

COMPANY NUMBER: NI026154

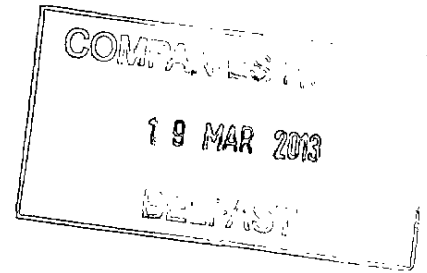
THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTIONS

of

THE SCOUT FOUNDATION (N.I.) (the "Company")



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "**Resolutions**").

SPECIAL RESOLUTIONS

1. **THAT** the memorandum of association of the Company be amended by the addition of the following as new object 3 (a) immediately following object 2:

“(a) The main object for which the Company is established is to encourage the physical, intellectual, emotional, social and spiritual development of young people so that they may achieve their full potential and, as responsible citizens, to improve society”;
2. **THAT** the memorandum of association of the Company be amended by the addition of the following words immediately after new object 3 (a):

“(b) In furtherance of the main object, the Company shall have the following powers:-”;
3. **THAT** the memorandum of association of the Company be amended by renumbering the existing objects 3 (a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k), (l), (m), (n), (o), (p), (q), (r), (s) and (t) as objects 3 (b) (i), (ii), (iii), (iv), (v), (vi), (vii), (viii), (ix), (x), (xi), (xii), (xiii), (xiv), (xv), (xvi), (xvii), (xviii), (xix) and (xx);
4. **THAT** the articles of association of the Company be amended by the addition of the following words immediately after the Company name on the first page:

“(amended June, 2007)”;

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COMPANIES HOUSE

5. **THAT** the memorandum and articles of association attached to this written resolution be adopted as the memorandum and articles of association of the Company to the exclusion of all existing and previous memorandum and articles of association of the Company;
6. **THAT** the amendments proposed to the memorandum and articles of association of the Company be and are hereby approved.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being a Director of the Company and with the authority of all of the Members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Date: 18th November, 2012

Signed by:

Frans H. Laguerre

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to the Company Secretary, The Scout Foundation (N.I.), Unit 101 Lisburn Enterprise Centre, Ballinderry Road, Lisburn, BT28 2BP.
 - **Post:** returning the signed copy by post to the Company Secretary, The Scout Foundation (N.I.), Unit 101 Lisburn Enterprise Centre, Ballinderry Road, Lisburn, BT28 2BP.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the Resolutions to pass within 28 days from the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney when returning this document.

Companies (Northern Ireland) Order 1986

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE SCOUT FOUNDATION (N.I.)
(amended June, 2007)

1. The Company's name is: "THE SCOUT FOUNDATION (N.I.)"
2. The Company's registered office is to be situated in Northern Ireland.
3. The Company's objects are:
 - (a) The main object for which the Company is established is to encourage the physical, intellectual, emotional, social and spiritual development of young people so that they may achieve their full potential and, as responsible citizens, to improve society.
 - (b) In furtherance of the main object, the Company shall have the following powers:-
 - (i) To undertake, accept, execute, perform and administer any trusts or conditions affecting lands, buildings, hereditaments, investments, funds or other property whatsoever held or owned in trust or for the benefit of any of the purposes or objects of Scouting Ireland or any part thereof in Northern Ireland established according to the Constitution and Rules of Scouting Ireland.
 - (ii) To take such steps as may be necessary under the law relating to charities or charitable trusts for validity and effectually vesting such property or any part thereof in the company.
 - (iii) To employ all such staff officers and servants as may be required for the purposes of the company.
 - (iv) To undertake, accept, execute and administer any charitable trusts without remuneration.

(v) To acquire, accept and hold as trustee, nominee or agent of or for Scouting Ireland or any part thereof, and to sell, exchange or otherwise dispose of, manage, develop, deal with, and turn to account, real and personal property of all kinds whatsoever, and any interest therein subject to such consents (if any) as may for the time being be required by law and to the terms of any trusts affecting the same.

(vi) To found, subsidise, manage and assist any funds, associations or institutions calculated or intended to assist Scouting Ireland or any part thereof, provided that every such fund, association or institution shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof.

(vii) To accept any grant, gift or donation of property, devise, legacy or annuity, subscription or contribution, whether subject to any special trusts or conditions or not, for the purposes or objects of Scouting Ireland or any part thereof, or any of them, or for any charitable purpose.

(viii) To take such steps as may from time to time be deemed expedient for the purpose of promoting the objects of the Company or of procuring contributions to its funds by way of gifts, donations, subscriptions, legacies, devises or in any other manner.

