

COMPANIES ACTS 1963 TO 2003

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

MEMORANDUM AND ARTICLES OF ASSOCIATION

-of-

**THE ECONOMIC AND SOCIAL
RESEARCH INSTITUTE**

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**COMPANY LIMITED BY GUARANTEE AND NOT HAVING
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MEMORANDUM OF ASSOCIATION

of

**THE ECONOMIC AND SOCIAL
RESEARCH INSTITUTE**

as amended by special resolutions on 27 September, 1966, 29 November, 1966
and 9 May, 2006.

1. The name of the Company (hereinafter called "the Institute") is "The Economic and Social Research Institute".
2. The registered office of the Institute will be situate in Ireland.
3. The main objects for which the Institute is established are the carrying out of research and the advancement of the knowledge of economics and other social sciences, with particular reference to economic and social conditions in or affecting Ireland (hereinafter called "the main objects") insofar as this may be done by a body of persons established for charitable purposes and not otherwise, and the Institute is established to do all or any of the following things for the purpose of attaining and insofar as they are consistent with the main objects:
 - (a) To conduct research either by its own officers, servants and staff, or by other persons temporarily associated with it, into the facts and problems of contemporary human society and matters bearing thereon.
 - (b) To afford facilities for research into the facts and problems aforesaid to members of the staff of Universities and Colleges and any other approved persons.
 - (c) To undertake and carry out research into the facts and problems aforesaid on behalf of Government Departments, corporations, societies, bodies and persons, to communicate the results of such research to the Government Departments, corporations, societies, bodies and persons in question and to receive from them fees, donations, subscriptions and funds for such work and in support generally of the main objects of the Institute.

- (d) To publish or to assist in the publication of the results of such research, subject to adequate safeguarding of the impartial and scientific character of such publications, and for that purpose to carry on a publishing and printing business insofar as it tends to promote the main objects of the Institute and in connection therewith to print, publish, circulate, sell, buy, manage or support books, reports, periodicals, magazines, circulars and other publications.
- (e) To make provision and afford facilities for the training of approved persons with a view to preparing them as research workers in economics and other social sciences, to encourage original research and promote scholarship in these sciences, and to grant diplomas to such persons as satisfy the conditions prescribed by the Institute.
- (f) To institute and establish scholarships, grants, rewards and prizes, tenable at the Institute or elsewhere, to approved persons preparing for or engaging in research work in economics and other social sciences.
- (g) To grant annuities to further the main objects of the Institute for such considerations and on such terms as shall be thought desirable.
- (h) To establish and maintain a library and collection of literature, films, records and other material relating to the social sciences and to afford facilities to approved persons for the use of the same.
- (i) To lend money either with or without security or give financial assistance by way of donation or subscription or otherwise to any persons not formed or carrying on business for profit for the purpose of forwarding the main objects of the Institute.

4. The following are the powers of the Institute:

- (a) To promote and further the main objects of the Institute by conferences, public or private meetings, discussions, publications or by such other means as may be deemed desirable or necessary.
- (b) To promote, establish, co-operate with, become a member of, or assist by advice or by the grant of loans, donations or gifts or otherwise, any association, institution or body whatsoever and whether established or incorporated in Ireland or elsewhere having main objects or purposes wholly or partially similar to those of the Institute.
- (c) To advertise and make known the Institute and its main objects, purposes and aims by such means as may be deemed expedient, and to solicit, receive and hold donations, subscriptions, gifts, and bequests of all kinds.
- (d) To act as trustees of any property real or personal for any of the main objects of the Institute, or for any other purpose that may seem conducive to the main objects of the Institute.

- (e) To perform any lawful duty, function or act, whether ministerial or otherwise, in compliance with, and to carry into effect any lawful directions or instructions relating to, any trust property vested in the Institute which may be given to the Institute by any duly constituted body entitled to give such directions or instructions, whether the same relate to the corpus or to the income of such trust property.
- (f) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property that may be legally held, and any rights or privileges which the Institute may think necessary or convenient for the purposes of its undertaking.
- (g) To invest and deal with the monies and property of the Institute not immediately required in such manner as may from time to time be determined.
- (h) To borrow and raise money including, without limitation, by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
- (i) To secure or otherwise collateralise on such terms and in such manner as may be thought fit, any indebtedness or obligation of the Institute, either with or without the Institute receiving any consideration or benefit, whether by personal covenant of the Institute, or by mortgage, charge, pledge, assignment, trust or any other means involving the creation of security over all or any part of the undertaking, assets, property, rights, goodwill and revenues of the Institute of whatever kind both present and future or by any other means of collateralisation including, without limitation, by way of transfer of title to any of such undertaking, assets, property, rights, goodwill and revenues.
- (j) To guarantee the payment of any debts or the performance of any contract or obligation of any company or association or undertaking or of any person and to give indemnities of all kinds and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) either with or without the Institute receiving any consideration or benefit by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon all or any of the undertaking, assets, property, rights, goodwill and revenues of the Institute both present and future.
- (k) To draw, make, accept, endorse or issue promissory notes and other negotiable instruments.
- (l) To accept stock or shares in, or the debentures, mortgages or other securities of any other company in payment or part payment for any services rendered, or for any sale made to, or debt owing from any such company, whether such shares shall be wholly or only partly paid up, and to hold and retain or re-issue with or without guarantee, or sell, mortgage or deal with any stock, shares, debentures, mortgages or other securities so received, and to give by way of consideration for

