proper rent for premises demised or let by any member to the Company. However, no member of the Company's Board of Directors, Council of Management, or Executive Committee, by whatever title called, shall be appointed to any salaried office of the Company or to any office of the Company paid by fees.
- No remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board, Council or Committee, other than:
 - the repayment of out-of-pocket expenses, or
 - interest at the rate aforesaid on money lent to the Company, or
 - reasonable and proper rent for premises demised or let to the Company, or
 - a payment to a company of which a member of the Board, Council or Committee may be a member holding not more than one per cent of the capital of that company, such member not to be bound to account for any share of profits he may receive in respect of such a payment.

6. Alterations and Amendments

- 6.1 No amendments of any kind shall be made to the provisions of clauses 5 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 5 and 8 of the memorandum of association, such that there would be non-compliance with the requirements of section 971/ 1180 and of the Companies Act 2014.

7. Limited Liability Clause

- 7.1. The liability of the members is limited.

8. Guarantee Clause

- 8.1. Every member of the company undertakes to contribute to the assets of the company, in the event of the company being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.00 per member.

9. Winding Up

- 9.1. 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 another company whose objects comply with paragraph (a) of section 971(1)/ 1180(1) of the Companies Act 2014 and which company meets the requirements of paragraph (b) of section 971(1)/ 1180(1) of the Companies Act 2014, such company to be determined by the members of this Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

**THE CENTRAL APPLICATIONS OFFICE
(UNIVERSITIES AND OTHER HIGHER EDUCATION INSTITUTIONS)**

ARTICLES OF ASSOCIATION

1. Number of Members

- 1.1. The number of members with which the Company proposes to be registered is 25 but the Directors may from time to time register an increase of members.

2. Members

- 2.1. The members of the Company shall consist of:

- a. the following twelve higher education institution members:

Atlantic Technological University,
Dublin City University,
Maynooth University,
Munster Technological University,
South East Technological University,
Technological University Dublin,
Technological University of the Shannon,
University College Cork,
University College Dublin,
University of Dublin (Trinity College),
University of Galway, and
University of Limerick.

3. Representatives

- 3.1. Each of the HEI Members shall appoint one person from among its academic or administrative staffs to be its representative and such representative on appointment shall continue as the representative until removed from such office by the member who appointed him and who shall be entitled from time to time to appoint another in his place. Any such appointment or removal of a representative by any such member shall be by resolution of the board, governing body or equivalent authority of the member concerned and a notice in writing signed by the secretary or other authorised

equivalent of such 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 Office.

A representative of a HEI Member shall be entitled to exercise the same powers on behalf of the member which he represents as that member could exercise if it were an individual member.

4. General Meetings

- 4.1. All general meetings of the Company shall be held in the State.
- a. Each member shall be entitled to attend and be represented at any general meeting of the Company by its Representative. Subject to sub-paragraph (b) of this Article 4 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 4 the annual general meeting shall be held at such time and at such place in the State as the Directors shall appoint.
- 4.2. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4.3. The Directors may whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 178(3) to (7) 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 members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which a meeting may be convened by the Directors.

5. Notice of General Meetings

- 5.1. Subject to sections 181 and 191 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 Company (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 on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting, and, in the case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned, to such persons as are, under these Articles, entitled to receive such notices from the Company.
- 5.2. 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.

6. Proceedings at General Meetings

- 6.1. 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 (pursuant to the provisions of Article 8.1 and/or Article 8.2) in the place of those retiring, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors.
- 6.2. No business shall be transacted at any general meeting unless a quorum of representatives is present at the time when the meeting proceeds to business; save as herein otherwise provided six 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 Representatives present shall be a quorum.

- 6.3. The chairman of the board of Directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairman of the meeting
- 6.4. If at any meeting no Director is willing to act as chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Representatives present shall choose one of their numbers to be chairman of the meeting.
- 6.5. The chairman with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- 6.6. 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 the show of hands) demanded:
 - a. By the chairman; or
 - b. By at least three Representatives present.
- 6.7. Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
- 6.8. Except as provided in Article 6.10, 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.
- 6.9. When there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 6.10. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 6.11. Subject to section 191 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.

7. Votes of members

- 7.1. Each member shall have one vote which shall be exercised by the Representative of such member but who shall not be entitled to a second or personal vote on any matter.

