THE COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

PETER MCVERRY TRUST COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

Capitalised terms used in this Memorandum of Association shall have the meanings given to those terms in the Articles of Association.

1 NAME

The name of the company is "Peter McVerry Trust Company Limited by Guarantee" (the "**Company**").

2 COMPANY TYPE

The Company is a company limited by guarantee, to which Part 18 of the Act applies.

3 PRINCIPAL OBJECTS

The principal objects for which the Company is established are:

(i) the prevention or relief of poverty and economic hardship;

(ii) the advancement of community welfare including the relief of those in need by reason of youth, age, ill-health, or disability;

(iii) the promotion of health, including the prevention or relief of sickness, disease or human suffering;

(iv) the advancement of education; and

(v) the provision of dwellings for the purpose of the alleviation of housing need and the management of dwellings provided for the purpose of the alleviation of housing need;

in order to reduce homelessness and to reduce the harm caused by substance misuse and social disadvantage through the provision of low threshold entry services, primarily to young people and vulnerable adults with complex needs in Ireland.

4 SUBSIDIARY AND ANCILLARY OBJECTS

4.1 The objects set out hereafter are exclusively subsidiary and ancillary to the principal objects set out above. These objects are to be pursued only for the attainment of those principal objects and any income generated therefrom is to be applied for the principal objects only. As subsidiary objects:

4.1.1 to provide residential accommodation to homeless persons especially those deprived of a normal home background and who are, or are in

danger of becoming involved in trouble with the law and to thereby undertake as may be desirable the rehabilitation, training and education of such persons as are in the Company's care, and where possible to find them suitable employment;

4.1.2 to offer pathways out of homelessness based on the principles of the Housing First model and within a framework that is based on equal opportunities, dignity and respect;

4.1.3 to provide support services to homeless persons including care services, after care services, assistance, education support, counselling and accommodation for persons suffering directly or indirectly from the effects of alcohol, drug or any form of substance abuse;

4.1.4 to promote the welfare of children and young people in need of care and protection, especially those deprived of normal home background and who are, or are in danger of becoming involved in trouble with the law;

4.1.5 to establish and maintain hostels and night shelters for the reception of homeless persons and to provide for the proper care and maintenance of such youth as shall be received into them;

4.1.6 to provide information and advice facilities for the benefit of homeless persons and those at risk of becoming homeless under the care of the Company;

4.1.7 to establish and maintain drug and alcohol rehabilitation services and supports to those who are homeless or at risk of becoming homeless;

4.1.8 to provide support to families or carers of those who are homeless or affected by drug and/or alcohol addiction;

4.1.9 to provide education, training and employment opportunities for young people and to establish and operate such facilities as may be conducive to furthering this object;

4.1.10 to provide facilities and other resources and to help maintain and finance such facilities and other resources as are conducive to the pursuit of the principal objects of the Company; and

4.1.11 to provide such services connected with the principal objects of the Company as are considered to be of assistance and benefit in furthering the principal objects of the Company.

5 POWERS

5.1 The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the principal objects and which powers may only be exercised in promoting the principal objects.

Any income generated by the exercise of these powers is to be applied to the promotion of the principal objects:

5.1.1 to raise funds and help raise funds for any charitable purpose;

5.1.2 to contribute by donation, subscription, loan, guarantee or otherwise to any other charitable object whatsoever;

5.1.3 to take such steps by personal or written appeals, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, by way of donations or otherwise;

5.1.4 to subscribe to any local or other charities;

5.1.5 to acquire by purchase, exchange, lease, fee farm grant or otherwise, whether for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold, farm, work or manage or to sell, let, alienate, mortgage, lease or charge land, houses, property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner;

5.1.6 to construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Company;

5.1.7 to provide housing accommodation for persons in need of housing;

5.1.8 to erect, provide, construct build, manage and maintain communal welfare facilities and related amenities;

5.1.9 to take any gift of property of any nature and any devise, legacy or annuity, subscription, contribution or fund, whether subject to any special trust or not, for [any one or more of] the principal objects of the Company and to apply to such purpose the capital as well as the income of any such legacy, donation or fund;

5.1.10 to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company and to apply the net proceeds of such sale or mortgage for such charitable purposes of the Company as it may think fit and in particular for all or any of the charitable purposes of the Company;

5.1.11 to borrow and raise money in such manner as the Company may think fit and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and

generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed, and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities;

5.1.12 to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company;

5.1.13 to make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments;

5.1.14 to establish or participate in other companies or associations whether as shareholder or member or otherwise;

5.1.15 to take or otherwise acquire, and to hold, membership interests, shares and/or securities of any company or association and to sell, hold, reissue, with or without guarantee, or otherwise deal with same;