any of the acts and things aforesaid, or property acquired, any stock, shares, debentures, mortgages or other securities of this or any other company.

- (m) To sell or dispose of the undertaking or property of the Institute or any part thereof for such consideration as the Institute may think fit.
 - (n) To sell, improve, manage, develop, exchange, lease, mortgage, charge, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Institute.
 - (o) To acquire and become registered proprietors of copyrights and trade marks and any other form of intellectual property.
 - (p) To make arrangements for carrying on the work of the Institute and for this purpose to engage and provide in whole or in part for the salaries or maintenance of officers, servants and employees or of any person or persons engaged in promoting the main objects.
 - (q) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Institute as an employee, or to the wives, husbands, children or other dependants of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme and provided that such occupational pension scheme has been operated by the Institute and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the Institute; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Institute and to subscribe or guarantee money for charitable objects.
 - (r) Subject to law to institute, conduct, defend, or compromise legal proceedings by and against the Institute or its officers, as such, and to do and authorise to be done all acts, deeds or assurances which may be necessary to register this Institute or any of its properties in any such local or foreign register as may be found necessary or desirable.
 - (s) To do all such other lawful things as are incidental or conducive to the attainment of the main objects of the Institute.
 - (t) To do all or any of the above things in any part of the world, either as principals, agents, trustees, or otherwise, and either by or through agents, sub-contractors, trustees or otherwise.
5. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the main objects of the Institute 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 Institute. Nothing herein shall prevent the payment in good faith of:

- reasonable and proper remuneration to any member, officer or servant of the Institute in return for services actually rendered to the Institute, or
- interest on the money lent at the relevant EURIBOR rate for an amount comparable to the money lent plus 2 per cent by any member to the Institute, or
- reasonable and proper rent for premises demised or let by any member to the Institute.

However, no member of the Institute's Council shall be appointed to any salaried office of the Institute or to any office of the Institute paid by fees. No remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Council, other than:

- the repayment of out-of-pocket expenses, or
- interest at the rate aforesaid on money lent to the Institute, or
- reasonable and proper rent for premises demised or let to the Institute, or
- a payment to a company of which a member of the Council 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.

PROVIDED HOWEVER that nothing contained herein shall prevent the payment of remuneration to the Director, appointed under the provisions of the Articles of Association, for executive services to the Institute provided that his salary is commensurate with comparable positions in other similar organisations and provided that he is not present at the meetings of the Council when his remuneration is discussed and voted upon.

In this Clause 5 "EURIBOR" means the offered rate for Euro deposits displayed on Reuters screen EURIBOR (or such replacement page on that service which displays the information) or if that service ceases to display the information, such other screen services as may be determined by the members of the Institute's Council on the day on which an interest rate is to be calculated.

6. No addition, alteration, or amendment shall be made to or in the provisions of this Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved in writing by the Revenue Commissioners.
7. No amendments of any kind shall be made to the provisions of Clauses 5 and 10 of this Memorandum of Association and no amendments shall be made to the Memorandum and Articles of Association to the extent that they would alter the effect of Clauses 5 and 10

of the Memorandum of Association, such that there would be non-compliance with the requirements of section 24(1)(a) and (b) of the Companies Act, 1963.

