

COMPANIES ACTS, 1963 TO 2009

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

MEMORANDUM AND ARTICLES OF ASSOCIATION

-of-

CONCERN WORLDWIDE

(Incorporated on 8 December 1972)

(As amended by Special Resolutions
dated 27 May 2006, 10 October 2009 and 11 December 2010)

McCann FitzGerald
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MEMORANDUM OF ASSOCIATION

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CONCERN WORLDWIDE

1. The name of the Company (hereinafter called "**the Association**") is **CONCERN WORLDWIDE**.
2. (a) The main objects for which the Association is established are:
 - (i) The relief, assistance and advancement of peoples in need in less developed areas of the world.
 - (ii) The ultimate elimination of extreme poverty in the world's poorest countries through development programmes.
 - (iii) The provision of education facilities for peoples in less developed areas of the world.
 - (iv) The provision of relief and assistance to peoples in need in situations of emergency.
 - (v) Such other charitable activities as are incidental to the achievement of the foregoing.
- (b) The following are the powers of the Association:
 - (i) To promote and further the main objects of the Association by conferences, public or private meetings, discussions, publications or by such other means as may be deemed desirable or necessary.
 - (ii) To promote, establish, co-operate with, become a member of, or assist by advice or by the grant of loans, donations or gifts or otherwise, any association, institution or body whatsoever and whether established or incorporated in Ireland or elsewhere having main object(s) or purposes wholly or partially similar to those of the Association.
 - (iii) To advertise and make known the Association and its main objects, purposes and aims by such means as may be deemed expedient, and to solicit, receive and hold donations, subscriptions, gifts, and bequests of all kinds.
 - (iv) To act as trustees of any property real or personal for any of the main objects of the Association, or for any other purpose that may seem conducive to the main objects of the Association.

- (v) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property that may be legally held, and any rights or privileges which the Association may think necessary or convenient for the purposes of its undertaking.
- (vi) To invest and deal with the monies and property of the Association not immediately required in such manner as may from time to time be determined. (prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years.)
- (vii) To borrow and raise money including, without limitation, by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
- (viii) To secure or otherwise collateralise on such terms and in such manner as may be thought fit, any indebtedness or obligation of the Association, either with or without the Association receiving any consideration or benefit, whether by personal covenant of the Association, or by mortgage, charge, pledge, assignment, trust or any other means involving the creation of security over all or any part of the undertaking, assets, property, rights, goodwill and revenues of the Association of whatever kind both present and future or by any other means of collateralisation including, without limitation, by way of transfer of title to any of such undertaking, assets, property, rights, goodwill and revenues.
- (ix) To guarantee the payment of any debts or the performance of any contract or obligation of any company or association or undertaking or of any person and to give indemnities of all kinds and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) either with or without the Association receiving any consideration or benefit by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon all or any of the undertaking, assets, property, rights, goodwill and revenues of the Association both present and future.
- (x) To draw, make, accept, endorse or issue promissory notes and other negotiable instruments.
- (xi) To accept stock or shares in, or the debentures, mortgages or other securities of any other company in payment or part payment for any services rendered, or for any sale made to, or debt owing from any such company, whether such shares shall be wholly or only partly paid up, and to hold and retain or re-issue with or without guarantee, or sell, mortgage or deal with any stock, shares, debentures, mortgages or other securities so received, and to give by way of consideration for any of the acts and things aforesaid, or property acquired, any stock, shares, debentures, mortgages or other securities of this or any other company.
- (xii) To sell or dispose of the undertaking or property of the Association or any part thereof for such consideration as the Association may think fit.

- (xiii) To sell, improve, manage, develop, exchange, lease, mortgage, charge, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Association.
- (xiv) To acquire and become registered proprietors of copyrights and trade marks and any other form of intellectual property.
- (xv) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Association 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 an occupational pension scheme and provided that such occupational pension scheme has been operated by the Association and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the Association; 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 Association and to subscribe or guarantee money for charitable objects.
- (xvi) To do all such other lawful things as are incidental or conducive to the attainment of the main objects of the Association.

Provided also that the Association 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 the Association, would make it a trade union.

3. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the main objects of the Association set forth in this memorandum of association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association. Nothing herein shall prevent the payment in good faith of:

- reasonable and proper remuneration to any member, officer or servant of the Association in return for services actually rendered to the Association, or
- interest at a rate not exceeding five per cent per annum on money lent by any member to the Association, or
- reasonable and proper rent for premises demised or let by any member to the Association.

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

- the repayment of out-of-pocket expenses, or
- interest at the rate aforesaid on money lent to the Association, or
- reasonable and proper rent for premises demised or let to the Association, or

- a payment to a company of which a member of the Council may be a member holding not more than one per cent of the capital of that company, such member not to be bound to account for any share of profits he may receive in respect of such a payment.
4. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved in writing by the Minister for Industry and Commerce.
 5. The third and fourth paragraphs of this Memorandum contain conditions to which a licence is granted by the Minister for Industry and Commerce to the Association in pursuance of Section 24 of the Companies Act, 1963 is subject.
 6. The liability of the members is limited.
 7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the Association being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding €6.35 (6.35 euro).
 8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to another company whose objects are the promotion of charity and which has main objects similar to the main objects of the Association, which other company also meets the requirements of paragraph (b) of section 24(1) of the Companies Act 1963, such company to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such Judge of the High Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.
 9. Annual audited accounts of the Association shall be kept and made available to the Revenue Commissioners on request.
 10. No amendments of any kind shall be made to the provisions of Clauses 3 and 8 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of Clauses 3 and 8 of the memorandum of association, such that there would be non-compliance with the requirements of section 24(1)(a) and (b) of the Companies Act 1963.
 11. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved in writing by the Revenue Commissioners.

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

Names, Addresses and Descriptions of Subscribers

Sean McCormac, 30 Maretimo Gardens, Blackrock, County Dublin – Co Council Official

R. A. Morgan, 302, Woodpark, Ballinteer Avenue, Dundrum, Dublin 14 – Accountant

Ivan R. Biggs, 9A Alma Road, Monkstown, County Dublin – Minister of Religion

J. O’Toole, C.S.Sp., 31 Mt Prospect Park, Dublin 3 – Catholic Priest

Deirdre F. Morley, 77 Meadow Vale, Deansgrange, County Dublin – Secretary

Noirin M. B. Kennedy, 28 Proby Square, Blackrock, County Dublin – Handweaver

Donnaca R. O’Cinneide, 28 Proby Square, Blackrock, County Dublin – Consulting Engineer

Eanna Johnson, 37 Wyattville Park, Ballybrack, County Dublin – Management Consultant

Michael Doheny, C.S.Sp. 3 Sunny Park Drive, Calcutta 19, India – Catholic Priest

Dated the 29th day of May 1972

Witness to the above signatures:

John O’Loughlin Kennedy, Economist

82 Northumberland Road
Dublin 4

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ARTICLES OF ASSOCIATION

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CONCERN WORLDWIDE

PRELIMINARY

1. The Regulations contained in Table C of the First Schedule of the Companies Act, 1963 shall not apply to the Association.
2. In these Articles, the following terms shall have the following meanings:

Words	Meanings
"Act"	the Companies Act, 1963;
"Acts"	the Companies Acts, 1963 to 2009;
"the Association"	this Company;
"Council"	the Council for the time being of the Association;
"Members of the Council"	the Members for the time being and from time to time of the Council or the Members of the Council present at a meeting of the Council;
"Office"	the registered office for the time being and from time to time of the Association;
"Register"	the register of members to be kept as required by section 116 of the Act;
"Seal"	the common seal of the Association;
"Secretary"	any person appointed to perform the duties of the secretary of the Association and includes an assistant or an acting secretary for the time being;
"Senior Management Team"	the Senior Management Team for the time being employed by the Association consisting of the Chief Executive of the Association and the

senior managers reporting to the Chief Executive;

"these Articles"

these Articles of Association, as originally framed, or as varied from time to time by special resolution.