(ix) To borrow, raise or secure the payment of money for the purpose of promoting the objects of the Company and for those purposes to create mortgages or charges on the undertaking and all or any part of the property and the rights of the Company, present or after acquired, so far as may be consistent with any trusts affecting the same.

(x) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.

(xi) To sell, lease, let, mortgage, exchange, dispose of or turn to account all or any of the

property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

(xii) To invest the monies of the Company, not immediately required for its purposes, in or upon such investments, securities or properties subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(xiii) To establish and support and to aid in the establishment and support of any other association formed for all or any of the objects of the Company, provided that every provided that every such Association shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof.

(xiv) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company and which shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof.

(xv) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, engagements of any one or more of the Companies, institutions, societies or associations with which the corporation is authorised to amalgamate.

(xvi) To procure the Company to be registered or recognised in any foreign country or place and to obtain any Act of Parliament, provisional order, enactment, decree or other legislative or executive act of any government, state, colony, province, dominion, sovereign authority, supreme, municipal, local or otherwise for enabling the Company to carry any of its objects into effect.

(xvii) To pay all expenses of and incidental to the formation and establishment of the Company.

(xviii) To establish and support or to aid in the establishment and support of associations, institutions, funds, trusts and conveniences

calculated to benefit only employees or ex-employees of the Company (not being members of the Company) or the dependants or connections of such persons and to grant pensions or allowances, to make payments towards insurance.

(xix) To do all or any of the above things, in any part of the world, and as principals, agents or trustees, and by or through trustees or agents and either alone or in conjunction with others.

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

PROVIDED THAT:-

- (A) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with, or invest the same in a manner allowed by law, having regard to such trusts.
 - (B) The Company shall not support with its funds any objects or endeavour to impose or procure to be observed by its members or others, any regulations, restrictions, or conditions which if, an object of the Company would make it a Trade Union.
4. 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 contained 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 payment of interest at a rate not exceeding five percent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Company; but so that no member of the Board of the Company or of Committees appointed pursuant to article 34 of the Articles of Association shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board or of Committees appointed pursuant to article 34 of the

Articles of Association 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 member of the Board or of Committees appointed pursuant to article 34 of the Articles of Association 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.

5. The liability of the members is limited.
6. 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 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 £10.
7. If, upon the winding up or dissolution of the Company, there remains after 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 some other institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, or in default thereof by a Judge of the High Court, having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

MARTIN G. MORRIS
46 CARRIGWOOD
FIRHOUSE
DUBLIN 24.

PHILIP F. CASSIDY
14 LOWRY'S LANE
LONDONDERRY
NORTHERN IRELAND
BT48 0LS.

Dated 29 MAY 1991

Witness to the above signatures:

CAROLINE P. CONROY
SOLICITOR
MOUNT STREET CRESCENT
DUBLIN 2.

NEVILLE KERR
SOLICITOR
1 LIMAVADY ROAD
LONDONDERRY
BT47 1JU.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

**THE SCOUT FOUNDATION (N.I.)
(amended June, 2007)**

1. In these articles of Association the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof if not inconsistent with the subject of the context.

| Words: | Meanings |
|------------------|--|
| The Order: | Companies (Northern Ireland) Order 1986, and any Statutory Modifications thereof. |
| Table A: | Table "A" in the Companies (Tables A to F) Regulations (Northern Ireland) 1986. |
| The Company: | The Scout Foundation (N.I.). |
| The Association: | Scouting Ireland. |
| The Board: | The Directors for the time being of the Company or the Directors present at a meeting of the Board and includes any person occupying the position of a Director by whatever name he may be called when he is carrying out his functions as a Director. |
| The Office: | The Registered Office of the Company. |
| The Seal: | The Common Seal of the Company. |
| Month: | Calendar Month. |

In Writing: Written, printed or lithographed, or partly one and partly another and any other mode of representing or reproducing words in a visible form.

Secretary: Includes any person appointed to perform the duties of Secretary.

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

Words importing the masculine gender shall include The feminine gender:

Words importing persons shall include Bodies Corporate.

Subject as aforesaid, any words or expressions contained in these articles shall bear the same meaning as in the Order.