8. The liability of the members is limited.
9. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of its 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 Institute 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 (1 euro).
10. If upon the winding up or dissolution of the Institute 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 Institute, but shall be given or transferred to some other company or companies whose objects are the promotion of charity and which has main objects similar to the main objects of the Institute, which other company also meets the requirements of paragraph (b) of section 24(1) of the Companies Act 1963, such company to be determined by the members of the Institute at or before the time of dissolution, or in default thereof by such Judge of the High Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.
11. Annual audited accounts of the Institute shall be kept and made available to the Revenue Commissioners on request.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

1.	C. S. Andrews	Ardcath, Dundrum, Co. Dublin	Chairman, C.I.E.
2.	J. P. Beddy	26, Merrion Square, Dublin	Company Director
3.	John Busteed	University College, Cork	University Professor
4.	S.R. Dennison	Queen's University, Belfast	University Professor
5.	G.A. Duncan	7, Braemor Park, Dublin	Professor
6.	W.A. Honohan	102, St Moibhi Road, Dublin	Civil Servant
7.	Donal Nevin	Merrion Building Lr Merrion St. Dublin	Research Officer Irish Congress of Trade Unions
8.	M. D. McCarthy	Central Statistics Office Dublin	Director, Central Statistics Office
9.	J. J. McElligott	Central Bank of Ireland	Governor
10.	C. K. Mill	Woodside, Howth, Dublin	Company Director
11.	George O'Brien	3, Burlington Road, Dublin	Professor
12.	Liam Ó Buachalla	Inis Ealga, Gaillimh	Ollamh Ollscoile
13.	J. C. Tonge	Malo, Merrion Avenue Blackrock	Iron Founder
14.	T. Walsh	33, Merrion Road, Ballsbridge	Director, An Foras Talúntais
15.	T. K. Whitaker	148 Stillorgan Road, Dublin	Secretary, Department of Finance
16.	Gerald Wilson	Bank of Ireland, Dublin	Governor

Dated the 21 day of June 1960.

WITNESS to the above signatures:

1 to 3 and) 5 to 16)	Thomas Kinsella	58c Albert Road, Sandycove	Civil Servant
4	Dennis Swann	20 Richhill Crescent, Knock, Belfast.	University Lecturer

COMPANIES ACTS 1963 to 2003
COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
THE ECONOMIC AND SOCIAL
RESEARCH INSTITUTE

as amended by special resolutions on 24 February, 1961, 27 September, 1966
and 9 May, 2006.

Preliminary

1. The Regulations contained in Table C of the First Schedule of the Companies Act 1963 shall not apply to The Economic and Social Research Institute (hereinafter called the “Institute”).
2. In these Articles 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 or context:-

Words	Meanings
“Act”	the Companies Act 1963;
“Acts”	the Companies Acts 1963 to 2003;
“Council”	the Council for the time being and from time to time of the Institute;
“Institute”	the above-named Institute;
“Month”	calendar month;
“Office”	the registered office for the time being and from time to time of the Institute;
“President”	any person appointed to perform the duties of the President of the Institute;
“Register”	the register of members to be kept as required by section 116 of the Act;

“Seal”	the Common Seal of the Institute;
“Secretary”	any person appointed to perform the duties of the Secretary of the Institute and includes an assistant or an acting secretary for the time being;
“these Articles”	these Articles of Association, as originally framed, or as varied from time to time by special resolution and the regulations and bye-laws of the Institute from time to time in force.

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

Expressions in these Articles referring to execution of any document shall include any mode of execution whether under seal or under hand.

Unless specifically defined herein or the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when these Articles become binding on the Institute.

The headings and captions included in these Articles are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of these Articles.

References in these Articles to any enactment or any section or provision thereof shall mean such enactment, section or provision as the same may be amended and may be from time to time and for the time being in force.

In these Articles, unless the context otherwise requires, words importing any gender shall include all genders, and the singular number shall include the plural, and vice versa, and words importing persons shall include firms or companies.

3. The Institute is established for the main objects expressed in the Memorandum of Association.

Membership

4. The subscribers to the Memorandum of Association and such other persons as the Council shall in their absolute discretion admit to membership in accordance with these Articles shall be members. For the purposes of registration it is declared that the number of members shall not exceed 1,500 but the Council may from time to time register an increase in members.