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

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

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

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

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

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

MEMBERS

3. The number of members with which the Association proposes to be registered is 2,000 but the Council may from time to time register an increase in members.
4. The subscribers to the Memorandum of Association and such other persons as the Council in their absolute discretion shall admit to membership shall be members of the Association.
5. The Council may from time to time and at any time by resolution at their absolute discretion make such regulations as they see fit relating to membership of the Association, and may from time to time and at any time by like resolutions at the like discretion alter such regulations to such extent and in such manner as they see fit. Without prejudice to the generality of the foregoing, such regulations may provide for different classes of membership of the Association, the membership subscriptions (if any) payable by a member or a particular class of members (which may vary from member to member or, if there is more than one class, any class of members, by reference to such criteria as the Council so provide in such regulations), the rights (if any) of voting at general meetings of the Association of such members or classes of members, the duration of membership of any members or of any particular class of members provided that no regulation shall be made under the powers conferred by this Article which would amount to such an amendment of or an addition to these Articles as could lawfully be made only by special resolution.

6. The entry of a member's name in the Register shall be evidence of membership but no member shall be entitled to request the Association to issue a certificate of membership.
7. The rights and privileges of a member as such shall be personal and accordingly shall not be transferable and shall cease on his death.
8. A member of the Association shall cease to be a member:
 - (a) if he resigns as a member by notice in writing sent to the Secretary at the Office;
 - (b) if the Council by resolution determine that he has been in default in the payment of any subscription payable by him to the Association;
 - (c) on his death;
 - (d) if he should be expelled from membership in accordance with the provisions of Articles 9 and 10; or
 - (e) if he should fail to provide written confirmation on request by the Council within forty-five days of the request that he wishes to continue to be a member and where requested to furnish an updated address. A request under this paragraph shall be sent to the address of the member as appears in the Register and shall notify the member of the consequence of failing to respond to the request. Unless the member provides this confirmation in writing to the Association in accordance with this paragraph the member shall cease to be a member and his name shall be removed from the Register.
9. The Council shall, subject to the provisions of Article 10, have power by resolution approved by not less than two-thirds of the Members of the Council present and voting at a meeting specially convened for the purpose to expel from membership of the Association any member who refuses or wilfully neglects to comply with any of these Articles (or regulations or bye laws) or who has been guilty of such conduct that in the opinion of the Council either he is unfit to remain a member or his continued membership would be injurious to the Association or where the Council consider that expulsion would be in the best interests of the Association.
10. A member whose expulsion is to be taken into consideration by the Council under the provisions of Article 9 shall receive not less than 14 days' notice in writing of such proposed expulsion and short particulars of the grounds thereof and upon his giving notice in writing to the Secretary of his intention to appear shall be heard by the Council either in person or through his duly authorised agent but shall not be present at the voting or take further part in the proceedings otherwise than as the Council shall permit. Alternatively or in addition he may submit a written statement which shall be taken into consideration by the Council.
11. A former member of the Association shall remain liable for all subscriptions (if any) and contributions due or imposed on him up to the date on which he shall cease to be a member and for any sums due by him under Clause 7 of the Memorandum of Association of the Association and shall forfeit all claim to a return of any money paid by him to the Association on his admission as a member or by way of subscription or otherwise.

12. Every member shall be bound to further to the best of his ability the objects and interests of the Association, and shall observe all bye-laws of the Association that may be made pursuant to Article 37.

GENERAL MEETINGS

13. All general meetings of the Association shall be held in the State.
14. (a) Subject to paragraph (b) the Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next.

(b) So long as the Association holds its first annual general meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year.
15. All general meetings other than annual general meetings shall be called extraordinary general meetings.
16. The Council may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by section 132 of the Act. If at any time there are not within the State a sufficient number of Members of the Council capable of acting to form a quorum, any Member of the Council or any two members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICE OF GENERAL MEETINGS

17. Subject to the provisions of the Acts an annual general meeting of the Association shall be called by 60 days' notice in writing at the least. Any other meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and any other meeting of the Association shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the date on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and in the case of special business the general nature of that business and shall be given in the manner hereinafter mentioned to such persons as are under these Articles entitled to receive such notices from the Association.
18. 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.

PROCEEDINGS AT GENERAL MEETINGS

19. 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 Council and the auditors, the election of Members of the Council in the place of those retiring, the reappointment of the retiring auditors and the fixing of the remuneration of the auditors.