8. Directors

8.1. HEI Member Directors and external co-opted Directors

- a. The Representatives for the time being of each of the HEI Members appointed in accordance with Article 3 shall be Directors.
- b. In addition, up to three Directors made up of individuals who are not from: (i) HEI Members; or (ii) Other Participating Higher Education Institutions, may be co-opted by the Directors to the board of Directors. Any Director co-opted by the board of Directors shall serve for such period as decided by the board of Directors, subject to a maximum of three years. Any Director so co-opted is eligible for re-election or reappointment for a further three year period, but shall not be eligible to serve more than two three year periods as a Director. In co-opting, the board of Directors shall have regard to the experience and skill set of any such Director including his or her professional qualifications. The Directors may at any time, if they should be of the opinion that the interests of the Company so require, remove any Director whom they have co-opted in accordance with this Article. Such removal shall take effect immediately upon lodgment of a copy of the Directors' resolution at the Office. Notice of the removal shall be sent to the co-opted Director who is to be so removed.

8.2. Co-opted Additional Director from Other Participating Higher Education Institutes Institutions

Up to one additional Director may be co-opted by the Board (at the sole discretion of the Directors appointed by the HEI Members) to the Board selected from members of the full-time permanent academic or administrative staffs of other higher education institutes that are currently participating in the central applications office process, but who are not HEI Members (hereinafter referred to as the "**Other Participating Higher Education Institutions**") appointed in accordance with the provisions of this Article 8.2 at a Company AGM (an "**Additional Director**"). The Directors may at any time, if they should be of the opinion that the interests of the Company so require, remove any Additional Director whom they have co-opted in accordance with this Article. Such removal shall take effect immediately upon lodgment of a copy of the Directors' resolution at the Office. Notice of the removal shall be sent to the Additional Director who is to be so removed. The procedure for appointing an Additional Director at the Company AGM each year is set out in the remaining provisions of this Article 8.2.

- a. In order to be eligible for having a candidate to put forward for consideration for selection as an Additional Director pursuant to this Article 8.2, Other Participating Higher Education Institutions must have achieved in excess of 200 net acceptances through the CAO system ("**Net Acceptances**") by students for courses in that Other Participating Higher Education Institution in each of the three consecutive preceding academic years prior to putting a candidate forward for election to the Board.
- b. In the event that the Directors decide to co-opt an Additional Director as provided for in this Article 8.2 the following procedure shall apply to select and put forward a candidate for the Additional Director position.
 - i. Upon the Board exercising the right to co-opt an Additional Director for the first time after the adoption of this Constitution the provisions of this Article 8.2.b.i shall apply. Thereafter, in successive years the provisions of Article 8.2.b.ii shall apply.

A. The Secretary shall notify the Other Participating Higher Education

Institution with the highest number of Net Acceptances in the most recent academic year, of the date that has been selected for the Company AGM and that the Board is inviting that Other Participating Higher Education Institution to put forward a nominee (the "**First Nominee**") for election as the Additional Director pursuant to this Article 8.2 60 days prior to the date of the Company AGM.

- B. The name of the First Nominee proposed for election must be notified to the Secretary no later than 40 days prior to the date of the Company AGM.
 - C. In the event that the name and details of the First Nominee have not been notified to the Secretary in time period provided for in Article 8.2(b)(i)(B) then the Board may (but for the avoidance of any doubt is not obliged to) approach an alternative Other Participating Higher Education Institution to request that it puts forward an alternative First Nominee for consideration for election as the Additional Director.
 - D. The name of the First Nominee seeking election as the Additional Director on the Board pursuant to this Article 8.2 shall be circulated to all HEI Members no later than 23 days prior to the date of the Company AGM.
 - E. The First Nominee presenting for election to the position of Additional Director shall be required to submit a brief profile of their experience and/or qualifications relative to the position they are standing for in a format prescribed by the Board from time to time.
 - F. The HEI Members shall then by way of voting approve or reject the election of the First Nominee presented for the position of Additional Director. If the HEI Members approve the First Nominee then they shall be elected to the Board as and from the conclusion of the Company AGM as the Additional Director. If the HEI Members reject the First Nominee then the position of the Additional Director shall not be filled for that year.
- ii. In subsequent years after the Board has elected to exercise the provisions of Article 8.2.b.i, if the Board chooses to co-opt an Additional Director to the Board, the following provisions shall apply:
- A. The Secretary shall notify the Other Participating Higher Education Institution which: (i) has satisfied the conditions set out in Article 8.2.a; and (ii) which the Board has identified and selected to invite to put forward a nominee (the "**Nominee**") for election as the Additional Director pursuant to this Article 8.2 60 days prior to the date of the Company AGM.
 - B. The name of the Nominee proposed for election must be notified to the Secretary no later than 40 days prior to the date of the Company AGM.
 - C. In the event that the name and details of the Nominee have not been notified to the Secretary in time period provided for in Article 8.2(b)(ii)(B) then the Board may (but for the avoidance of any doubt is not obliged to) approach an alternative Other Participating Higher Education Institution to request that it puts forward an alternative Nominee for consideration for election as the Additional Director.
 - D. The name of the Nominee seeking election as the Additional Director on the Board pursuant to this Article 8.2 shall be circulated to all HEI Members no later than 23 days prior to the date of the Company AGM.
 - E. The Nominee presenting for election to the position of Additional Director shall be required to submit a brief profile of their experience