5. The Council may from time to time and at any time by resolution at their absolute discretion make such regulations as they see fit relating to membership of the Institute, and may from time to time and at any time by like resolutions at the like discretion alter such regulations to such extent and in such manner as they see fit. Without prejudice to the generality of the foregoing, such regulations may provide for different classes of membership of the Institute, the membership subscriptions (if any) payable by a member or a particular class of members, the rights (if any) of voting at general meetings of the Institute of such members or classes of members, the duration of membership of any members or of any particular class of members provided that no regulation shall be made under the powers conferred by this Article which would amount to such an amendment of or an addition to these Articles as could lawfully be made only by special resolution.
6. Every person appointed a member of the Institute shall, before his appointment becomes effective, either sign a written consent to become a member or sign the Register of Members to be kept by the Institute.
7. The entry of a member's name in the Register shall be evidence of membership but no member shall be entitled to request the Institute to issue a certificate of membership.
8. The rights and privileges of a member as such shall be personal and accordingly shall not be transferable and shall cease on his death.
9. Every member shall be bound to further to the best of his ability the objects and interests of the Institute, and shall observe all bye-laws of the Institute that may be made pursuant to Article 46.
10. A member of the Institute shall cease to be a member :
 - (a) if by one month's notice in writing to the Secretary at the Office such member resigns;
 - (b) if he is of unsound mind or is declared a bankrupt or makes a composition with his creditors;
 - (c) if he shall be in default for a period of six months in the payment of any subscription or other contribution payable by him to the Institute after a written demand has been sent to him;
 - (d) on his death;
 - (e) if he is excluded from membership under Article 12;
 - (f) if a petition is presented or an order made or a resolution is passed for the winding-up of such member;
 - (g) if any action is taken by the officers of such member or any other person for the winding-up, dissolution or striking off of the member;

- (h) if such member becomes insolvent or is unable to pay its debts as they fall due;
 - (i) if any action is taken by any person to appoint a receiver, administrator, administrative receiver, examiner, trustee, or similar officer of such member or any property or assets of such member or any such receiver, administrator, administrative receiver, examiner, trustee, or similar officer is appointed;
 - (j) if he otherwise ceases to qualify for membership under these Articles.
11. A former member of the Institute shall remain liable for all subscriptions (if any) and contributions due or imposed on him up to the date on which he shall cease to be a member and for any sums due by him under Clause 9 of the Memorandum of Association of the Institute and shall forfeit all claim to a return of any money paid by him to the Institute on his admission as a member or by way of subscription or otherwise.
12. The Council shall, subject to the provisions of Article 13, have power by resolution approved by not less than three-fourths of the members of the Council present and voting at a meeting specially convened for the purpose to expel from membership of the Institute any member who refuses or wilfully neglects to comply with any of these Articles or who has been guilty of such conduct as in the opinion of the Council either has rendered him unfit to remain a member or whose continued membership would be injurious to the Institute or where the Council consider that expulsion would be in the best interests of the Institute.
13. A member whose expulsion is to be taken into consideration by the Council under the provisions of Article 12 shall receive not less than 21 days' notice in writing of such proposed expulsion and short particulars of the grounds thereof and upon his giving notice in writing to the Secretary of his intention to appear shall be heard by the Council either in person or through his duly authorised agent but shall not be present at the voting or take further part in the proceedings otherwise than as the Council shall permit. Alternatively or in addition he may submit a written statement which shall be taken into consideration by the Council.

General Meetings

14. All general meetings of the Institute shall be held in the State.
15. (a) The first general meeting of the Institute shall be held at such time not being less than one month nor more than three months from the incorporation of the Institute and at such place as the Council may determine.
- (b) A general meeting, called an annual general meeting, shall be held once in every calendar year at such time and place as may be determined by the Council, provided that every general meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.
- (c) All other general meetings shall be called extraordinary general meetings.

16. The members of the Council may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the State sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Institute may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the members of the Council.

Notice of General Meetings

17. Subject to the provisions of the Acts an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least, and any other meeting 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 day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles, entitled to receive such notices from the Institute. Every such notice shall comply with the provision of section 136(3) of the Act as to giving information to the members in regard to their right to appoint proxies.
18. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or proceeding held at the meeting.

Proceedings at General Meetings

19. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, the reports of the Council and of the auditors, the election of members of the Council and other officers in the place of those retiring, the reappointment of the retiring auditors and the fixing of the remuneration of the auditors.
20. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum for all purposes shall be 10 members present in person, or by proxy, or (being corporations) present by a representative.
21. If within half an hour from the time appointed for the holding of a meeting a quorum is not present, the meeting if convened on the requisition of the 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 at such other place as the person presiding at the meeting shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

22. The President (if any) of the Institute shall preside at every general meeting, but until the election of such President or if no such President shall be elected, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the chairman (if any) of the Council shall preside. If there be no such chairman of the Council or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member who shall be present to preside.
23. With the consent of any general meeting at which a quorum is present, the person presiding at the meeting may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
24. 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 person presiding at the meeting; or
 - (b) by at least three members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the person presiding at the meeting 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 minute book of the proceedings of the Institute, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. The demand for a poll may be withdrawn.

