

COMPANIES ACTS, 1963 TO 2003

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

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**

SPECIAL OLYMPICS IRELAND

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

SPECIAL OLYMPICS IRELAND

1. The name of Special Olympics Ireland is Special Olympics Ireland.
2. The main object for which Special Olympics Ireland is established is to organise and conduct Special Olympics training and competition programmes in Ireland and Northern Ireland in accordance with and furtherance of the mission, goal and founding principles of the international Special Olympics movement, including in particular
 - (a) the mission of providing year-round sports training and athletic competition in a variety of Olympic-type sports for persons with intellectual disabilities, giving them continuing opportunities to develop physical fitness, demonstrate courage, experience joy and participate in a sharing of gifts, skills and friendship with their families, other Special Olympics athletes and the community, and
 - (b) the ultimate goal of assisting persons with intellectual disabilities to participate as productive and respected members of society at large, by offering them a fair opportunity to develop and demonstrate their skills and talents through sports training and competition, by providing social and leisure opportunities for them, and by helping to increase the public's awareness of their capabilities and needs.
3. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only:
 - (a) To be and remain authorised and accredited as a Special Olympics Programme for that purpose by, and to contribute to the development of, Special Olympics Incorporated.
 - (b) To be organised on an inclusive, participative and non-sectarian basis, with an active membership representative of Special Olympics athletes, families, volunteers, clubs and centres, and committed to ensuring that athletes and volunteers are involved to the fullest practical extent in the activities and decision-making processes of Special Olympics Ireland.
 - (c) To adopt and implement a Code of Ethics for the purpose of protecting the safety and well-being of Special Olympic athletes while they participate in Special Olympics programmes.
 - (d) To adopt and abide by the spirit and terms of the Anti-Doping Programmes and Anti-Doping Rules applicable throughout the island of Ireland under the auspices of the Irish Sports Council, Sport Northern Ireland and UK Sport as relevant and as amended from time to time.
 - (e) To improve and elevate the technical and general knowledge and appreciation of the public or of any person or persons engaged in or about to engage in the furtherance of the above main object or any of them.

4. The following are the powers of Special Olympics Ireland:

- (a) To procure and print, publish, issue and circulate gratuitously or otherwise, reports or periodicals, books, pamphlets, leaflets, advertisements, appeals or other literature as are expedient in connection with the above objects or any of them.
- (b) To purchase, take on lease or in exchange, licence, hire or otherwise acquire or deal with in any way whatsoever any real or personal property and any rights or privileges which Special Olympics Ireland may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the fulfilment of the objects of Special Olympics Ireland.
- (c) To furnish, add to, alter and equip, and, subject to such consents as may be required by law, manage, develop, let, mortgage or otherwise deal with all or any part of the property, rights and privileges of Special Olympics Ireland as may be deemed expedient with a view to the furtherance of its objects.
- (d) To obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants, fundraising events or any other lawful method, and to receive and accept gifts of property of any description (whether subject to any special trusts or not) for or towards the objects of Special Olympics Ireland.
- (e) To do all or any of the above things as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise, and in any part of the world.
- (f) To apply, petition for or promote any Act of the Oireachtas with a view to the attainment of the above objects of Special Olympics Ireland. Special Olympics Ireland shall be non political, shall not support any political party or candidate for political office and shall take no position on matters of government policy other than those relating to the objects of Special Olympics Ireland.
- (g) To act as Trustees of any property, real or personal for any of the above objects of Special Olympics Ireland or for any other purpose that may seem conducive to the objects of Special Olympics Ireland.
- (h) To raise funds and to help raise funds for the purpose of implementing the objects of Special Olympics Ireland as set forth in this Memorandum.
- (i) To carry on any business which may seem to Special Olympics Ireland capable of being conveniently carried on in connection with the above objects or any of them or calculated directly or indirectly to enhance the value of or render profitable any of Special Olympics Ireland's property, rights or interests.
- (j) 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.
- (k) To constitute any trusts with a view to facilitating the implementation of the objects of Special Olympics Ireland.
- (l) To accumulate capital for any of the purposes of Special Olympics Ireland, and to appropriate any of Special Olympics Ireland's assets to specific purposes, either conditionally or unconditionally, prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years.
- (m) To apply for and obtain any legislative, municipal or other acts or authorisations for enabling Special Olympics Ireland to carry any of its main objects into effect or for any extension or alteration of its powers, or for effecting any modification of Special Olympics Ireland's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice Special Olympics Ireland's interest.
- (n) To raise or borrow money for the purpose of financing the implementation of the main object of Special Olympics Ireland or any of them.

- (o) To establish, join, support and subscribe to, or to aid in the establishment and support of associations, institutions, societies, co-operatives, clubs, funds, trusts or conveniences calculated to benefit Special Olympics Ireland or employees or ex-employees of Special Olympics Ireland or the dependants or connections of such persons, or connected with any town or place where Special Olympics Ireland carries on business; to grant pensions, gratuities, allowances or charitable aid to any person who may have served Special Olympics Ireland, or to wives, children or other relatives of such person; and to make payments towards insurance, and to form and contribute to provident and benefit funds for the benefit of any persons employed by Special Olympics Ireland.
- (p) To subscribe or guarantee money for any national, international, charitable, benevolent, public, general or useful object, or for any exhibition.
- (q) Subject to clause 8 hereof, to remunerate any person or company rendering service to Special Olympics Ireland in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of Special Olympics Ireland and of any other company, association or body formed, promoted, financed or assisted by Special Olympics Ireland, or which Special Olympics Ireland shall consider to be preliminary expenses in relation to Special Olympics Ireland or any such other company, association or body.
- (r) To do all such other lawful things as are incidental or conducive to the preservation and maintenance of the property of Special Olympics Ireland or to the attainment of the main object herein before described, or any of them, provided that in case Special Olympics Ireland shall take or hold any property subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests, Special Olympics Ireland shall, if required by the Commissioners, vest the same in special Trustees thereof, and provided that as regards any such property Special Olympics Ireland shall not sell, mortgage, charge lease, dispose of, or otherwise deal with the same without such consent as may be required by law.
- (s) To do all such other lawful things as are necessary for the attainment of the above main object or any of them.