5.1.16 to establish and support, and to aid in the establishment and support of, any other company or association formed for all or any of the principal objects of the Company and to subscribe to any charitable purposes in any way connected with the principal objects of the Company or which may be calculated to further its interests or any of them;

5.1.17 to amalgamate with any companies, institutions, societies or associations which are registered charities and which have objects similar to those of the Company;

5.1.18 to co-operate with other companies, institutions, societies or associations as the Company considers necessary and desirable;

5.1.19 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is from time to time authorised to amalgamate provided strictly that to do so would be in accordance with the charitable objects of the Company;

5.1.20 to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is from time to time authorised to amalgamate provided strictly that to do so would be in accordance with the charitable objects of the Company;

5.1.21 to purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or

proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with or enter into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received provided strictly that to do so would be in accordance with the charitable objects of the Company;

5.1.22 to promote any company for the purpose of acquiring all or any of the property and/or liabilities of the Company, or if undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company provided strictly that to do so would be in accordance with the charitable object[s] of the Company;

5.1.23 to invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless 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;

5.1.24 to accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets for specific purposes, either conditionally or unconditionally (prior permission to be obtained from Revenue where it is intended to accumulate relevant funds for a period in excess of five years);

5.1.25 to receive and administer and allocate grants and gifts made available to the Company for its principal objects (and whether or not such grants or gifts are made from such public funds or otherwise) under the terms and conditions attached to such grants and gifts;

5.1.26 to collect all allocations, fees or other amounts payable for facilities and services provided by the Company;

5.1.27 to, create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the principal objects of the Company;

5.1.28 to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company or association that may seem conducive to the Company's principal objects, and to obtain from any such government authority or association, any charters, contracts, decrees, rights, privileges and concessions and to carry out,

exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions;

5.1.29 to undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the principal objects of the Company;

5.1.30 to produce any publications that the Company may think desirable for the promotion of its principal objects;

5.1.31 to employ, engage and retain all such officers and servants and to appoint, engage and retain or direct the appointment, engagement or retention of such educational, administrative, clerical, financial and other employees, consultants and advisers of any description as may be required for the purposes of the Company and to make all reasonable and necessary provisions for the payment of wages, salaries, pensions, superannuation to or on behalf of employees and their widows, widowers and other dependents;

5.1.32 to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects;

5.1.33 to procure the Company to be registered or recognised in any foreign country, jurisdiction or place;

5.1.34 to pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company;

5.1.35 to promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike, movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes;

5.1.36 to pay premiums for insurance for the benefit of the officers and to insure any or all of the Directors or other officers against personal liability incurred in respect of any act or omission which is or is alleged to be a

breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act);

5.1.37 to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the principal objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests;

5.1.38 to do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person, company or association, and to contract for the carrying on of any operation connected with the Company's principal objects by any person, company or association; and,

5.1.39 to do all such other lawful things as are incidental or conducive to the attainment of the above principal objects or any of them.

6 LIMITATION ON OBJECTS AND POWERS

6.1 The above objects shall not be construed in any way so as to render any of them otherwise than exclusively charitable.

6.2 The objects and powers contained in clauses 4 and 5 are ancillary and subsidiary to the principal objects set out in clause 3.

7 LIMITATION OF LIABILITY

The liability of the Members is limited.

8 GUARANTEE OF MEMBERS

8.1 Every Member undertakes to contribute to the assets of the Company in the event of the Company being wound up while he is a Member or within one year after he ceases to be a Member, for:

8.1.1 payment of the debt and liabilities of the Company contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up; and

8.1.2 the adjustment of the rights of the contributories among themselves,

such amount as may be required not exceeding €5 (EUR Five).

9 WINDING UP

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members. Instead such property shall be given or transferred to some other charitable institution or institutions having among its principal objects, objects similar to the principal objects of the Company. The institution or institutions to which the property is to be given or transferred 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 and

by virtue of clause 10 hereof. The Members shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted to the Charities Regulator that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

10 PROHIBITION ON PAYMENTS TO MEMBERS

10.1 The income and property of the Company shall be applied solely towards the promotion of its principal objects as set forth in this Memorandum. No portion of the Company's income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

10.1.1 reasonable and proper remuneration to any servant of the Company (not being a Director) in return for any services rendered to the Company;

10.1.2 interest at a rate not exceeding 1% above the Euro Interbank Offered Rate ("Euribor") per annum on money lent by any Director to the Company;

10.1.3 reasonable and proper rent for premises demised or let by any Director to the Company;

10.1.4 reasonable and proper out-of-pocket expenses incurred by any Director in connection with his attendance to any matter affecting the Company;

10.1.5 fees, remuneration or other benefit in money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company; or,

10.1.6 sums to any Director or to any person with whom a Director has a personal connection (within the meaning of section 2(1) and 2(2) of the Charities Act) in return for services actually rendered to the Company, pursuant to an agreement entered into in compliance with section 89 of the Charities Act (as for the time being amended, extended or replaced) (once commenced).