25. Except as provided in Article 27, if a poll is duly demanded it shall be taken in such manner as the person presiding at the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. Where there is an equality of votes, whether on a show of hands or on a poll, the person presiding at 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.
27. No poll shall be demanded on the election of the President, person presiding at the meeting or on a question of adjournment. A poll demanded on any other question shall

be taken at such time as the person presiding at 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.

28. A resolution in writing (other than one in respect of which extended notice is required by the Acts to be given) signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Institute 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. Any such resolution may consist of several documents in the like form each signed by one or more members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives).

Votes of Members

29. Subject to any rights or restrictions for the time being attached to any class or classes of members pursuant to regulations made under Article 5 and as hereinafter provided, every member shall have one vote.
30. Save as herein expressly provided, no person other than a member duly registered as a member, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of his membership, shall be entitled to be present or to vote on any question either personally, or by proxy, at any general meeting.
31. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the person presiding at the meeting whose decision shall be final and conclusive.
32. Every member entitled to attend and vote at a general meeting may appoint a proxy, being a member of the Institute, to attend, speak and vote on his behalf. A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
33. The instrument appointing a proxy shall be in writing and shall be executed by or on behalf of the appointor. The signature on such instrument need not be witnessed. A body corporate may execute a form of proxy under its common seal or under the hand of a duly authorised officer thereof.
34. The instrument appointing a proxy and any authority under which it is executed or a copy, certified notarially or in some other way approved by the Council, shall be deposited at the Office or (at the option of the member) at such other place or one of such other places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting or any instrument of proxy sent out by the Institute in

37. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Institute at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Bodies Corporate Acting By Representatives

38. Any body corporate which is a member of the Institute 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 Institute or of any class of members of the Institute, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Institute.

President and Director

39. At the first and every subsequent annual general meeting of the Institute the members shall be entitled to elect one of their number to be the President of the Institute until the next annual general meeting. Any member shall be entitled at any such meeting to propose any other member for the office of President, and the provisions hereinbefore contained as to voting shall apply. The election of the President shall be the first business of every annual general meeting and the person so elected shall be entitled to preside at the annual general meeting at which he is elected and at every general meeting during the ensuing year. For the duration of his term of office the President shall be an ex officio member of the Council, and may be supernumerary to the maximum number of members of the Council permitted by the provisions of Article 41. The President shall retire immediately prior to the annual general meeting next after the annual general meeting at which he was elected and shall be eligible for re-election. Any casual vacancy in the office of President may be filled by the Council.
40. The Council may from time to time appoint a director (the "Director") whose remuneration and other conditions of service, duties and powers shall be such as shall be defined by the Council from time to time. The Director shall be appointed by the Council as a member of the Council for the duration of his term of office and shall enjoy all the rights and privileges of a member of the Council with the exception that as provided for in the Memorandum of Association he shall not be present at the meetings of the Council when his remuneration is discussed and voted upon. The Director may be supernumerary to the maximum number of members of the Council permitted by the provisions of Article 41.

Council

41. The number of members of the Council shall not be less than 8 or more than 12 or such other number as the Institute in general meeting may from time to time determine. No

person shall be qualified to be a member of the Council unless he shall be a member of the Institute entitled to attend and vote at general meetings of the Institute. The President and Director shall not be taken into account when determining the number of members of the Council under this Article.

42. The first members of the Council shall be the subscribers to the Memorandum of Association, who shall continue in office until the first general meeting.
43. Members of the Council may be paid all such reasonable expenses as may be properly incurred in their attending meetings of the Council or any committee of the Council or general meetings of the Institute or in connection with the affairs of the Institute and provided same are properly vouched.

Borrowing Powers

44. The Council may without any limitation as to amount exercise all the powers of the Institute 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 Institute or of any third party.

Powers and Duties of the Council

45. The business and affairs of the Institute shall be managed by the Council, who may exercise all such powers of the Institute as are not by the Acts or by these Articles required to be exercised by the Institute in general meeting, subject nevertheless to the provisions of the Acts and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Institute in general meeting; but no direction given by the Institute in general meeting shall invalidate any prior act of the Council which would have been valid if that direction had not been given.
46. Without prejudice to the general powers and authorities conferred by these Articles or any statute on the Council, the Council are hereby empowered to make, vary and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the affairs of the Institute. The Council shall adopt such means as they deem sufficient to bring to the notice of the members all such bye-laws and variations and repeals thereof and all such bye-laws so long as they are in force shall be binding upon all the members of the Institute provided always that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Institute or constitute such an amendment of or addition to these Articles as could lawfully be made only by special resolution.
47. The Council may from time to time, and at any time, by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Council, to be the attorney or attorneys of the Institute for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of

attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

48. A member of the Council who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Institute shall declare the nature of his interest at the meeting of the Council at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Council; after he becomes so interested. A general notice given by a member of the Council to the effect that:

- (a) he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm; or
- (b) he is to be regarded as interested in any transaction which may be made after the date of the notice with a specified person who is connected with him (within the meaning of section 26 of the Companies Act 1990)

shall be sufficient declaration of interest under this Article, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Council or the member of the Council giving the notice takes reasonable steps to secure that it is brought up and read at the next meeting of the Council after it is given. The provisions of Article 52(j) shall apply to any failure to comply with this Article.

49. A member of the Council may not vote in respect of any contract, appointment or arrangement in which he is interested and he shall not be counted in the quorum present at the meeting.

50. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Institute, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

51. The Council shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the Council;
- (b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;
- (c) of all resolutions and proceedings at all meetings of the Institute and of the Council and of committees of the Council.

Disqualification of Members of the Council

52. The office of member of the Council shall be vacated automatically
- (a) if the member of the Council without the consent of the Institute in general meeting holds any other office or place of profit under the Institute; or
 - (b) if he is adjudicated bankrupt, or any event equivalent or analogous thereto occurs, in the State or any other jurisdiction or he makes any arrangement or composition with his creditors generally; or
 - (c) if he becomes prohibited from being a director of any company by reason of any order made under the Acts and in particular Part VII of the Companies Act 1990; or
 - (d) if he becomes of unsound mind; or
 - (e) if he resigns his office by notice in writing to the Institute; or
 - (f) if he is convicted of an indictable offence, unless the Council otherwise determine; or
 - (g) if the Court makes a declaration in respect of him under section 150 of the Companies Act 1990; or
 - (h) if he be absent from meetings of the Council for six consecutive months without leave, and the Council resolve that his office be vacated; or
 - (i) if he ceases to be qualified to be a member of the Council under Article 41; or
 - (j) if he is directly or indirectly interested in any contract with the Institute and fails to declare the nature of his interest in a manner required by section 194 of the Companies Act 1963 as amended by section 47(3) of the Companies Act 1990.

Rotation of Members of the Council

53. At each annual general meeting of the Institute, one-third of the Council for the time being or if their number is not three or a multiple of three then the number nearest one-third, shall retire from office but if there is only one member of the Council who is subject to retirement by rotation then he shall retire.
54. The members of the Council to retire in every year shall be those who have been longest in office since their election but as between persons who became members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
55. A retiring member of the Council shall be eligible for re-election.

56. The Institute, at the meeting at which a member of the Council retires in manner aforesaid, may fill the vacated office by electing a person thereto and in default the retiring member shall if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member has been put to the meeting and lost.
57. No person other than a member of the Council retiring at the meeting shall, unless recommended by the Council, be eligible for election to the office of member of the Council at any general meeting unless not less than 14 nor more than 21 days before the date appointed for the meeting there has been left at the Office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that proposed person of his willingness to be elected.
58. The Institute may from time to time by ordinary resolution increase or reduce the number of members of the Council and may also determine in what rotation the increased or reduced number is to go out of office.
59. The Council shall have power at any time, and from time to time, to appoint any person to be a member of the Council, either to fill a casual vacancy or as an addition to the existing members, but so that the total number of members of the Council shall not at any time exceed the number fixed in accordance with these Articles. Any member of the Council so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members who are to retire by rotation at such meeting.
60. The Institute may by ordinary resolution of which extended notice has been given in accordance with the Acts remove any member of the Council before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Institute and such member of the Council. Such removal shall be without prejudice to any claim such member of the Council may have for damages for breach of any contract of service between him and the Institute.
61. The Institute may by ordinary resolution appoint another person in place of a member of the Council removed from office under Article 60. Without prejudice to the powers of the Council under Article 59, the Institute in general meeting may appoint any person to be a member of the Council to fill a casual vacancy. A person appointed in place of a member so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a member on the day on which the member in whose place he is appointed was last elected a member.

Proceedings of the Council

62. The Council may meet 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. In case of an equality of votes, the chairman shall have a second or

casting vote. A member of the Council may, and the Secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council.

63. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be three provided three persons are personally present. A meeting of the Council at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Council.
64. The continuing Council may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed pursuant to these Articles as the necessary quorum of the Council, the continuing member of the Council or members of the Council may act for the purpose of increasing their number to that number, or of summoning a general meeting of the Institute, but for no other purpose.
65. The Council may elect one of its number to be chairman of the Council and determine the period for which such person is to hold office but 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 meeting, the members of the Council present shall choose one of their number to be chairman of the meeting.
66. The Council may delegate any of its powers to committees consisting of one or more members of the Council together with such other persons (if any) as may be appointed to such committee by the Council provided that a majority of the members of each committee appointed by the Council shall at all times consist of members of the Council and that no resolution of any such committee shall be effective unless a majority of the members of the committee present at the meeting at which it was passed are members of the Council as it thinks fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating meetings and proceedings of the Council insofar as same are not superseded by any regulations made by the Council.
67. A committee may elect a chairman of the committee; 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 meeting, the members present may choose one of their number to be chairman of the meeting.
68. All acts bona fide done by any meeting of the Council or of a duly authorised committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member of the Council or of any member of a committee or persons 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 member of the Council or a member of such committee as the case may be.
69. A resolution in writing signed by all the members of the Council shall be as effective as a resolution passed at a meeting of the Council duly convened and held, and may consist of

several documents in the like form, each signed by one or more of the members of the Council. Such a resolution may (unless the Council shall otherwise determine either generally or in any specific case) be transmitted by facsimile provided that in the case of each such facsimile the Secretary or a member of the Council shall have endorsed the same with a certificate stating that he is satisfied as to the authenticity thereof.

70. (a) For the purposes of these Articles, the contemporaneous linking together by telephone or other means of electronic communication of a number of members of Council not less than the quorum shall be deemed to constitute a meeting of the Council, and all the provisions in these Articles as to meetings of the Council shall apply to such meetings, provided that:
- (i) each of the members of Council taking part in such a meeting must be able to hear, and speak to, each of the other members of Council taking part; and
 - (ii) at the commencement of such a meeting each member of Council must acknowledge his presence and that he accepts that the proceedings will be deemed to be a meeting of the Council.
- (b) A member of Council may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the chairman of the meeting, and a member of Council shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the chairman of the meeting to leave the meeting.
- (c) 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.
- (d) The provisions of this Article shall apply, *mutatis mutandis*, to meetings of committees of the Council.

Secretary

71. The Secretary of the Institute shall be appointed by the Council for such term and at such remuneration (if any) and upon such conditions as they may think fit, and any Secretary so appointed may be removed by the Council.
72. Anything by the Acts or these Articles required or authorised to be done by or to the Secretary may be done by or to any assistant or acting secretary, or if there is no assistant or acting secretary capable of acting, by or to any officer of the Institute authorised generally or specially in that behalf by the Council provided that any provision of the Acts or these Articles requiring or authorising a thing to be done by or to a member of Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as member of Council and as, or in the place of, the Secretary.

Seal

73. The Seal shall be used only by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

Accounts

74. The Council shall cause to be kept such books of account as are necessary to comply with the provisions of the Acts. 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 Institute's affairs and explain its transactions.
75. The books of account shall be kept at the Office or subject to the provisions of the Acts and in particular section 202 of the Companies Act 1990 at such other place or places as the Council think fit, and shall be open to the inspection of the members of the Council at all reasonable times.
76. The Council shall from time to time determine whether and if so to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Institute except as conferred by statute or authorised by the Council or by the Institute in general meeting.
77. The members of the Council shall from time to time in accordance with the provisions of the Acts cause to be prepared and to be laid before a general meeting of the Institute such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary.
78. A copy of every balance sheet and profit and loss account which is to be laid before a general meeting of the Institute (including every document required by law to be annexed thereto) together with a copy of every report of the auditors relating thereto and of the Council's report shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Institute and to every other person who is entitled to receive notices from the Institute under the provisions of the Acts or of these Articles.

Auditors

79. Auditors shall be appointed and their duties regulated in accordance with the Acts and in particular section 160 to 163 of the Act as amended and extended by section 182 to 200 of the Companies Act 1990, the members of the Council being treated as the directors mentioned in these sections and the members of the Institute as Shareholders.

80. Subject to the provisions of the Acts, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Institute, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Notices

81. Any notice to be given, served or delivered pursuant to these Articles shall be in writing and may be given to, served on or delivered to any member by the Institute:
- (a) by handing same to him or his authorised agent;
 - (b) by leaving the same at his registered address; or
 - (c) by sending the same by the post in a pre-paid cover addressed to him at his registered address.

The signature to any notice to be given by the Institute may be written or printed.