Provided that Special Olympics Ireland shall not support with its funds any object nor endeavour to impose on, or procure to be observed by its members or others any regulation or restriction which, if an object of Special Olympics Ireland would make it a trade union.

And it is hereby declared that in the construction of this Clause:

- (i) the word “company” except where used in reference to Special Olympics Ireland, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere;
- (ii) words denoting the singular shall include the plural number and vice versa;
- (iii) the phrase “Special Olympics” shall mean the year round sports training and competition programme for people with a learning disability;

- 5. No person who qualifies under the objects as stated above shall be excluded from the services of Special Olympics Ireland, nor shall there be segregation for those served because of race, creed or national origin, or discrimination with regard to hiring, assigning, promotion or other conditions of staff employment.
- 6. The liability of the members is limited.
- 7. Every member of Special Olympics Ireland undertakes to contribute to the assets of Special Olympics Ireland in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of Special Olympics Ireland contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding One Euro.
- 8. (a) The income and property of Special Olympics Ireland shall be applied solely towards the promotion of the main object of Special Olympics Ireland as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, whether by way of dividend, bonus, distribution of profits, or otherwise howsoever to the members of Special Olympics Ireland provided that nothing herein shall prevent payment in good faith the reasonable and proper remuneration to any officer

or servant of Special Olympics Ireland, or to any member in return for any services rendered to Special Olympics Ireland, or prevent the payment of interest on monies lent to Special Olympics Ireland or proper rent for any premises demised or let by any member to Special Olympics Ireland.

(b) However, no member of Special Olympics Ireland's Board shall be appointed to any salaried office of Special Olympics Ireland or to any office of Special Olympics Ireland paid by fees, and no remuneration in money or money's worth shall be given to any member of the Board, other than:

- (i) The repayment of out of pocket expenses; or
- (ii) Interest on monies lent to Special Olympics Ireland; or
- (iii) Reasonable and proper rent for premises demised or let to Special Olympics Ireland; or
- (iv) A payment to a company of which a member of the Board may be a member holding not more than one per cent of the capital of that company such member to be bound to account for any share of profits he may receive in respect of such a payment.

9. If upon the winding up or dissolution of Special Olympics Ireland there remains after the satisfaction of all its debts and liabilities and after the payment of all costs and expenses of any such liquidation, any property whatsoever, the same shall not be paid to or distributed among the Members of Special Olympics Ireland but shall be given or transferred to Special Olympics International Washington DC to be held in trust by them for future development of Special Olympics in the Republic of Ireland and in Northern Ireland by another company, body, association or group of persons.

10. No amendments of any kind shall be made to the provisions of clauses 8 and 9 of the Memorandum of Association and no amendments shall be made to the Memorandum and Articles of Association to such extent that they would alter the effect of clauses 8 and 9 of the memorandum of association such that there would be non-compliance with the requirements of sections 24(1) and 24(2)(a) and (b) of the Companies Act, 1963 and any amendments to the Memorandum and Articles of Association shall require the prior approval of the Revenue Commissioners.

11. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Marian Murphy
Leacha-na-Luathe, 42 East Wall Road, Dublin 3
Swimming Pool Manager

Tony Murphy
17 Cedarwood Grove, Castleconnell, Co. Limerick
Area Manager

Jim Phillips
88 Lorcan Grove, Santry, Dublin 9
Civil Servant

Elizabeth Callery
14 Woodvale Grove, Clonsilla, Dublin 15
Sport/Recreation Therapist