20. No business shall be transacted at any general meeting unless a quorum is present. Twenty five members present in person shall be a quorum for all purposes.
21. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the members 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.
22. The Chairperson, if any, of the Council, shall preside as Chairperson at every general meeting of the Association, or if there is no such Chairperson, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson, any deputy Chairperson, if any, of the Council if he is present and willing to act shall be Chairperson of the meeting, failing which the members present shall choose one of their number to be Chairperson of the meeting.
23. 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. When a meeting is adjourned for thirty 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 any adjournment or of the business to be transacted at an adjourned meeting.
24. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairperson; or
 - (b) by at least three members present in person; or
 - (c) by any member or members present in person and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. The demand for a poll may be withdrawn.

25. Any resolution at annual general meeting concerning the election of Members of Council shall be decided on a poll and all postal ballots of members validly cast pursuant to Articles 53 to 59 shall be included in such poll.
26. Except as provided in Article 28, if a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

27. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
28. A poll demanded on the election of a Chairperson, 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.
29. A resolution in writing (other than one in respect of which extended notice is required by the Acts to be given) signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Association duly convened and held and, if described as a special resolution, shall be deemed to be a special resolution within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more members for the time being entitled to attend and vote on such resolution at a general meeting.

VOTES OF MEMBERS

30. Subject to any rights or restrictions for the time being attached to any class or classes of members pursuant to regulations made under Article 5, every member shall have one vote.
31. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll (or by way of postal ballot in respect of the election of Council Members pursuant to Articles 53 to 59) by his committee, receiver or guardian or other person appointed by that court.
32. 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 Chairperson of the meeting whose decision shall be final and conclusive.

THE COUNCIL

33. The number of Members of the Council shall not be less than 10. The number of Members of the Council shall not be more than 24 or such other number as the Association in general meeting may from time to time determine. No person shall be qualified to be a Member of the Council unless he shall be a member of the Association entitled to attend and vote at general meetings of the Association.
34. No remuneration shall be payable to the Members of the Council. Members of the Council may be paid all such reasonable expenses as may be properly incurred in their attending and returning from meetings of the Council or any committee of the Council or general meetings of the Association or in connection with the affairs of the Association and provided same are properly vouched.

BORROWING POWERS

35. The Council may without any limitation as to amount exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures debenture stock and other

securities whether outright or as security for any debt, liability or obligation of the Association or of any third party.

POWERS AND DUTIES OF THE COUNCIL

36. The business and affairs of the Association shall be managed by the Council, who may exercise all such powers of the Association as are not by the Acts or by these Articles required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Acts and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Association in general meeting; but no direction given by the Association in general meeting shall invalidate any prior act of the Council which would have been valid if that direction had not been given.
37. Without prejudice to the general powers and authorities conferred by these Articles or any statute on the Council, the Council are hereby empowered to make, vary and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the affairs of the Association. The Council shall adopt such means as they deem sufficient to bring to the notice of the members all such bye-laws and variations and repeals thereof and all such bye-laws so long as they are in force shall be binding upon all the members of the Association provided always that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Association or constitute such an amendment of or addition to these Articles as could lawfully be made only by special resolution.
38. The Council may from time to time, and at any time, by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Council, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
39. A Member of the Council who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Association shall declare the nature of his interest at the meeting of the Council at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Council after he becomes so interested. A general notice given by a Member of the Council to the effect that:
 - (a) he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm; or
 - (b) he is to be regarded as interested in any transaction which may be made after the date of the notice with a specified person who is connected with him (within the meaning of section 26 of the Companies Act, 1990);

shall be sufficient declaration of interest under this Article, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Council or the Member of the Council giving the notice takes reasonable steps to secure that it is brought up and read at the

next meeting of the Council after it is given. The provisions of Article 43(j) shall apply to any failure to comply with this Article.

40. A Member of the Council may not vote in respect of any contract, appointment or arrangement in which he is interested and if he does so vote his vote shall not be counted.
41. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.
42. The Council shall cause minutes to be made in books provided for the purpose:
 - (a) of all appointments of officers made by the Council;
 - (b) of the names of the Members of the Council present at each meeting of the Council and of any committee of the Council;
 - (c) of all resolutions and proceedings at all meetings of the Association and of the Council and of committees of Council.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

43. The office of Member of the Council shall be vacated automatically if the Member of the Council:
 - (a) without the consent of the Association in general meeting holds any other office or place of profit under the Association; or
 - (b) if he is adjudicated bankrupt, or any event equivalent or analogous thereto occurs, in the State or any other jurisdiction or he makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a director of any company by reason of any order made under the Acts and in particular Part VII of the Companies Act 1990; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Association; or
 - (f) is convicted of an indictable offence, unless the Council otherwise determine; or
 - (g) if the Court makes a declaration in respect of him under section 150 of the Companies Act, 1990; or
 - (h) if he be absent from meetings of the Council for six consecutive months without leave, and the Council resolve that his office be vacated; or
 - (i) if he ceases to be qualified to be a Member of the Council under Article 33; or
 - (j) if he is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in a manner required by

section 194 of the Companies Act, 1963 as amended by section 47(3) of the Companies Act, 1990.