MEMBERS

2. The membership of the Company shall be limited to a total membership of eight members and should consist ex officio of the Chief Scout, the National Secretary, the National Treasurer, the Chief Commissioner (Youth Programme), the Provincial Commissioner (Northern Province for the time being together with three others appointed by the National Management Committee.
3. No further person or persons may be admitted to the membership of the Company other than those specified in the preceding paragraph hereof.
4. A member of the Company shall cease to be a member of the Company:-
 - (a) upon his retirement to be signified by such member in writing.
 - (b) upon the death of such member.
 - (c) upon the member ceasing to be a member of the National Council of the Association.
 - (d) in the event that the member is a member by reason of his being one of the five officers specified in Article 2 above, upon his ceasing to be such.

- (e) upon the Resolution of the National Management Committee of the Association to the effect that the Member should cease to be a Member of the Company. In the event that such a resolution is passed by the National Management Committee of the Association, the Management Committee acting for, and on behalf of, the members of the National Council from the Northern Scout Province, may appoint a person to act in substitution for the person so removed from membership. The person so appointed shall continue to serve as a member of the Company until such time as the member so removed would have otherwise ceased to be a member of the Company.
- (f) Upon the member, by reason of the subsequent provisions of these articles, ceasing to be a Director of the Company

DIRECTORS

- 5. The number of Directors of the Company shall be eight and the Directors of the Company shall be the members of the Company and no other persons.
- 6. The Directors may, in their discretion, allow such persons as they wish to attend a meeting of the Board of Directors, in an advisory and consultative capacity, provided that any such persons shall have no voting rights at such meetings.
- 7. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a Director.

DISQUALIFICATION OF MEMBERS OF THE BOARD

- 8. The office of a member of the Board shall be vacated:-
 - (a) if the Director ceases to be a member of the Company.
 - (b) if he is adjudicated a bankrupt in the Republic of Ireland or in Northern Ireland or in Great Britain or makes any arrangement or composition with his creditors generally or
 - (c) becomes prohibited from being a Director by any order made under Articles 304 to 308 of the Order
 - (d) becomes of unsound mind or is admitted to a hospital within the meaning of Article 12(5) of the Mental Health (Northern Ireland) Order 1986 or any statutory modification or re-enactment thereof or

- (e) resigns his office by notice in writing to the Company or
 - (f) is directly or indirectly interested in any contract with the Company or fails to declare the nature of his interest in the manner required by Article 325 of the Order.
9. It is hereby expressly provided that no person shall be entitled to act as a Director nor shall a person continue to act as a Director, having been validly appointed, in the event that he is not a member of the Company and no person shall continue to act as a member of the Company if he should cease to be a Director of the Company.

CASUAL VACANCIES

10. In the event of a casual vacancy arising in the membership of the Company and of the Board of the Company, then the National Management Committee of the Association shall be entitled to appoint a person to act as a member and Director of the Company.

BORROWING POWERS

11. The Board may exercise on behalf of the Company all the powers of the Company in relation to the borrowing of money and shall be entitled 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 subject, however, to the proviso that before such powers may be exercised, the exercise of such powers must be authorised by the National Management Committee of the Association, in writing and further subject to the proviso that no property of a beneficiary for which the Company acts as a trustee may be charged or mortgaged unless the Company is requested in writing by such beneficiary to do so.

POWERS AND DUTIES OF THE BOARD

12. The business of the Company shall be managed by the

Board, 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 Order or by these articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Order and of these articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.

13. The Board may from time to time and at any time by power of attorney appoint any company, firm or body of persons, whether nominated directly or indirectly by the Board to be the 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 Board under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
14. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by the National Treasurer of the Association or such person or persons who from time to time shall be authorised, in writing, by the National Secretary.
15. The Board shall cause all minutes to be made in books provided for the purpose:-
 - (a) of all proceedings of the Board
 - (b) of the names of the Board members present at each meeting of the Board or any Committee of the Board
 - (c) of all resolutions and all proceedings of all meetings of the Company of the Board and of committees of the Board.
16. The continuing members of the Board may act notwithstanding any vacancy in their number; provided always that in the case that the members of the Board

should at any time be reduced to less than five members, it shall be lawful for them to act as the Board for the purpose of summoning a general meeting but not for any other purpose.

17. The Board shall meet from time to time at such intervals and at such times and at such places as the Board members shall by majority vote agree.

GENERAL MEETINGS OF THE COMPANY

18. (a) Subject to paragraph (b), 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 15 months shall elapse between the date of one annual general meeting of the Company and that of the next provided always that the annual general meeting of the Company shall take place within three months from the date of the annual general meeting of the National Council of the Association.

(b) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and at such place as the Directors shall appoint.