Robert Finn
42 Gracepark Heights, Dublin 9
Manager/Director of Training

Seamus Og Campbell
Gortloskey, Donegal PO, Co. Donegal
Staff Nurse

Elaine Twomey
"Ardroy" 13 Lake Lawn, Well Road, Cork
Child Care Worker

Kitty Tierney
Church Street, Ballinasloe, Co. Galway
PE Teacher

Dated this 14th Day of October 1994

Witness to the above Signatures:- M. DAVIS

HOUSE OF SPORT
LONGMILE ROAD
DUBLIN 12
NATIONAL DIRECTOR SPECIAL OLYMPICS IRELAND

COMPANIES ACTS, 1963 TO 2003

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

SPECIAL OLYMPICS IRELAND

ARTICLE 1 - Members

1. (i) The number of members with which Special Olympics Ireland proposes to be registered is eight, but the Board may from time to time register an increase of members.
- (ii) Any Special Olympics athlete, family member, coach, voluntary worker or other supporter who subscribes to the objects of Special Olympics Ireland and accepts the Constitution is eligible for membership in Special Olympics Ireland. Applications for registration as a member may be made directly to the Board or through a Regional Council, Section or Affiliated Group. The Board may at its sole discretion accept or decline any application for membership.
- (iii) The Board shall issue a membership card to every member. A candidate for any elected or co-opted office must hold or apply for a valid membership card.
- (iv) A person whose application for membership has been approved is entitled to participate in all Special Olympics Ireland activities and, where such member is aged 18 years or over, to vote at a general meeting of Special Olympics Ireland if such member is also a Delegate. Any member of Special Olympics Ireland who is not a Delegate may attend the AGM should they so wish. All members shall be encouraged to become active, and to exercise their vote, within Regions, Sections and/or Affiliated Groups.
- (v) Subject always to the rights comprised in Article 9 hereof, a person shall not be expelled from membership save pursuant to Article 1(vii)(b), (vii)(c), (vii)(d), (vii) (f).
- (vi) Members shall pay such membership fee and other levies as may from time to time be prescribed by the general meeting; such fees and levies shall be set at rates that encourage membership of Special Olympics Ireland.
- (vii) A person shall immediately cease to be a member of Special Olympics Ireland upon the happening of any of the following events –
 - (a) if he or she resigns his or her membership by notice in writing to the Director, Special Olympics Ireland at the registered office of Special Olympics Ireland;
 - (b) if he or she fails to pay the membership fee or any other prescribed levy within six months of the same becoming due;

- (c) if that person's Affiliated Group fails to pay its affiliation fee or any other prescribed levy within six months of the same becoming due;
 - (d) if the person is convicted of a criminal offence, or otherwise at the determination of the Board brings the good name of Special Olympics Ireland into disrepute;
 - (e) if he or she being an individual dies;
 - (f) if his or her membership of Special Olympics Ireland is withdrawn by his or her Affiliated Group, such withdrawal to be effected by notice in writing to the Chief Executive Officer, Special Olympics Ireland, at the registered office of Special Olympics Ireland.
- (viii) Each member shall use his or her best endeavours to promote the objects and interests of Special Olympics Ireland and shall observe all rules of Special Olympics Ireland affecting him or her and contained in or effective pursuant to the Constitution.
 - (ix) A register shall be kept by Special Olympics Ireland containing the names and addresses of all the members for the time being of Special Olympics Ireland together with such other particulars as are prescribed by the Acts.
 - (x) The rights of each member shall be personal to himself and shall not be transferable or transmissible whether by his own act, by operation of law or otherwise.

ARTICLE 2 - Sections

- 2. (i) Members who fall into one of the following categories may be grouped into Sections within Special Olympics Ireland:
 - (a) Special Olympics athletes, who shall elect an Athlete Leadership Committee;
 - (b) Family members of athletes, who shall elect a Families' Committee; and
 - (c) Volunteers, who shall be elected to the Board and all other committees outside of athlete or family committees.
- (ii) The role of the members of each Section, via the committee(s) relevant to them, is to discuss and debate matters of interest and concern to each of them and Special Olympics Ireland, to provide mutual support to each other, to make representations, recommendations and observations to the Board on policy or other issues for consideration, and to propose motions to the General Meeting (in accordance with Order 1 of Annex 1). The Athlete Leadership Committee and the Families Committee may each nominate an individual to the Board.
- (iii) The Athlete Leadership and Families' Committees specified in Articles 2 (i) (a) and 2 (i) (b) shall make and amend their own rules and standing orders, which shall not contain anything inconsistent with the Constitution or the policies of Special Olympics Ireland and which require the prior approval of the Board. Such rules and standing orders may include provision for the expulsion or suspension of members from either Section in the event of breach of those rules or standing orders. Where either Section adopts a proposal to amend its rules or standing orders, it shall submit a draft of the proposed amendment to the Board and the proposed amendment shall come into operation immediately after the next following meeting of the Board unless at that meeting the Board decides that the proposed amendment is inconsistent with the Constitution.

ARTICLE 3 - Affiliated Groups

- 3. (i) The Board may recognise:
 - (a) special schools; and
 - (b) centres, clubs and workshops providing sporting, leisure, social, recreational or developmental activities for athletes;
 - (c) the aims and objectives of which are not inconsistent with the objects of Special Olympics Ireland,
 as Affiliated Groups.

- (ii) Affiliated Groups shall pay such affiliation fee and other levies as may from time to time be prescribed by Special Olympics Ireland in general meeting.
- (iii) The Board may refuse to admit any application for affiliation, and may at its absolute discretion but in accordance with the principles of natural justice cancel the affiliation of any organisation, where it considers that:
 - (a) the organisation is not, or is no longer, eligible for affiliation; or
 - (b) the objects or activities of that organisation are injurious to the interests of Special Olympics Ireland or inconsistent with its objects.
- (iv) An Affiliated Group may appeal to the general meeting against a decision to cancel its affiliation under this Article 3 and the decision of the general meeting on any such appeal shall be final.
- (v) An Affiliated Group shall be a separate organisation to Special Olympics Ireland and shall be responsible for its own administration and finances.