11 APPROVALS, ALTERATIONS OR AMENDMENTS

11.1 The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

PETER MCVERRY TRUST COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

1 PRELIMINARY

1.1 Definitions

In these Articles:

"**Act**" means the Companies Act 2014 (as may be amended from time to time);

"**Articles**" means these Articles of Association;

"**Board**" means the board of Directors for the time being and from time to time of the Company;

"**Charities Act**" means the Charities Act 2009 (as may be amended from time to time);

"**Charities Regulator**" means the Charities Regulatory Authority, a body established by section 13 of the Charities Act to perform the functions conferred on it by the Charities Act;

"**Constitution**" means the Memorandum and the Articles;

"**Directors**" means the directors for the time being and from time to time of the Company or the directors present at a meeting of the Board and includes any person, from time to time, occupying the position of director by whatever name called;

"**Mandatory Provision**" means a provision of any of Parts 1 to 14 or Part 18 of the Act (together with any statutory modification thereof in force at the date on which these Articles become binding on the Company) that applies to companies limited by guarantee and that is not an Optional Provision;

"**Member**" means a member of the Company from time to time;

"**Memorandum**" means the Memorandum of Association of the Company;

"**Month**" means a calendar month;

"**Optional Provision**" means a provision of any of Parts 1 to 14 or Part 18 of the Act (together with any statutory modification thereof in force at the date on which these

Articles become binding on the Company) that applies to companies limited by guarantee and that:

(a) contains a statement to the effect, or is governed by a provision elsewhere to the effect, that the provision applies save to the extent that the Constitution provides otherwise or unless the Constitution states otherwise; or

(b) is otherwise of such import;

"**Secretary**" means any person appointed to perform the duties of the secretary of the Company, and shall include any temporary, assistant or acting secretary;

"**Seal**" means the common seal of the Company;

"**State**" means the territory of the Republic of Ireland; and

"**Year**" means a calendar year.

1.2 Interpretation

1.2.1 Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender shall include the feminine gender. Words importing persons shall include corporations.

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

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

1.2.4 Headings and footnotes used in this Constitution are for convenience of reference only and shall not be considered to form part of this Constitution.

1.2.5 Subject to the requirements of any Mandatory Provision, to the greatest extent possible the provisions of this Constitution shall take precedence over the provisions of the Act.

2 MEMBERS

2.1 Number of Members

The number of Members at the date of adoption of this Constitution is eight but the Directors may from time to time register an increase or decrease in the number of Members, subject to there being a minimum of three Members for so long as the Company benefits from charitable tax exempt status from the Revenue Commissioners.

2.2 Appointment and Replacement of Members

2.2.1 Those persons registered as Members in the register of members of the Company at the date of adoption of this Constitution and the Directors, who shall on appointment as Directors be admitted to membership, and

whose names are entered in the register of members, shall be the Members.

2.2.2 A Member may resign his membership by serving notice to that effect upon the Secretary at the registered office of the Company or to the Secretary's email address, such resignation to take effect no earlier than the date of service of the notice of resignation.

2.2.3 The Directors may require a Member to resign his membership by serving notice upon the Member terminating his membership, such termination to take effect no earlier than the date of service of the notice of termination.

2.2.4 The death of, or bankruptcy of, a Member shall terminate his membership with immediate effect.

2.2.5 A Member who is also a Director shall cease to be a Member immediately upon ceasing to be a Director.

2.3 Members' Rights and Obligations

2.3.1 Each Member shall, on request, be entitled to be provided with a certificate of membership.

2.3.2 Each Member shall use his reasonable endeavours to promote the principal objects and the interests of the Company and shall observe all of the Company's regulations affecting him contained in, or effective pursuant to, this Constitution or the Act.

2.3.3 The rights of each Member shall be personal to him and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise.

2.3.4 A register shall be kept by the Company containing the names and addresses of all the Members, together with such particulars as may be required by the Act.

2.3.5 Save as provided by these Articles, each Member shall be entitled to notice of, and to attend and vote at, general meetings of the Members.

3 GENERAL MEETINGS

3.1 General Meetings

3.1.1 In accordance with the Act, general meetings are meetings of the Members and may be held by way of annual general meeting or extraordinary general meeting. All general meetings other than annual general meetings shall be called extraordinary general meetings.

3.1.2 An annual general meeting shall be held once in every calendar year, at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the Board.

3.1.3 Subject to the provisions of section 176 of the Act, general meetings of the Members may be held inside or outside the State, and Members may

attend by means of conference or other telecommunication or electronic facility which provides them with a reasonable opportunity to participate, and if attending by such means will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.