NOTICE OF GENERAL MEETINGS

19. Subject to Articles 386 and 387 of the Order, an annual general meeting and a meeting called for the passing of any special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the hour and the day of the meeting and, if in the case of special business, the general nature of that business, and shall be given, in the manner hereinbefore mentioned to such persons as are under the articles of the Company, entitled to receive notices from the Company.
20. The accidental omission to give notice of a meeting to, or the non-receipt of a 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 an annual general meeting with the exception of consideration of the accounts, balance sheets and the reports of the Board and auditors, the re-appointment of retiring auditors and the fixing of the remuneration of the auditors.
22. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five members present in person shall be a quorum.
23. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, and 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 Board 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 then constitute a quorum.
24. The chairman, if any, of the Board 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 members of the Board present shall elect 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 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 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.
27. Where there is an equality of votes, the chairman of the meeting at which the voting takes place shall be entitled to a second or casting vote.
28. Subject to Article 384 of the Order, a resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a general meeting shall be 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 Order.

VOTES OF MEMBERS

29. Every member personally present shall have one vote. No person may vote by proxy unless such proxy shall be also a member of the Company.

PROCEEDINGS OF THE BOARD

30. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. A member of the Board may, and the secretary on the requisition of a member of the Board shall, at any time, summon a meeting of the Board. If the Board so resolves it shall not be necessary to give notice of a meeting of the Board to any member of the Board who being resident in the Republic of Ireland or in Northern Ireland is for the time being absent from the Republic of Ireland or Northern Ireland.
31. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be five.
32. The Board shall from time to time elect a chairman who shall preside at all meetings of the Board at which he shall be present and the Board may determine for what period he is to hold office but if no such chairman be elected, or if at any meeting the chairman be not present

within five minutes after the time appointed for the holding of the meeting, the members of the Board present shall choose someone of their number to be chairman of the meeting.

33. A meeting of the members of the Board for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
34. The Board may delegate any of its powers to committees consisting of such members of the Board as they think fit and any committees so formed shall conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.
35. All acts bona fide done by any meeting of the Board or by any person acting as a member of the Board shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such 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 and was qualified and had continued to be a member of the Board.
36. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Board or any committees thereof and all business transacted at such meetings and any such minute of any such meeting, if purporting to be signed by the chairman of the meeting, or by the chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts stated therein.
37. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

SECRETARY

38. The Secretary shall be appointed by the Board for

such term and at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

39. A provision of the Order or of these articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in the place of, the Secretary.

THE SEAL

40. The seal shall be used only on the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board by some other person appointed by the Board for the purpose and in favour of any purchaser or person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

41. The Board shall cause proper books of accounts 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, if any, by the Company and
 - (c) the assets and liabilities of the Company.

Proper books of account 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 or to explain its transactions.

42. The Company shall also cause to be kept, books of account in relation to any monies held by the Company as trustee in accordance with the provision of the Memorandum of Association of the Company, and such accounts should be separate from the accounts of the Company.

43. The books of account of the Company shall be kept at the Headquarters for the time being of the Association or, subject to Article 249 of the Order, at such other place as the Board thinks fit, And shall at reasonable times be open to inspection of members of the Board.
44. The Board shall from time to time in accordance with Articles 249 and 250 of the Order cause to be prepared or to be laid before the annual general meeting of the Company profits and loss accounts, balance sheets, group accounts or reports as are required by those sections to be prepared and laid before the annual general meeting of the Company.
45. 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 Board's report and auditors' report shall, not less than 21 days before the date of the annual general meeting, to be sent to every person entitled, under the provisions of the Order, to receive them.

AUDIT

46. The Auditors shall be appointed and their duties regulated in accordance with the provisions of Articles 392 to 397 of the Order

ALTERATIONS OF THESE ARTICLES

47. The Company shall not be entitled to alter the Memorandum and Articles of Association of the Company without the prior consent in writing of the National Management Committee of the Association.

NOTICES

48. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

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

(a) every member/Director

(b) the auditor for the time being of the Company.

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

DISSOLUTION

50. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these articles.

NAMES AND ADDRESSES OF SUBSCRIBERS

MARTIN G. MORRIS
46 CARRIGWOOD
FIRHOUSE
DUBLIN 24.

PHILIP F. CASSIDY
14 LOWRY'S LANE
LONDONDERRY
BT48 0LS.

Dated 29 MAY 1991

Witness to the above signatures: CAROLINE P. CONROY
SOLICITOR
MOUNT STREET CRESCENT

DUBLIN 2.

NEVILLE KERR
SOLICITOR
1 LIMAVADY ROAD
LONDONDERRY
BT47 1JU.

Amended Memorandum and Articles of Association signed by:

_____ DIRECTOR

_____ DATE