ARTICLE 4 - The Board of Directors

- 4. (i) There shall be not more than 21 members of the Board. Its membership shall include:
 - (a) two individuals elected by the Delegates at the annual general meeting;
 - (b) the Chairperson of each Regional Council, or in the event that the Chairperson is unable to serve, a person nominated by the Regional Council;
 - (c) one person nominated by the Families' Committee;
 - (d) one Special Olympics athlete nominated by the Athlete Leadership Committee;
 - (e) such additional number of individuals (not exceeding in number the individuals appointed under paragraphs (a) to (e)) as may be co-opted by the Board at its first meeting following an annual general meeting, with a view to ensuring the broadest range of skills, talents and backgrounds on the Board: provided that any person co-opted to membership of the Board must become a member of Special Olympics Ireland.
- (ii) A retiring member shall be eligible for re-election or re-appointment to the Board but no person may serve as a member for more than six years consecutively, save that a quarter of the outgoing members of the Board, to be drawn by lot, may be eligible for election or co-option to serve one further year if in the opinion of the Board that is necessary to ensure a degree of continuity.
- (iii) Elections to the Board by the committees listed in paragraphs (c) to (e) of Article 4(i) shall be held in accordance with the rules and standing orders of those committees, which shall include provision for the tenure of those appointments and the filling of casual vacancies.
- (iv) Casual vacancies among co-opted members shall be filled by the Board.
- (v) The general meeting may by ordinary resolution, of which extended notice has been given in accordance with the Acts, remove any member of the Board before the expiration of his or her period of office, notwithstanding anything in the Constitution or in any agreement between Special Olympics Ireland and the member. Such removal shall be without prejudice to any claim the member may have for damages for breach of any contract of service between him or her and Special Olympics Ireland.
- (vi) The general meeting may by ordinary resolution appoint another person in place of a member of the Board removed under Article 4(v).
- (vii) The members of the Board are the directors of Special Olympics Ireland and the Board shall have the function of overseeing, directing and co-ordinating the policies, organisation, affairs and activities of Special Olympics Ireland and may for those purposes exercise all the powers of Special Olympics Ireland in accordance with the Acts, the Constitution and any resolutions passed by the Delegates in general meeting from time to time.
- (viii) In particular, the Board:

- (a) shall be responsible for the Special Olympics Programme and for the development of strategy in relation to that Programme; and
 - (b) shall strive always to ensure that the objects of Special Olympics Ireland, and of the wider international movement, are met.
- (ix) Subject to Article 4(x), the Board shall meet not less frequently than six times in every year, at such time and place as it decides.
- (x) On receipt of a written request for a meeting, for a stated purpose, signed by not less than one-quarter of the members of the Board, the secretary shall summon a meeting, to take place within two weeks of the receipt of that request.
- (xi) The powers and rules of procedure for meetings of the Board are attached at Annex 2 to these Articles of Association.
- (xii) No remuneration in money or money's worth shall be paid or given to any member of the Board nor shall any such member be appointed to any paid office of, or position of employment in, Special Olympics Ireland in conjunction with his or her membership of the Board. Members of the Board may however be paid all such reasonable expenses as may be properly incurred by them in attending and returning from meetings of the Board or of any committee of the Board or general meetings or otherwise in or about the business of Special Olympics Ireland.
- (xiii) A member of the Board who is in any way, whether directly or indirectly, interested in contract or arrangement or proposed contract or arrangement with Special Olympics Ireland shall declare the nature of his or her interest at the meeting of the Board in accordance with, and in the manner prescribed by, the Acts.
- (xiv) A member of the Board may not vote in respect of any contract, appointment or arrangement in which he or she is interested, but shall be counted in the quorum present at the meeting.
- (xv) The Board may appoint such sub-committees as it thinks fit and may delegate to any sub-committee, or to any one or more of its own members, such of its functions, powers or duties as it decides. The Board may dissolve any sub-committee as and whenever it thinks fit, and may appoint or remove any or all of the members of a sub-committee. The Board shall, insofar as it is practical, seek to ensure that volunteers, athletes and family members who are not members of the Board shall be included among the membership of any sub-committees.
- (xvi) A sub-committee shall, in the exercise of the powers delegated to it, conform to any directions given to it by the Board. The meetings and proceedings of any sub-committee consisting of two or more members shall be governed by the provisions of the Constitution regulating the meetings and proceedings of the Board, so far as the same are applicable and are not superseded by directions given to it by the Board.
- (xvii) The chairperson of every sub-committee shall be appointed by the Board from amongst its own members.
- (xviii) In the performance of their functions, all sub-committees shall be responsible to the Board and bound by its decisions. Each sub-committee shall report on the performance of its functions to every meeting of the Board.
- (xix) Persons employed by Special Olympics Ireland shall not be eligible to serve as Board members, but may serve as full members of any sub-committees established by the Board.
- (xx) Membership of the Board shall be vacated automatically if the member:
 - (a) becomes ineligible as a consequence of the application of any provision of the Acts;
 - (b) is absent from meetings of the Board for six consecutive months without leave and the Board resolves that his or her membership be vacated;
 - (c) resigns his or her membership by notice in writing to Special Olympics Ireland;

- (d) is directly or indirectly interested in any contract with Special Olympics Ireland and fails to declare the nature of his interest in the manner required by the Acts and by the Constitution; or
- (e) becomes an employee of Special Olympics Ireland.