and/or qualifications relative to the position they are standing for in a format prescribed by the Board from time to time.

- F. The HEI Members shall then by way of voting approve or reject the election of the Nominee presented for the position of Additional Director. If the HEI Members approve the Nominee then they shall be elected to the Board as and from the conclusion of the Company AGM as the Additional Director. If the HEI Members reject a Nominee then the position of the Additional Director shall not be filled for that year.
- c. An Additional Director elected to the Board pursuant to this Article 8.2 shall serve for a one year term until the conclusion of the next Company AGM.
- d. For the avoidance of doubt, in the event that a First Nominee or a Nominee has not been put forward in accordance with the provisions of Articles 8.2.b.i.c or 8.2.b.ii.c respectively, then the position of the Additional Director shall not be filled for that following year.

9. Disqualification of Directors

- 9.1. The office of a Director shall be vacated if the Director:
 - a. is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally;
 - b. becomes prohibited at law from being a Director;
 - c. becomes of unsound mind;
 - d. resigns his office by notice in writing to the Company;
 - e. is convicted of an indictable offence unless the Directors otherwise determine; or
 - f. is removed as a Representative pursuant to Article 3 hereof or as a Director pursuant to Article 8.1(b), (c) or (d) hereof.
- 9.2. **Directors** or any one or more of them shall not be entitled to remuneration for their services but may be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company.
- 9.3. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10. Powers and Duties of Directors

- 10.1. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Act or by the Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of the 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 acts of the Directors which would have been valid if that direction had not been given.
- 10.2. 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 of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the

Directors under the 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 attorneys as the Directors may think fit, and may also authorise any such attorneys to delegate all or any of the powers, authorities and discretions vested in him.

11. Proceedings of Directors

- 11.1. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 11.2. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes the chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. 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.
- 11.3. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be three (two of which must always be Directors appointed by the HEI Members).
- 11.4. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of summoning a general meeting of the Company but for no other purpose.
- 11.5. A chairman of the meetings of the board of Directors shall be such one of the Directors (as appointed by the HEI Members) as a majority of the Directors shall themselves determine and who shall act as Chairman of the Company. If at any meeting the chairman is not present within five minutes after the time appointed for holding the same the Directors present may choose one of their numbers to be chairman of the meeting.
- 11.6. The Directors may delegate any of their powers to sub-committees consisting of such Director or Directors as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors. A sub-committee may elect a chairman of its meetings if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their numbers to be chairman of the meeting.
- 11.7. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.
- 11.8. All acts done by any meeting of the Directors or of a sub-committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

12. Written resolutions and telephonic meetings of Directors

- 12.1. A resolution in writing signed by all the Directors of the Company, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the Directors or, as the case may be, of such a committee, shall be as valid as

if it had been passed at a meeting of the Directors or such a committee duly convened and held.

12.2. A resolution referred to in Article 12.1 may be signed by electronic signature, advanced electronic signature or otherwise as approved by the Directors.