3.2 Notice of General Meetings

3.2.1 Subject to section 181 of the Act, a meeting of the Members, other than an adjourned meeting, shall be called in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice.

3.2.2 A meeting of the Members shall, notwithstanding that it is called by shorter notice than that specified in Article 3.2.1, be deemed to have been duly called if it is so agreed by all the Members entitled to attend and vote at the meeting and the statutory auditors of the Company.

3.2.3 The notice of a meeting shall specify the place(s), the date and the time of the meeting, the general nature of the business to be transacted at the meeting, in the case of a proposed special resolution, the text or substance of that proposed special resolution and with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy, that a proxy need not be a Member, and the time by which the proxy must be received at the registered office of the Company.

3.2.4 In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

3.2.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

3.2.6 The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as are provided for in section 178 of the Act (as modified by section 1203 of the Act).

3.2.7 If at any time there are not sufficient Directors capable of acting to form a quorum, any Director or any Member may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

3.2.8 Notice of every general meeting of the Members shall be given in the manner provided for in these Articles to such persons as are under the Act and these Articles entitled to receive notices from the Company including every Member and the statutory auditors for the time being of the Company.

3.2.9 Notwithstanding any provision of Article 13, where notice of a general meeting is given by posting by ordinary prepaid post to the usual or

notified address of a Member, then, for the purposes of an issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.

4 PROCEEDINGS AT GENERAL MEETINGS

4.1 Proceedings at General Meetings

4.1.1 The business of the annual general meeting shall include:

(A) the consideration of the Company's statutory financial statements and the report of the Directors and, unless the Company is entitled to and has availed itself of the audit exemption under section 360 or section 365 of the Act, the report of the statutory auditors on those statements and that report;

(B) the review by the Members of the Company's affairs;

(C) the appointment or re-appointment of the statutory auditors (if applicable); and

(D) authorising the Directors to fix the remuneration of the auditors (if applicable).

4.2 Quorum for General Meetings

4.2.1 Save as herein otherwise provided, two Members present in person or by proxy shall be a quorum. Members attending a meeting by way of conference or other telecommunication or electronic facility will be deemed to be present in person at such meeting in accordance with Article 3.1.3.

4.2.2 No business shall be transacted at any general meeting unless a quorum of Members is present both at the time when the meeting proceeds to business and during the currency of the meeting.

4.2.3 If within half an hour after the time appointed for a general meeting a quorum is not present, then the meeting, if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum

4.3 Chairperson of General Meetings

The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the Members, or if there is no such chairperson, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is

unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.

4.4 Adjournment of General Meetings

4.4.1 The chairperson 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.

4.4.2 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.

4.4.3 When a meeting is adjourned for 29 days or less, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

4.5 Voting at General Meetings

4.5.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands (or if the meeting is being held by way of conference or other telecommunication or electronic facility, by way of voice indication or other electronic indication) unless a poll is (before or on the declaration of the result of the show of hands) demanded

(A) by the chairperson,

(B) by at least two 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 10 per cent of the total voting rights of all the Members concerned having the right to vote at the meeting.

4.5.2 At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it). A demand for a poll may be withdrawn by the person or persons who have made the demand.

4.5.3 Subject to Article 3.1.3, every Member present in person or by proxy at a general meeting shall have one vote.

4.5.4 No objection shall be raised as 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 chairperson of the meeting whose decision shall be final and conclusive.

4.5.5 Unless a poll is so demanded (and the demand not be withdrawn), a declaration by the chairperson that a resolution has, on a show of hands (or if the meeting is being held by way of conference or other telecommunication or electronic facility, by way of voice indication or other electronic indication), been carried or carried unanimously or by a

particular majority or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

4.5.6 Except as provided in Article 4.5.8, if a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the chairperson directs and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.

4.5.7 Where there is an equality of votes, whether on a show of hands (or if the meeting is being held by way of conference or other telecommunication or electronic facility, by way of voice indication or other electronic indication) or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

4.5.8 A poll demanded on the election of the position of chairperson of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

4.5.9 Subject to sections 191 to 198 of the Act, a resolution in writing 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 authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Members 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. A resolution in writing made pursuant to this Article 4.5.9 may consist of one document or two or more documents in like form each signed by one or more Members. For the avoidance of doubt, electronic signature (including email signature) will suffice for written resolutions of the Members.

4.6 Voting by Proxy

4.6.1 Votes may be given either personally, or by proxy. A proxy shall have the same right as the Member appointing him to speak at the meeting and to vote on a show of hands and on a poll.

4.6.2 A Member shall not be entitled to appoint more than one proxy to attend on the same occasion. A proxy need not be a Member.