ARTICLE 5 - General Meetings

- 5. (i) All powers of Special Olympics Ireland are vested in and exercisable by the general meeting (save as may be delegated to the Board pursuant to Article 4(vii)). Every member shall abide by decisions of the general meeting.
- (ii) All annual general meetings of Special Olympics Ireland shall be held in the State. All other general meetings shall be held in the island of Ireland.
- (iii) Special Olympics Ireland shall in each year hold an annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held at such time and at such place as the Board shall appoint. Not more than 15 months shall elapse between the date of one annual general meeting and that of the next.
- (iv) Affiliated Groups, Sections and Regional Councils will elect, appoint or nominate Delegates to attend and vote on their behalf at general meetings up to a maximum number of Delegates as follows:
 - (a) two Delegates for each Affiliated Group;
 - (b) A minimum of five Delegates for each Section or one Delegate for each 500 registered members of Special Olympics Ireland in such Section or part thereof, whichever is the greater;
 - (c) twenty Delegates for each Regional Council.
- (v) The appointment of Delegates by Affiliated Groups, Sections and Regional Councils shall be regulated in accordance with procedures stipulated by such Affiliated Groups, Sections, or Regional Council and in default of such procedures as may be stipulated by the Board from time to time. The appointment of a Delegate can only be for a period of one year from the date of appointment, unless renewed by an Affiliated Group, Section or Regional Council.
- (vi) Members of the Board shall be entitled to vote at general meetings.
- (vii) Only duly appointed Delegates or existing members of the Board shall be entitled to attend and vote at general meetings of Special Olympics Ireland.
- (viii) In order for a Delegate to be entitled to attend and vote at a general meeting, the appointing body through the secretary of the Affiliated Group, Section or Regional Council must notify Special Olympics Ireland of the name and home address of the Delegate no less than 30 days before the date upon which the general meeting is to be held. In the absence of any further notification to the contrary, Special Olympics Ireland is entitled to assume that such person remains a Delegate.
- (ix) All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may, whenever it thinks fit (and shall, on the requisition of a Regional Council or of not less than ten percent of the members of Special Olympics Ireland), convene an extraordinary general meeting.
- (x) Every person elected at an annual general meeting to the Board shall remain in that office until the conclusion of the next following annual general meeting, unless he or she dies, resigns, is removed from office or ceases to be registered as a paid-up member of Special Olympics Ireland. In the event of a vacancy so arising, the Board may appoint a person to fill that vacancy until the next annual general meeting.

- (xi) Annexe 1 of the Constitution sets out the standing orders to be observed at general meetings of Special Olympics Ireland.

ARTICLE 6 - Regions and Regional Councils

6. (i) From time to time, the Board shall prescribe geographical areas in the island of Ireland as accredited sub-programmes of Special Olympics Ireland (“Regions”). Each such Region shall have a Regional Council, with the function of supporting and monitoring the effective organisation of the Special Olympics Programme within the Region and implementing the policies determined by General Meeting.
- (ii) A Regional Council will be composed of all members of Special Olympics Ireland in the Region.
- (iii) A Regional Council will establish a regional committee (the “Regional Committee”), consisting of the following:
- (a) the persons specified at Article 6(ix);
 - (b) persons elected or appointed to coordinate programmes in the Region;
 - (c) persons employed to coordinate programmes in the Region, who may attend but not vote at meetings of the Regional Committee; and
 - (d) such number of persons as may be co-opted by the Regional Committee (but not exceeding the total number in paragraphs (a) and (b)), to broaden the range of skills and experience available to the Regional Committee.
- (iv) The Regional Committee shall meet at least once in every quarter, for the purpose of dealing with day-to-day activities within the Region, and shall report to the Regional Council at each of its meetings.
- (v) Each Regional Council shall, in the performance of its functions, be subject to the direction and control of the Board. Neither a Regional Council, nor its officers or members, nor any sub-committee have a general capacity to bind Special Olympics Ireland in respect of transactions with third parties.
- (vi) Regions may be amalgamated, divided, dissolved or suspended by the Board. A Regional Council may appeal to a general meeting against a decision under this section. Upon the dissolution of a Region, all monies, documents and property belonging to the relevant Regional Council shall vest in the Board and may be disposed of by it at its discretion.
- (vii) The Regional Council rules may provide for an annual payment to be made by members resident within that Region into Regional Council funds.
- (viii) Each Regional Council shall convene an annual regional meeting of the members of Special Olympics Ireland within the Region, for the purpose of considering the state of organisation in the Region, electing the Regional Committee for the following year, and approving audited accounts for the outgoing year. Each council shall, in addition, convene at least one other Regional Council meeting during each year.
- (ix) Each Regional Council shall have a chairperson, honorary treasurer and honorary secretary elected at the annual regional meeting. Each such person shall have the functions set out below:
- (a) The chairperson, or in his or her absence a person chosen by the meeting, shall preside over Regional Council and Regional Committee meetings, authenticate by signature the minutes of meetings and exercise a general supervision over the affairs of the Regional Council and Committee.
 - (b) The honorary secretary shall write minutes of the proceedings of all meetings, maintain a record of attendance at meetings and a register of members and shall be responsible for records and correspondence generally.

- (c) The honorary treasurer shall be responsible for ensuring that the financial affairs of the Region are well managed and that proper accounts and records relating to the finances of the Region are kept in accordance with the requirements of the Acts.
- (x) The records of Regional Councils shall be available for inspection at all reasonable times by the Board, or by its nominee, and shall be forwarded to it for inspection if so requested. A written report of every Regional Council meeting shall be furnished to the Board within 20 days of each such meeting.
- (xi) The Board may direct that a meeting of a Regional Council take place at such place and time as it directs, and may direct the postponement or adjournment of any Regional Council meeting, to a time and place fixed by it. Members of the Board may attend and speak at any Regional Council meeting.
- (xii) Subject to the foregoing, each Regional Council shall make its own rules and standing orders, which shall not contain anything inconsistent with the Constitution, and a copy of which shall be supplied to the Board.