ROTATION OF MEMBERS OF THE COUNCIL

Retirement

44. At each annual general meeting of the Association, one third of the Members of the Council for the time being, excluding any Members of the Council who were appointed as Members of the Council under Article 49, or if their number is not three or a multiple of three then the number nearest one-third, shall retire from office but if there is only one Member of the Council who is subject to retirement by rotation then he shall retire.
45. The Members of the Council to retire in every year under Article 44 shall be those who have been longest in office since the last election but as between persons who become Members of the Council on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
46. Subject to Article 47, a retiring Member of the Council shall be eligible for re-election.

Eligibility for Council Membership

47. As and from the annual general meeting of the Association to be held in 2009, no person may serve as a Member of the Council for longer than a period of fifteen consecutive years or a cumulative period of twenty years. Therefore, as and from the annual general meeting of the Association to be held in 2009:
 - (a) any Member of the Council who has served in office for fifteen consecutive years or more shall retire and shall not be eligible for re-election until the annual general meeting following the annual general meeting at which he retires; and
 - (b) any Member of the Council who has served in office for a cumulative period of twenty years or more shall retire and shall not be eligible for re-election at any stage in the future.
48. Notwithstanding the provisions of Article 47(a), but subject always to the provisions of Article 47(b), any Member of the Council who is acting as Chairperson of the Council and who would otherwise be required to retire from the Council pursuant to the provisions of Article 47(a) shall not be required to retire from the Council until the third annual general meeting following the date on which he ceases to be Chairperson of the Council.

Appointment by Members of the Council

49. The Council shall have the power at each annual general meeting or at any time following each annual general meeting until the next annual general meeting to appoint two persons to be Members of the Council to meet specific requirements of the Association but so that the total number of Members of the Council shall not at any time exceed the number fixed in accordance with these Articles. A maximum of six positions on the Council may at any one time be filled pursuant to this Article. Any Member of the Council so appointed shall hold office only until the third annual general meeting following such appointment, and shall then be eligible for re-election by the Association in general meeting, but shall not be taken into account in determining the Members of the Council who are to retire

by rotation at the meeting. The power of the Council to appoint two Members of the Council on an annual basis pursuant to this Article 49 shall operate at all times in priority to the election provisions set out at Article 50.

Election Process

50. Subject always to Article 49, the Association, at the meeting at which a Member of the Council retires in manner aforesaid, may fill the vacated office by electing a person thereto and in default the retiring Member of the Council shall if offering himself for re-election, subject to Article 47, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Member of the Council has been put to the meeting and lost.
51. No person who has been a member of the Senior Management Team shall be eligible for election to the Council within a period of two years from the date upon which he ceases to be a member of the Senior Management Team.

Notification Process

52. No person shall be eligible for election to the office of Member of the Council at any general meeting unless not less than 30 nor more than 60 days before the date appointed for the meeting there has been left at the Office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that proposed person of his willingness to be elected.

Election of Council Members by Postal Ballot

53. Every member entitled to attend and vote at an annual general meeting may vote in the election process under Article 50 by way of a postal ballot to elect Members of Council to fill a vacated office as an alternative to attending an annual general meeting and voting in the election process in person. A member who votes by way of a postal ballot may attend the meeting at which Council Members are elected but may not vote on a poll at such meeting in respect of the election of Council Members.
54. A postal ballot paper shall be in writing and shall be issued to all members entitled to attend and vote at a general meeting at least 21 days in advance of every general meeting at which an election of Council Members shall be held and shall list those persons who have made valid notification of their willingness to be elected in accordance with Article 52.
55. In order to cast a valid postal ballot for an election of Council Members each member intending to vote by postal ballot shall complete the postal ballot paper provided together with a completed certificate of identity in the following form or in any other form which the Council may accept:

“CONCERN WORLDWIDE

IDENTITY CERTIFICATE for Council elections [year]

Enclosed is my completed postal ballot paper for the [] Council election.