4.6.3 The instrument appointing a proxy (the "**instrument of proxy**") shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

4.6.4 The instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company (or at such other place within the State as is specified for that purpose in the

notice convening the meeting), and shall be so deposited not later than two hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, two hours before the time appointed for the taking of the poll.

4.6.5 The depositing of the instrument of proxy (or other document) referred to in Article 4.6.4 may, rather than posting or delivering it, be effected by communicating the instrument to the Company by electronic means.

4.6.6 An instrument of proxy shall be in the following form or a form as near thereto as circumstances permit:

Peter McVerry Trust Company Limited by Guarantee

(the "Company")

I/We, [insert] (the "Member") of [insert] in the County of [insert] being a Member/Members of the Company, [insert] hereby appoint [insert] of [insert] or failing them [insert] of [insert] as my/our proxy to attend, speak and vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the day of and at any adjournment thereof.

Voting instructions to Proxy (choice to be marked with an 'x')			
Number or description of resolution:	*In favour*	*Abstain*	*Against*
1			
2			
3			

Unless otherwise instructed, the proxy will vote as they think fit.

Signature of Member……...

Dated: [date]……...

4.6.7 The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll.

4.6.8 A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed, if no notice in writing of such death, insanity or revocation as aforesaid is received by the Company at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

4.6.9 Any body corporate which is a Member may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Members, 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.

5 BOARD OF DIRECTORS

5.1 Directors' powers of management

5.1.1 The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Members in general meeting, but subject to:

(A) the provisions of this Constitution;

(B) the provisions of the Act; and

(C) such directions, not being inconsistent with the foregoing provisions, as the Members in general meeting may (by special resolution) give, provided that no direction given by the Members in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

5.1.2 The Directors shall ensure, so far as is reasonably practicable, that the Company complies with the requirements of the Approved Housing Bodies Regulatory Authority, the Charities Regulator, and any other regulator or statutory body to which the Company is subject.

5.2 Appointment of Directors

5.2.1 Any purported appointment of a Director without that Director's consent shall be void.

5.2.2 The Board shall be comprised of no less than five and no more than eleven Directors.

5.2.3 Directors shall be appointed by the Board.

5.2.4 The term of office of a Director appointed on or after the date of adoption of these Articles will be four years and the Director shall retire on the expiration of the said four year period. A Director may serve no more than two consecutive terms in office, that is a maximum of eight years in total. A Director will not be eligible to be appointed as Director if the Director has served eight years in office as Director, whether or not consecutively. The rotation provisions set out in section 1196 of the Act shall not apply.

5.2.5 Notwithstanding any of the above provisions relating to term of office, the following special terms of office shall apply to the Directors who stand appointed at the date of adoption of this Constitution:

(A) any Director who, on the date of adoption of this Constitution has already served a period of seven years on the board or has been appointed twice or more as Director, may be appointed for

one final term of one year as a Director from the date of adoption of these Articles; and

(B) any Director who, on the date of adoption of this Constitution, has served a period of less than seven years or has been appointed only for one term as Director, may be appointed for one more term in office, any such term not to exceed four years such that the Director in question shall not serve in excess of eight years in total as a Director.

5.3 Removal of Directors and vacation of office

5.3.1 The office of Director shall be vacated if:

(A) the Director holds any office or place of profit in the Company save as permitted by section 89 of the Charities Act (once commenced);

(B) the Director is disqualified from being a charity trustee of any charitable organisation pursuant to section 55 of the Charities Act;

(C) the Director is adjudged bankrupt, or being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction, or

makes any arrangement or composition with his creditors generally;

(D) the Director becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act;

(E) the health of the Director is such that he can no longer be reasonably regarded as possessing an adequate decision making capacity;

(F) the Director resigns his office by notice in writing to the Company;

(G) the Director becomes a restricted person within the meaning of Chapter 3 of Part 14 of the Act and the Directors resolve that his office be vacated;

(H) the Director is convicted of an indictable offence;

(I) the Director is absent for four or more consecutive meetings of the Board unless the Board otherwise determines;

(J) the Director is directly or indirectly interested in a contract with the Company and fails to declare the nature of his interest in the manner required by section 231 of the Act;

(K) the Director is requested in writing by a majority of at least 75% of his co-Directors to resign.

5.4 Chairperson of the Board

The Directors may elect a chairperson of their meetings and determine the period for which he is to hold office, but if no such chairperson is elected, or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.

6 POWERS AND DUTIES OF THE BOARD OF DIRECTORS

6.1 Borrowing powers

The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligations of the Company.

6.2 Specific duties of the Board

6.2.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the

case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.

6.2.2 The Directors shall cause minutes to be made in books provided for the purpose:

(A) of all appointments of officers made by the Directors;

(B) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and

(C) of all resolutions and proceedings at all meetings of the Members and of the Directors and of committees of Directors.

6.2.3 Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.