ARTICLE 7 - Officers of Special Olympics Ireland

- 7. (i) The officers of Special Olympics Ireland are the Chairperson, Honorary Secretary and Honorary Treasurer. The officers shall be elected by the Board from amongst its members at its second meeting following each annual general meeting.
- (ii) Each officer shall remain in office until the next annual general meeting, unless he or she dies, resigns or ceases to be a registered member. The Chairperson, Honorary Secretary and Honorary Treasurer shall continue to perform the functions assigned to them by the Constitution until such time as they are replaced in those offices.
- (iii) The Chairperson, Honorary Secretary and Honorary Treasurer shall report to each meeting of the Board and each general meeting on the performance of their functions since the last such meeting, in whatever form is agreed by the Board.
- (iv) The Chairperson shall preside over meetings of the Board, authenticate by signature the minutes of meetings and exercise a general supervision over the affairs of the Board. In the event of the absence of the Chairperson from any meeting the members present shall appoint a person to preside over the meeting.
- (v) The Honorary Secretary shall –
 - (a) ensure that records are taken and kept of all resolutions and proceedings at meetings of the Board and its sub-committees and at general meetings, including, in particular, records of the names of members present at each such meeting and of all appointments of officers made by the Board; and
 - (b) ensure that a register of members (indicating their Regional membership, if any) and Affiliated Groups is maintained, specifying their paid-up status in respect of the current year by reference to the dates fixed for that purpose.
- (vi) The functions given by the Acts to company secretaries shall be performable by a designated officer or employee of Special Olympics Ireland, in consultation with the Honorary Secretary and under the general supervision of the Board.
- (vii) The Honorary Treasurer shall be responsible for ensuring that the financial affairs of Special Olympics Ireland are well managed and that proper accounts and records relating to the finances of Special Olympics Ireland are kept in accordance with the requirements of the Acts. The Treasurer shall also co-ordinate the activities of regional treasurers.
- (viii) The Board shall appoint a Chief Executive Officer of Special Olympics Ireland, upon such conditions as to tenure of office and remuneration as it decides. He or she shall be director of the

Special Olympics programme, chief executive officer of Special Olympics Ireland, and, subject to the Constitution, responsible for the management and control of Special Olympics Ireland's organisation and administrative affairs, employees (including persons employed within the Regions), its general development and expansion and the carrying out of decisions of the general meeting and the Board. He or she shall be entitled to attend and speak, but not to vote, at every meeting of the Board and of its sub-committees.

ARTICLE 8 -Finance

8. (i) The receipts and payments of Special Olympics Ireland shall be audited annually by an auditor appointed by the general meeting for that purpose.
- (ii) The books of account of Special Olympics Ireland shall be kept at the registered office or, subject to the Acts, at such other place as the Board thinks fit, and shall at all reasonable times be open to the inspection of the Board.

ARTICLE 9 - Complaints and Appeals

- 9 (i) At its first meeting following each general meeting, the Board shall appoint from amongst members of standing, experience and expertise a complaints panel of not less than 6 members, none of whom may be officers or employees of Special Olympics Ireland.
- (ii) The purpose of the complaints panel shall be to hear, if possible resolve by conciliation, and otherwise adjudicate on any complaint made by or against a member. Any hearing conducted by the complaints panel must include at least half its members, and must be conducted according to rules of fair procedure and natural justice. It shall be a matter for the members present at a hearing to decide what remedy or penalty is appropriate, which can include a fine or expulsion from membership.
- (iii) The Chief Executive Officer, Special Olympics Ireland, shall receive complaints and shall act as convenor and secretary of the complaints panel. The Chief Executive Officer, Special Olympics Ireland shall refer all complaints to the complaints panel unless he or she decides that the complaint is plainly frivolous or vexatious, although the Chief Executive Officer, Special Olympics Ireland may, at his or her own discretion, attempt to resolve any complaints through conciliation. In the event of the Chief Executive Officer, Special Olympics Ireland being unable to act in relation to a particular complaint, by reason of a conflict of interest or for any other reason, the Board shall make provision for the performance of his or her functions under this Article by another officer or employee of Special Olympics Ireland.
- (iv) Where a matter of complaint or appeal relates to sport and has not been resolved to the satisfaction of both parties through Special Olympics rules and procedures, or through the provisions of Article 9 (i), (ii), (iii), such a matter shall be referred to Just Sport Ireland for mediation in accordance with the Just Sport Ireland Mediation Rules (as amended from time to time).

If the dispute is not settled within 30 days of the mediation being instituted, or such other period as the disputing parties may agree in writing, the dispute shall be referred to Just Sport Ireland for final and binding arbitration in accordance with the Just Sport Arbitration Rules (as amended from time to time).

ARTICLE 10 -Winding Up

10. If upon the winding up or dissolution of Special Olympics Ireland there remains after the satisfaction of all its debts and liabilities and after the payment of all costs and expenses of any such liquidation, any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred to Special Olympics Inc., a not-for-profit corporation incorporated under the laws of the District of Columbia, USA and having its principal office in Washington, D.C., USA, to be held in trust by it for the future development of Special Olympics in the island of Ireland.

ARTICLE 11 - Company Secretary

11. (i) Subject to section 3 of the Companies (Amendment) Act 1982, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
- (ii) Anything by the Acts or the Constitution 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 Special Olympics Ireland authorised generally or specially in that behalf by the Board provided that any provision of the Acts or this Constitution 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 the place of, the Secretary.

ARTICLE 12 - The Seal

12. The seal shall be used only by the authority of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

ARTICLE 13 - Accounts

13. (i) The Board shall cause proper books of account to be kept in accordance with the requirements of Section 202 of the Companies Act, 1990.
- (ii) The books of account shall be kept at the office or, subject to Section 202 of the Companies Act, 1990 at such other place as the Board think fit, and shall at all reasonable times be open to the inspection of the Board.
- (iii) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of Special Olympics Ireland or any of them shall be open to the inspection of members, not being Board members, and no member (not being a Director) shall have any right of inspecting and account or book or document except as conferred by statute or authorised by the Board or by Special Olympics Ireland in general meeting.
- (iv) The Board shall from time to time in accordance with the provisions of the Acts, cause to be prepared and to be laid before the annual general meeting of Special Olympics Ireland such profit and loss accounts, balance sheets, group accounts and reports as are required by the Acts to be prepared and laid before the annual general meeting of Special Olympics Ireland.
- (v) A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of Special Olympics Ireland together with a copy of the Director's Report and Auditor's Report shall not less than twenty one days before the date of the annual general meeting, be sent to Delegates entitled under the provisions of the Acts to receive them.