NAME (Block Capitals): _____

Address: _____

Signature: _____ "

56. The postal ballot paper and any authority under which it is executed, together with the certificate of identity, shall be posted to or deposited at the Office to be received not less than 7 days before the day appointed for the holding of the meeting or adjourned meeting at which an election of Council Members shall be held and in default shall not be treated as valid.
57. A vote given by way of postal ballot shall be valid notwithstanding the previous death or insanity of the member voting if no intimation in writing of such death or insanity is received by the Association at the Office before the commencement of the meeting or adjourned meeting at which the vote is given.
58. The Council are hereby empowered to make, vary and repeal all such rules as they deem necessary or expedient or convenient for the proper conduct and management of the postal ballot procedure for the election of Council Members. The Council shall adopt such means as they deem sufficient to bring to the notice of the members all such rules and variations and repeals thereof and all such rules so long as they are in force shall be binding upon all the members of the Association provided always that no such rules shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Association or constitute such an amendment of or addition to these Articles as could lawfully be made only by special resolution.
59. The postal ballot procedure provided by these Articles shall be used only for the purposes of election of Council Members and shall not be available to members in respect of voting on any other resolutions of the Association.

Size of Council

60. The Association may from time to time by ordinary resolution increase or reduce the number of Members of the Council and may also determine in what rotation the increased or reduced number is to go out of office.

Co-option to Fill an Elected Position Vacated due to Resignation

61. The Council shall have the power at any time, and from time to time, to appoint any person to be a Member of the Council where an elected Member of the Council resigns from the Council but so that the total number of Members of the Council shall not at any time exceed the number fixed in accordance with these Articles. A person so appointed shall be subject to retirement at the same time as if he had become a Member of the Council at the annual general meeting at which the Member of the Council in whose place he is appointed was last elected a Member of the Council.

Co-option to Fill a Casual Vacancy

62. The Council shall have power at any time, and from time to time, to appoint any person to be a Member of the Council, either to fill a casual vacancy arising other than in circumstances referred to in Article 61 above or as an addition to the existing Members of the Council, but so that the total number of Members of the Council shall not at any time exceed the number fixed in accordance with these

Articles. Any Member of the Council so appointed shall be subject to retirement by rotation under Article 44.

Removal of a Member of Council

63. For reasons which it deems appropriate the Association may by ordinary resolution of which extended notice has been given in accordance with the Acts remove any Member of the Council before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Association and such Member of the Council. Such removal shall be without prejudice to any claim such Member of the Council may have for damages for breach of any contract of service between him and the Association.
64. The Association may by ordinary resolution appoint another person in place of a Member of the Council removed from office under Article 63. Without prejudice to the powers of the Council under Articles 61 and 62, the Association in general meeting may appoint any person to be a Member of the Council either to fill a casual vacancy or as an additional Member of the Council. A person appointed in place of a Member of the Council so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Member of the Council on the day on which the Member of the Council in whose place he is appointed was last elected a Member of the Council.

PROCEEDINGS OF THE COUNCIL

65. The Council may meet for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote. A Member of the Council may, and the Secretary on the requisition of a Member of the Council shall, at any time summon a meeting of the Council.
66. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be ten provided ten persons are personally present. A meeting of the Council at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Council.
67. The continuing Members of the Council may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed pursuant to these Articles as the necessary quorum of the Council, the continuing Members of the Council may act for the purpose of increasing their number to that number, or of summoning a general meeting of the Association, but for no other purpose.
68. The Council may elect one of their number to be Chairperson and one or more of their number to be deputy Chairperson(s) of their meetings and determine the period for which each such person is to hold office but if no such Chairperson or deputy Chairperson is elected, or if at any meeting neither the Chairperson nor any deputy Chairperson is present within five minutes after the time appointed for holding the same, the Members of the Council present shall choose one of their number to be Chairperson of the meeting.
69. The Members of the Council may delegate any of their powers to committees consisting of one or more Members of the Council as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council. The meetings and

proceedings of any such committee shall be governed by the provisions of these Articles regulating meetings and proceedings of the Council insofar as same are not superseded by any regulations made by the Council.