7 PROCEEDINGS OF THE BOARD OF DIRECTORS

7.1 Regulation of meetings of the Board of Directors

7.1.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

7.1.2 The Board shall hold a minimum of five meetings every year.

7.1.3 A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

7.1.4 All Directors shall be entitled to reasonable notice of any meeting of the Directors but, if the Directors so resolve, it shall not be necessary to give notice of a meeting of the Directors to any Director who, being resident in the State, is for the time being absent from the State.

7.1.5 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Any such resolution in writing for all purposes shall take effect upon the Secretary confirming that each Director has signed the resolution in writing (either upon receipt at the registered office of the Company of all such several documents, by email or facsimile transmission or otherwise, or upon receipt by email to the Secretary). For the avoidance of doubt, electronic signature (including email signature) will suffice for written resolutions of the Directors.

7.1.6 Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of a conference or other telecommunication or electronic facility between some or all of the Directors, or as the case may be, members of the committee who are not all in one place, but each of whom is able, (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. Any Director or member of a committee participating at such a meeting will be deemed to be

present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.

7.1.7 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

7.1.8 A Director may waive notice of any meeting, and such waiver may be retrospective.

7.2 Voting at meetings of the Board

7.2.1 Questions arising at any meeting shall be decided by a majority of votes.

7.2.2 Where there is an equality of votes, the chairperson shall have a second or casting vote.

7.3 Quorum for meetings of the Board

7.3.1 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three. For the avoidance of doubt, Directors present by way of conference or other telecommunication or electronic facility shall be counted in the quorum, in accordance with Article 7.1.6.

7.3.2 The continuing Directors or a sole Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed for the quorum, they may act only for the purposes of filling vacancies or calling a general meeting.

8 COMMITTEES

8.1 Establishment and regulation of committees

8.1.1 The Directors may establish one or more committees, consisting in whole or part of Directors, as they think fit for such purposes, and with such functions as the Directors shall determine and, without prejudice to section

40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees.

8.1.2 Any committee formed by the Directors shall, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Directors.

8.1.3 All committees established by the Directors shall be responsible to and report to the Directors.

8.2 Proceedings of committees

8.2.1 A committee may elect a chairperson of its meetings from among its number.

8.2.2 A committee may meet and adjourn as it thinks proper.

8.2.3 Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and where there is an equality of votes, the chairperson shall have a second or casting vote.

9 SECRETARY

9.1 Company secretary

9.1.1 The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

9.1.2 The Directors may appoint an assistant or deputy secretary and any provision in these Articles requiring or authorising a thing to be done by or to the Secretary shall be satisfied by it being done by or to the assistant or deputy secretary.

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

9.1.4 The Directors have a duty to ensure that the person appointed as Secretary has the skills or resources necessary to discharge his statutory and other duties.

10 THE SEAL

10.1 Use of the Seal

10.1.1 The Seal shall be used only by the authority of the Board or of a committee of the Board authorised by the Board in that behalf.

10.1.2 Any instrument to which the Seal shall be affixed shall be signed by a Director or by some other person appointed for the purpose by the Directors or by a foregoing committee of them, and shall be countersigned by the Secretary or by a second Director or by some other person

appointed by the Directors or by a foregoing committee of them for that purpose.

10.1.3 If a registered person has been authorised by the Company under section 39(1) of the Act, the Seal may be used by such person and any instrument to which the Seal shall be affixed when it is used by the registered person shall be signed by that person and countersigned:

(A) by the Secretary or a Director; or

(B) by some other person appointed for the purpose by the Directors or a committee of the Directors authorised by the Directors in that behalf.

11 ACCOUNTS

11.1 Preparation and keeping of accounts

11.1.1 The Board shall cause adequate accounting records to be kept relating to:

(A) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

(B) the assets and liabilities of the Company; and

(C) all sales and purchases of goods by the Company.

11.1.2 Adequate accounting records shall be deemed to have been maintained if they explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

11.1.3 The accounting records shall be kept at the registered office of the Company or, subject to section 283 of the Act, at such other place as the Board thinks fit, and shall at all reasonable times be open to the inspection of the Directors.

11.1.4 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company shall be open to the inspection of Members who are not Directors, and no Member (not being a Director) shall have any right of inspection of any accounting records or document of the Company except as conferred by statute or authorised by the Directors or by the Members in general meeting.

11.2 Laying of accounts before Annual General Meeting

11.2.1 The Directors shall from time to time in accordance with Chapter 4 of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Members such profit and loss account, balance sheet, and

reports as are required by that Chapter to be prepared and laid before the annual general meeting of the Members.

11.2.2 A copy of the balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Members together with a copy of the Directors' report and statutory auditors' report (if applicable) shall, not less than 21 days before the date

of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

12 AUDIT

Auditors shall be appointed as required by the Act and their duties regulated in accordance with the provisions of the Act dealing with such matters.