ARTICLE 14 - Audit

14. (i) Auditors shall be appointed and their duties regulated in accordance with Sections 160 and 161, as amended, of the Companies Act, 1963 and Part X of the Companies Act, 1990.

ARTICLE 15 - Notices

15. (i) A notice may be given by Special Olympics Ireland to any member (including a Delegate) either personally or by sending it by post to him/her to his/her registered or designated address or by

electronic transmission to a stipulated e-mail address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of the notice of a meeting, at the expiration of twenty four hours after the letter containing same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by e-mail, service of the notice shall be deemed to be effected when the relevant e-mail enters the first Information System outside of that of Special Olympics Ireland.

- (ii) Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
 - (a) every Delegate; and
 - (b) the Auditor for the time being of Special Olympics Ireland; and
 - (c) every member of the Board.

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

ARTICLE 16 - Interpretation of the Constitution

- 16. (i) Subject to the Acts, the Board shall have authority to decide any matter in relation to which the interpretation of the Constitution is in doubt and to make provision for any matter on which the Constitution is silent.
- (ii) Table C of the First Schedule to the Companies Act 1963 does not apply to the Constitution.
- (iii) Unless the contrary intention appears, words or expressions contained in the Constitution bear the same meaning as in the Acts in force at the date at which the Constitution becomes binding on Special Olympics Ireland.

- (iv) In these articles:

“the Acts” means the Companies Act, 1963 – 2003 as same may be amended, re-constituted or replaced from time to time;

“Affiliated Groups” means the groups referred to in Article 3(i);

“the Board” means the board of directors for the time being of Special Olympics Ireland;

“the Constitution” means the Memorandum and Articles of Association of Special Olympics Ireland;

“a Delegate” means a member who has been nominated, appointed or elected as a Delegate for the purposes of attending and voting at a general meeting by the Affiliated Group, Section or Regional Council of which they are a member;

“the office” means the registered office for the time being of Special Olympics Ireland;

“Information System” shall have the meaning ascribed to such term by the Electronic Commerce Act, 2000 (as same may be amended or varied from time to time);

“the Regions” means each of the geographical regions prescribed and accredited by the Board;

“Regional Council” means the body formed for the purpose of supporting and monitoring the effective organisation of the Special Olympics Programme within the Regions;

“Regional Committee” means a committee established for the purposes of implementing on a day to day basis the policy of Special Olympics Ireland in the Region;

“the Seal” means the Common Seal of Special Olympics Ireland;

“Sections” means the groupings referred to in Article 2(i);

“Secretary” means any person appointed to perform the duties of the Secretary of Special Olympics Ireland;

“Special Olympics athlete” means any person with a learning disability participating in the Special Olympics programme;

“Special Olympics” means the year round sports training and competition programme for people with a learning disability;

“Special Olympics Programme” means the programme for the promotion of Special Olympics;

“Volunteers” means persons who give of their time and resources on a voluntary basis to assist in the advancement of the Special Olympics Programme.

Annexe 1 – Standing Orders of General Meeting

Order 1 – Announcement of General Meetings and Final Notice and Agenda

1. The Board may publish whether through circulars, newsletters, notices or e-mail or by exhibition of same via the world wide web or other similar means, an announcement of an annual general meeting. The announcement shall –
 - (a) set out, the date, time and venue of the annual general meeting and
 - (b) invite members to submit motions for inclusion on the final agenda for the meeting (each member being entitled to submit not more than one such motion), and to submit nominations for any elective office. Motions and nominations must be submitted in writing.
2. The final notice and agenda for an annual general meeting shall –
 - (a) include all motions submitted by members for inclusion and decided by the Board to be in order;
 - (b) include all nominations for elective office; and
 - (c) be given by 21 days' notice in writing at the least.
3. The Board may arrange for the preparation of policy statements and other reports to be included on the final agenda for an annual general meeting and may, at any time before the final agenda is sent to Delegates, submit additional motions and amendments for inclusion.
4. An extraordinary general meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least; any other extraordinary general meeting shall be called by 14 days' notice in writing at the least. The notice shall in each case specify the business proposed to be transacted.
5. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Board and Auditors, the election of Board in the place of those retiring, the re-appointment of the retiring Auditors, and the fixing of the remuneration of the Auditors.
6. Notice under this Order shall –
 - (a) be exclusive of the day on which it is served or deemed to be served and of the day for which it is given;
 - (b) specify the place, the day and the hour of meeting; and
 - (c) be given to every Delegate and to the auditor for the time being of Special Olympics Ireland.
7. Notices may be dispatched to Delegates at such address as may be stipulated by the member and notified to the Board.
8. No person shall be entitled to receive notices of general meetings save as provided by this Order. The accidental omission to give notice of a meeting to, or the non-receipt of notices of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
9. Save in the case of motions for the suspension of Standing Orders under Order 8, or such additional business as may arise by virtue of the suspension of Standing Orders, motions and amendments of which notice has not been given may not be considered by the general meeting.

Order 2 – Delegates

Any Delegate shall identify himself or herself at a registration desk which shall be established for the purpose. He or she shall specify the Affiliated Group, Section or Region that he or she is representing, and shall be supplied with a voting card for the purposes of voting. Any disputes over the status of any Delegate shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Order 3 – Nominations

1. Nominations of candidates to any office or position which is elected by the general meeting may be made by any member. Not more than one nomination to each office or position may be made by any one member. Every nomination must be signed by the person making it and be sent to the Board not later than the fixed time.