70. A committee may elect a Chairperson of its meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
71. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a Member of the Council, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Member of the Council or of any member of a committee or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Council or a member of such committee as the case may be.
72. A resolution in writing signed by all the Members of the Council shall be as effective as a resolution passed at a meeting of the Council duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Members of the Council. Such a resolution may (unless the Council shall otherwise determine either generally or in any specific case) be transmitted electronically or by facsimile provided that in the case of each such electronic transmission or facsimile the Secretary or a Member of the Council shall have endorsed the same with a certificate stating that he is satisfied as to the authenticity thereof.

SECRETARY

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

SEAL

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

ACCOUNTS

76. The Council shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Acts. Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary

to give a true and fair view of the state of the Association's affairs and explain its transactions.

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

AUDITORS

81. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts and in particular section 160 to 163 of the Companies Act, 1963 as amended and extended by section 182 to 200 of the Companies Act, 1990 (as amended).
82. Subject to the provisions of the Acts, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Association, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

NOTICES

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

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

84. (a) Where a notice is given, served or delivered pursuant to sub-paragraph (a) or (b) of Article 83, the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the member or his authorised agent, or left at his registered address (as the case may be).
- (b) Where a notice is given, served or delivered pursuant to sub-paragraph (c) of Article 83, the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twenty-four hours after the cover containing it was posted. In proving service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.
- (c) Every legal personal representative, committee, receiver, curator bonis or other legal curator, assignee in bankruptcy or liquidator of a member shall be bound by a notice given as aforesaid if sent to the last registered address of such member, notwithstanding that the Association may have notice of the death, lunacy, bankruptcy, liquidation or disability of such member.
- (d) Without prejudice to the provisions of sub-paragraphs (a) and (b) of Article 83, if at any time by reason of the suspension or curtailment of postal services within the State, the Association is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised on the same day in at least two leading national daily newspaper published in the State and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day on which the said advertisement or advertisements shall appear. In any such case the Association shall send confirmatory copies of the notice through the post to those members whose registered addresses are outside the State (if or to the extent that in the opinion of the Council it is practical so to do) or are in areas of the State unaffected by such suspension or curtailment of postal services and if at least ninety-six hours prior to the time appointed for the holding of the meeting the posting of notices to members in the State, or any part thereof which was previously affected, has become practical in the opinion of the Council, the Council shall send forthwith confirmatory copies of the notice by post to such members. The accidental omission to give any such confirmatory copy of a notice of a meeting to, or the non-receipt of any such confirmatory copy by, any person entitled to receive the same shall not invalidate the proceedings at the meeting.
85. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every member;
- (b) every person being the Official Assignee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting; and
- (c) the auditor for the time being of the Association.

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

INDEMNITY

86. Subject to the provisions of and so far as may be permitted by the Acts, every Member of the Council, Secretary, member of a committee established by the Council, member of the Senior Management Team, Chief Executive or other officer of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted by him as an officer or employee of the Association and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

NAMES, ADDRESSES AND DESCRIPTIONS OF THE SUBSCRIBERS

Sean McCormac, 30 Maretimo Gardens, Blackrock, County Dublin – Co Council Official

R. A. Morgan, 302, Woodpark, Ballinteer Avenue, Dundrum, Dublin 14 – Accountant

Ivan R. Biggs, 9A Alma Road, Monkstown, County Dublin – Minister of Religion

J. O’Toole, C.S.Sp., 31 Mt Prospect Park, Dublin 3 – Catholic Priest

Deirdre F. Morley, 77 Meadow Vale, Deansgrange, County Dublin – Secretary

Noirin M. B. Kennedy, 28 Proby Square, Blackrock, County Dublin – Handweaver

Donnaca R. O’Cinneide, 28 Proby Square, Blackrock, County Dublin – Consulting Engineer

Eanna Johnson, 37 Wyattville Park, Ballybrack, County Dublin – Management Consultant

Michael Doheny, C.S.Sp. 3 Sunny Park Drive, Calcutta 19, India – Catholic Priest

Dated this 29th day of May 1972

Witness to the above signatures:

John O’Loughlin Kennedy, Economist

82 Northumberland Road
Dublin 4