13 NOTICES

13.1 A notice may be given by the Company to any Member either in writing or by electronic means subject to the provisions of this Article 13.

13.2 A notice in writing may be served on or given to the Member in one of the following ways:

13.2.1 by delivering it by hand to the Member;

13.2.2 by leaving it at the usual or notified address of the Member;

13.2.3 by sending it by post in a prepaid letter or by courier to the usual or notified address of the Member; or

13.2.4 by electronic means.

13.3 Any notice served or given in accordance with the provisions of Article 13.2 shall be deemed, in the absence of any agreement to the contrary between the Company and the Member, to have been served or given:

13.3.1 in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);

13.3.2 in the case of it being left, at the time that it is left;

13.3.3 in the case of it being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after dispatch and in the case of its being posted (to such an address):

(A) on a Friday – 72 hours after dispatch; or

(B) on a Saturday or Sunday – 48 hours after dispatch;

13.3.4 in the case of it being posted (to an address outside the State) on any day other than a Friday, Saturday or Sunday, 24 hours after dispatch and in the case of its being posted (to such an address):

(A) on a Friday – 168 hours after dispatch; or

(B) on a Saturday or Sunday – 120 hours after dispatch; or,

13.3.5 in the case of electronic mail, at the time it was sent,

but subject to section 181(3) of the Act (as reproduced at Article 3.2.9 of these Articles) regarding notice of general meetings.

14 WINDING-UP

If the Company shall be wound up, the provisions contained in clause 9 of the Memorandum shall be performed and have effect in all respects as if the same were repeated in these Articles.

15 INDEMNITY

Subject to the provisions of the Act every Director or member of a committee appointed by the Board or any agent of the Board or such a committee, auditors, Secretary and every other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by any of them in defending any proceedings, whether civil or criminal, in relation to their acts while acting in such capacity where judgment is given in their favour or in which they are acquitted, or in connection with any application under section 233 of the Act in which relief is granted to them by the Court.

16 OPTIONAL PROVISIONS

The Optional Provisions of the Act listed in column 1 below shall not apply to the Company. To the extent that a given Optional Provision has been replaced by or

restated in or dis-applied by these Articles or by the Memorandum, this is identified in column 2 below.

	COLUMN 1	**COLUMN 2**
1.	OPTIONAL PROVISION OF THE ACT	CORRESPONDING PROVISION OF THESE ARTICLES (IF ANY)
2.	Section 43(2)(a) and (b) (common seal);	Restated at Article 10.1.1 and 10.1.2
3.	Section 43(3) (common seal);	Restated at Article 10.1.3
4.	Section 144(3)(a) (appointment of directors);	Replaced by a bespoke provision at Articles 5.2.
5.	Section 144(3)(b) (directors may fill a casual vacancy);	Replaced by a bespoke provision at Article 5.2.3
6.	Section 144(3)(c) (directors appointed by casual vacancy hold office until next annual general meeting);	Disapplied – all directors appointed by the Board.
7.	Section 144(3)(d) (company may increase or reduce the number of directors);	Disapplied – minimum and maximum expressly set out.
8.	Section 144(3)(e) (company may appoint another person in place of a removed director);	Disapplied – all directors appointed by the Board.
9.	Section 148(2) (vacation of office);	Replaced by a bespoke provision at Article 5.3.1
10.	Section 155(2) (remuneration of directors set by the directors);	Dis-applied – No remuneration for Directors (as detailed at clause 10 of the Memorandum)
11.	Section 155(3) (directors expenses);	Restated at clause 10.1.4 of the Memorandum
12.	Section 158(1) (business of a company to be managed by its directors);	Restated at Article 5.1.1
13.	Section 158(2) (directions given by a company do not invalidate prior acts of the directors);	Restated at Article 5.1.1(C)
14.	Section 158(3) (directors of the company may exercise powers to borrow, mortgage or charge);	Restated at Article 6.1
15.	Section 158(4) (directors may delegate their powers to committees);	Restated at Article 8.1.1 and 8.1.2
16.	Section 159 (managing director);	Dis-applied - No managing director
17.	Section 160(1) (directors may meet for the dispatch of business);	Restated at Article 7.1.1
18.	Section 160(2) (questions arising at a meeting of the directors shall be decided by a majority of votes);	Restated at Article 7.2