2. Nominations for the election of an auditor must be accompanied by a declaration, signed by or on behalf of the nominee, assenting to that nomination.
3. A person shall not be accepted as a candidate in any election if the Board decides that his or her candidature is invalid by reason of any provision of the Acts or of the Constitution.

Order 4 – The Chairperson

1. The Chairperson of the Board shall preside over general meetings of Special Olympics Ireland. He or she shall be the judge of order, and of the interpretation and application of these Standing Orders, and shall have authority to ensure compliance with his or her rulings. A Delegate who persists in irrelevance or repetition in debate or who, in the opinion of the Chairperson, is speaking for the purpose of obstructing business, may be directed by the Chairperson to discontinue his or her speech.
2. In the absence of the Chairperson, the members of the Board present shall appoint one of their number to preside over the general meeting.
3. If at any meeting no member of the Board is willing to act as Chairperson or if no such member is present within 15 minutes after the time appointed for the holding of the meeting, the Delegates present shall elect one of their number to be Chairperson of the meeting.

Order 5 – Quorum

1. No business shall be transacted at any general meeting unless a quorum of 20 Delegates is present at the time when the meeting proceeds to business.
2. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be abandoned. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the persons present shall be a quorum.

Order 6 – Adjournment of meeting

1. The Chairperson may with the consent of a 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.
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. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

Order 7 – Voting

1. Save as provided by Order 2, voting shall be by show of voting cards, each Delegate or board member having one vote, unless a majority of the persons present request a secret ballot. The Chairperson shall declare the result, provided that the Chairperson may, whenever he or she considers it necessary to do so, appoint tellers to assist in the counting of votes.
2. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
3. Save as otherwise provided by the Acts or the Constitution, votes shall be decided by a simple majority of those present and voting.
4. Elections shall be conducted by secret ballot, under the rules of proportional representation by means of the single transferable vote. The counting of votes for elections held under this paragraph shall be conducted in accordance with the statutory rules for the time being in force for the counting of votes at general elections or presidential elections, as appropriate. The Board may appoint a suitably qualified person to supervise the counting of votes.

5. A declaration by the Chairperson that a resolution has, on a show of voting cards, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of Special Olympics Ireland, 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.
6. No Delegate shall be entitled to vote at any general meeting unless all moneys immediately payable by him to Special Olympics Ireland have been paid.
7. 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 Chairman of the meeting whose decision shall be final and conclusive.

Order 8 – Suspension of Standing Orders

Subject to the Acts, any or all of the foregoing Standing Orders may be suspended or modified in effect for a particular purpose by motion proposed, seconded and passed with the support of not less than two thirds of the persons present and voting. Without prejudice to any other term of this Constitution, the proposer of a motion under this order shall have the right to speak briefly in support thereof and the motion shall then be immediately put.

Annexe 2 – Powers and Procedures of the Board

Meetings

1. The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chairperson of the meeting shall have a further or casting vote. The Secretary on the requisition of two Board members shall summon a meeting of the Board.
2. The quorum necessary for the transaction of the business of the Board may be fixed by the Board; unless so fixed, it shall be five.
3. The Board may act notwithstanding any vacancy in its number but, if and so long as its number is reduced below the number fixed by or pursuant to this Annexe as the necessary quorum of the Board, the continuing members may act for the purpose only of increasing the number of members to that number or of summoning a general meeting of Special Olympics Ireland.
4. All acts done by any meeting of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or that he or she was disqualified, be as valid as if every such person had been duly appointed and was qualified so to act.
5. A resolution in writing, signed by all the members of the Board, shall be as valid as if it had been passed at a meeting of the Board duly convened and held.
6. The Board may consider a motion that a member be expelled from membership of Special Olympics Ireland pursuant to Article 1(vii)(b), (vii)(c), (vii) (d) or (vii) (f) in accordance with the principles of natural justice and procedures established by the Board from time to time.

Borrowing Powers

The Board may exercise all the powers of Special Olympics Ireland to borrow money and to mortgage or charge its undertaking or 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 Special Olympics Ireland or of any third party.

Cheques, Promissory Notes, etc.

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

Power of Attorney

1. The Board may from time to time and at any time, by power of attorney under the common seal of Special Olympics Ireland, appoint any company, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of Special Olympics Ireland for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as they may think fit. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
2. Subject to the foregoing, the Board may make its own rules and standing orders, which shall not contain anything inconsistent with the Constitution.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Marian Murphy
Leacha-na-Luathe, 42 East Wall Road, Dublin 3
Swimming Pool Manager

Tony Murphy
17 Cedarwood Grove, Castleconnell, Co. Limerick
Area Manager

Jim Phillips
88 Lorcan Grove, Santry, Dublin 9
Civil Servant

Elizabeth Callery
14 Woodvale Grove, Clonsilla, Dublin 15
Sport/Recreation Therapist

Robert Finn
42 Gracepark Heights, Dublin 9
Manager/Director of Training

Seamus Og Campbell
Gortloskey, Donegal PO, Co. Donegal
Staff Nurse

Elaine Twomey
"Ardroy" 13 Lake Lawn, Well Road, Cork
Child Care Worker

Kitty Tierney
Church Street, Ballinasloe, Co. Galway
PE Teacher

Dated this 14th Day of October 1994

Witness to the above Signatures:- M. DAVIS

HOUSE OF SPORT
LONGMILE ROAD
DUBLIN 12
NATIONAL DIRECTOR SPECIAL OLYMPICS IRELAND

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