82. (a) Where a notice is given, served or delivered pursuant to sub-paragraph (a) or (b) of Article 81, the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the member or his authorised agent, or left at his registered address (as the case may be).
- (b) Where a notice is given, served or delivered pursuant to sub-paragraph (c) of Article 81, the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twenty-four hours after the cover containing it was posted. In proving service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.
- (c) Every legal personal representative, committee, receiver, curator bonis or other legal curator, assignee in bankruptcy or liquidator of a member shall be bound by a notice given as aforesaid if sent to the last registered address of such member, notwithstanding that the Institute may have notice of the death, lunacy, bankruptcy, liquidation or disability of such member.
- (d) Without prejudice to the provisions of sub-paragraphs (a) and (b) of Article 81, if at any time by reason of the suspension or curtailment of postal services within the State, the Institute is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised on the same day in at least two leading national daily newspapers published in the State and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day on which the said advertisement or advertisements shall appear. In any such case the Institute shall send confirmatory copies of the notice through the post to those members whose registered addresses are outside the State (if or to the extent that in the opinion of the Council it is practical so to do) or are in areas of the State unaffected by such suspension or curtailment of postal services and if at least ninety-six hours prior

to the time appointed for the holding of the meeting the posting of notices to members in the State, or any part thereof which was previously affected, has become practical in the opinion of the Council, the Council shall send forthwith confirmatory copies of the notice by post to such members. The accidental omission to give any such confirmatory copy of a notice of a meeting to, or the non-receipt of any such confirmatory copy by, any person entitled to receive the same shall not invalidate the proceedings at the meeting.

83. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every member;
 - (b) every person being the Official Assignee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the auditor for the time being of the Institute.

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

Indemnity

84. (a) Subject to the provisions of and so far as may be permitted by the Acts, every member of the Council, Secretary or other officer of the Institute shall be entitled to be indemnified by the Institute against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted by him as an officer or employee of the Institute 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.
- (b) Subject to the provisions of the Acts the Council shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time members of the Council, officers or employees of the Institute or of any subsidiary undertaking of the Institute, or who are or were at any time trustees of any pension or retirement benefit scheme for the benefit of any employees or ex employees of the Institute or of any subsidiary undertaking, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise or purported

exercise of their powers or otherwise in connection with their duties, powers or offices.

Winding Up.

85. The provisions of Clauses 9 and 10 of the Memorandum of Association of the Institute relating to the winding up or dissolution of the Institute shall have effect and be observed as if the same were repeated in full in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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|-----|------------------|---|---|
| 1. | C. S. Andrews | Ardcath, Dundrum, Co. Dublin | Chairman, C.I.E. |
| 2. | J. P. Beddy | 26, Merrion Square, Dublin. | Company Director. |
| 3. | John Busted | University College, Cork. | University Professor. |
| 4. | S.R. Dennison | Queen's University, Belfast. | University Professor. |
| 5. | G. A. Duncan | 7, Braemor Park, Dublin. | Professor. |
| 6. | W. A. Honohan | 102, St. Moibhi Road, Dublin. | Civil Servant. |
| 7. | Donal Nevin | Merrion Building,
Lr. Merrion Street,
Dublin. | Research Officer,
Irish Congress of
Trade Unions. |
| 8. | M. D. McCarthy | Central Statistics Office,
Dublin. | Director, Central
Statistics Office. |
| 9. | J. J. McElligott | Central Bank of Ireland. | Governor. |
| 10. | C. K. Mill | Woodside, Howth, Dublin. | Company Director. |
| 11. | George O'Brien | 3, Burlington Road, Dublin. | Professor. |
| 12. | Liam Ó Buachalla | Inis Ealga, Gaillimh. | Ollamh Ollscoile. |
| 13. | J. C. Tonge | Malo, Merrion Avenue,
Blackrock. | Iron Founder. |
| 14. | T. Walsh | 33, Merrion Road,
Ballsbridge. | Director, An Foras
Taluntais. |
| 15. | T. K. Whitaker | 148, Stillorgan Road,
Dublin. | Secretary, Department
of Finance. |
| 16. | Gerald Wilson | Bank of Ireland, Dublin. | Governor. |

Dated the 21 day of June 1960. WITNESS to the above signatures

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|------------------------|---|---------------------|
| 1 to 3 and)
5 to 16 | Thomas Kinsella
58c Albert Road, Sandycove. | Civil Servant |
| 4 | Dennis Swann,
20 Richhill Crescent
Knock, Belfast | University Lecturer |