19.	Section 160(3) (summoning meetings of the directors);	Restated at Article 7.1.3
20.	Section 160(6) (quorum for meeting of directors);	Replaced by a bespoke provision at Article 7.3.1
21.	Section 160(7) (directors acting below a quorum);	Restated at Article 7.3.2
22.	Section 160(8) (directors may elect a chairperson);	Restated at Article 5.4
23.	Section 160(9) (directors may establish committees);	Restated at Article 8.1.1
24.	Section 160(10) (a committee may elect a chairperson);	Replaced by a bespoke provision at Article 8.2.1
25.	Section 160(11) (a committee may meet and adjourn);	Restated at Article 8.2.2
26.	Section 160(12) (questions arising at a committee meeting shall be decided by a majority of votes);	Restated at Article 8.2.3
27.	Section 161(1) (written resolutions of directors);	Restated with amendments at Article 7.1.5
28.	Section 161(5) (taking effect of counterpart resolutions);	Replaced by a bespoke provision at Article 7.1.5
29.	Section 161(6) (joining meetings by telephonic or electronic means);	Restated at Article 7.1.6
30.	Section 164 (signing, drawing etc of negotiable instruments and receipts);	Restated at Article 6.2.1
31.	Section 165 (alternate directors);	Dis-applied – no alternates
32.	Section 181(6) (accidental omission to give notice of a meeting);	Restated at Article 3.2.5
33.	Section 182(2) (quorum for general meeting);	Replaced by a bespoke provision at Article 4.2.1
34.	Section 182(5) (dissolution and adjournment of general meeting);	Replaced by a bespoke provision at Article 4.2.3
35.	Section 183(1) as modified by Section 1205 (proxies);	Restated at Article 4.6.1
36.	Section 183(3) (no entitlement to appoint more than one proxy);	Restated at Article 4.6.2
37.	Section 183(6) (time for receipt of proxies);	Replaced by a bespoke provision at Article 4.6.4
38.	Section 186(d) (business of annual general meeting – election and re-election of directors);	Explicitly adopted at Article 4.1
39.	Section 187(2) (chair of general meetings);	Restated at Article 4.3

40.	Section 187(4) – (6) (proceedings at meetings);	Restated at Article 4.4
41.	Section 187(7)(a) and (b) (resolutions put to vote at general meeting);	Replaced by bespoke provisions at Article 4.5.1 and Article 4.5.5
42.	Section 187(8) (chairperson entitled to a second or casting vote at general meeting);	Restated at Article 4.5.7
43.	Section 188(6) as modified by Section 1206 (entitlement of members to vote at general meeting where monies payable to the company are in arrears);	Dis-applied – Members may vote where monies immediately payable to the company are in arrears
44.	Section 188(7) (objections to the qualification of voters);	Restated at Article 4.5.4
45.	Section 188(8) (objection to be referred to the chairperson);	Restated at Article 4.5.4
46.	Section 189(4) (taking of polls in such manner as the chairperson directs);	Restated at Article 4.5.6
47.	Section 189(5) (certain polls to be taken forthwith);	Restated at Article 4.5.8
48.	Section 189(6) (certain polls to be taken at such time as the chairperson directs);	Restated at Article 4.5.8
49.	Section 218 (notices);	Replaced by Article 13
50.	Section 230(b) (power of director to act in a professional capacity for the company);	Modified by clause 10 of the Memorandum
51.	Section 618(1)(b) (distribution of property of a company on a winding up);	Dis-applied - not applicable to a charity (distribution of assets addressed at clause 9 of the Memorandum)
52.	Section 1196 (rotation of directors);	Replaced by a bespoke provision at Article 5.2.
53.	Section 1197(2) (remuneration of directors set by the company);	Dis-applied – No remuneration for Directors (as detailed at clause 10 of the Memorandum)
54.	Section 1197(3) (directors expenses);	Restated at clause 10.1.4 of the Memorandum
55.	Section 1199(8) (directors may require a member to resign by service of notice);	Restated at Article 2.2.3
56.	Section 1199(9) (every member shall have one vote);	Restated at Article 4.5.3
57.	Section 1206(a) (modifying Section 188(2)) (votes of members);	Restated at Article 4.5.3

We, the several persons whose names, addresses and descriptions are subscribed, wish to be found into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Vincent Bolton, 14, Misfallen Parade, Dublin 1 - youth worker
Phil Harnedy SJ, 21, M'Dmagh Tower, Ballymun, Dublin 9 - Priest.
Cuthbert Lord, 10, Seville Place, Dublin 1 - youth worker.
Robert Gilligan, 137, Glasmore Park, Swords, Co-Dublin - university lecturer.
Andrew Fagan, 29, Henley Park, Churchtown, Dublin 14 - youth worker
Michael F. Sweetman SJ, 21, M'Dmagh Tower, Ballymun, Dublin 9-Priest
Peter McVerry SJ, 21, M'Dmagh Tower, Ballymun, Dublin 9 - Priest.

Dated the 3rd Nov. 1983.

Witness to the above signatures:

Godfrey O'Donnell S.J.

Fr. Godfrey O'Donnell S.J.
21, M'Dmagh Tower,
Ballymun,
Dublin 9.

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