12.3. Subject to Article 12.4, where one or more of the Directors (other than a majority of them) would not, by reason of:

12.3.1. this Act or any other enactment;

12.3.2. the Company's Constitution; or

12.3.3. a rule of law,

be permitted to vote on a resolution such as is referred to in Article 12.1, if it were sought to pass the resolution at a meeting of the Directors duly convened and held, then such a resolution, notwithstanding anything in Article 12.1, shall be valid for the purposes of that subsection if the resolution is signed by those of the Directors who would have been permitted to vote on it had it been sought to pass it at such a meeting.

12.4. In a case falling within Article 12.3, the resolution shall state the name of each Director who did not sign it and the basis on which he did not sign it.

12.5. For the avoidance of doubt, nothing in the preceding Articles dealing with a resolution that is signed by other than all of the Directors shall be read as making available, in the case of an equality of votes, a second or casting vote to the one of their number who would, or might have been, if a meeting had been held to transact the business concerned, chairperson of that meeting.

12.6. The application of section 161 of the Act shall be modified accordingly.

13. Meetings of Directors by conference

13.1. A meeting of the Directors or a committee of them 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 communications) to speak to each of the others and to be heard by each of the others; and

13.1.1. a Director or member of a 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

13.1.2. such a meeting shall be deemed to take place:

(a) where the largest group of those participating in the conference is assembled;

(b) if there is no such group, where the chairperson of the meeting then is;

(c) if neither subparagraph (a) or (b) applies, in such location as the meeting itself decides.

13.1.3. 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.

13.2. The application of section 161 of the Act shall be modified accordingly.

14. Company Secretary

14.1. The Company shall have a secretary, who may be one of the Directors. Where the Company has only one Director, that person may not also hold the office of secretary of the Company.

14.2. The secretary shall be appointed by the Directors, for such term, for such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them.

15. The Seal

15.1. The Common Seal of the Company shall be used only by the authority of the Directors or of a committee authorised by the Directors to exercise such authority or by any one or more persons severally or jointly so authorised by the Directors or such a committee, and the use of the seal shall be deemed to be authorised for these purposes whether the matter or transaction pursuant to which the seal is to be used has been authorised.

15.2. Every instrument to which the seal shall be affixed shall be signed by any one of:

15.2.1. a Director;

15.2.2. the secretary, or

15.2.3. some other person appointed by the Directors for that purpose.

and the signature or countersignature of a second person shall not be required.

15.3. The Company may have an official seal for use abroad, which shall resemble the seal of the Company with the addition on its face of the name of every place abroad where it is to be used.

16. Financial Statements

16.1. The Directors shall cause adequate accounting records to be kept relating to:

- a. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- b. all sales and purchases of goods by the Company; and
- c. the assets and liabilities of the Company.

16.2. Adequate Accounting Records 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 Company's affairs and to explain its transactions.

16.3. The books of account shall be kept at the 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 Directors or by or on behalf of any member.

- a. The members of the Board 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 members not being a Director, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the member of the Board or by the Company in general meeting.

- b. The Board Members shall from time to time in accordance with the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such income and expenditure accounts, balance sheets and reports as are required to be prepared and laid before the Annual General Meeting of the Company.

16.4. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the Directors report and auditors' report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

17. Audit

17.1. Auditors shall be appointed and their duties regulated in accordance with the Acts.

18. Notices

18.1. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or subject to the provisions of the Act by electronic means. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

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

- a. every member; and
 - b. the auditors for the time being of the Company.
- No other persons shall be entitled to receive notice of general meetings.

19. Indemnity

19.1. Subject to the provisions of and so far as may be permitted by section 235(3) of the Act every Director, secretary and other officer (excluding statutory auditors) of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

J. P. Tardale, "Kilsheden", 34, Nulty Avenue, Ballsbridge,
Dublin.
University administrator. ✓

Desmond Connell, 20 St Helen's Road, Booterstown, Co Dublin.
Professor ✓

William Arthur Watts, 16 Laneswood Park, Scallorgue, Co Dublin
University Professor ✓

Peter Ben Bruntice 20 upper Merrion Street Dublin Solicitor
Michael Phelan, Derrygon, Lts 2 Rockstown Ave, Dun Laoghaire
University Administrator ✓

Rowland Montgomerie 20 upper Merrion Street
Dublin Solicitor ✓
Law. Ross 20 upper Merrion Street Dublin Solicitor ✓

Dated the 19th day of December 1975.

Witness to the above signatures:-

Arthur J. S. Moran
20 upper Merrion Street
Dublin 2 Solicitor.