

THE COMPANIES ACT 1963 to 1990

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF LÉARGAS - THE EXCHANGE BUREAU

INTERPRETATION

1. In these articles,
 - "the act" means the Companies Act, 1963, No 33 of 1963 as amended.
 - "Léargas" means the Company.
 - "the Board" means the Board of Directors for the time being of the Company.
 - "the Executive Director" means any person appointed in pursuance of Article 53.
 - "the Members of the Board" means the Directors for the time being of the Company or the Directors present at the meeting of the Board and includes any person occupying the position of member of the Board or Director, by whatever name called.
 - "the Minister" means the Minister for Education.
 - "the Secretary" means any person appointed to perform the duties of the Secretary of the Company.
 - "the Office" means the registered office for the time being of the Company.
 - "member" means an individual appointed as such by the Minister and entered in the Register of Members.
 - "the Year" means calendar year.
 - "the Seal" means the Common Seal of the Company.
 - "Committee" means a sub-committee of the Company.Expressions referring to writing shall, unless the contrary intention appears to be construed as including references to printing, lithography, photography, and any other modes of representing or reproducing words in a visible form.

Words imputing the singular number only shall include the plural number and vice versa. Words imputing the masculine only shall include the feminine. Unless the contrary intention appears, words or expressions contained in the Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date of which these Articles become binding on Léargas.

MEMBERS

2. The number of members of the Company shall be not more than twenty. All members of the Bureau including the Chairperson shall be appointed by the Minister. The Company shall in general meeting have the power to register an increase of members with the approval of the Minister and shall do so when directed by the Minister.

3. No body corporate or unincorporated shall be entitled to hold membership of the Company.
4. Members of the Company shall cease to be members:
 - (a) if by one month's notice in writing to the Secretary at the office they resign.
 - (b) if they are found lunatic or become of unsound mind or are declared a bankrupt or make a composition with their creditors.
 - (c) if they resign or otherwise cease to be a member of the Board.
 - (d) if they are nominated as a member of Seanad Eireann or,
 - (e) are elected as a member of either House of the Oireachtas, or to the Assembly of the European Communities, or
 - (f) are regarded pursuant to Section 15 (inserted by the European Assembly Elections Act, 1984) of the European Assembly Elections Act, 1977, as having been elected to such Assembly to fill a vacancy.
 - (g) if they otherwise cease to qualify for membership under these Articles.
 - (h) if by 14 days notice in writing they are removed by the Minister.
5. Every member shall further to the best of their ability, the object, interests and influence of the Company and shall observe all regulations of the Company made pursuant to the powers in that behalf hereinafter contained.

STAFF

6. Where a member of the staff of the Company is:
 - (a) nominated as a member of the Seanad Eireann, or
 - (b) elected as a member of either houses of the Oireachtas or to the Assembly of the European Communities or,
 - (c) or regarded pursuant to Section 15 (inserted by the European Assembly Elections Act, 1984), or the European Assembly Elections Act, 1977, as having been elected to such Assembly to fill a vacancy.

s/he shall thereupon stand seconded from employment by the Company and shall not be paid by, or be entitled to receive from, the Company any remuneration or allowance in respect of the period commencing on such nomination or election, or when s/he is so regarded as having been elected (as the case may be) and ending when s/he ceases to be a member of either such house or such Assembly.

GENERAL MEETINGS

7. All general meetings of the Company shall be held in the State, at such time and at such place as the Board shall appoint.
8. The Company shall in each year hold a general meeting as its annual general meeting in addition to other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of Léargas and that of the next.
9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. The Directors of the Company (the Board) may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the State sufficient Members of the Board capable of acting to form a quorum, any two Members of the Board may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Members of the Board.

NOTICE OF GENERAL MEETINGS

11. Subject to Sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles of the Company entitled to receive such notices from the Company.

The accidental omission to give notices 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 of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. 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 and balance sheet, the reports of the Directors and of the Auditors, the re-appointment of the retiring Auditors and the fixings of the remuneration of the Auditors.
13. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be 5 members in person or by proxy.
14. 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 Directors of the Company 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.
15. The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company, or if there is no such Chairperson, or s/he is not present within 15 minutes after the time appointed for the holding the meeting, the members present shall choose one of their number to be the Chairperson of the meeting.
16. 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 business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. 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 by proxy; or

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 book containing the Minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recording in favour of or against the resolution. The demand for a poll may be withdrawn.

18. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such manner as the Chairperson directs and the result of that poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the Meetings at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. A poll demanded 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.
21. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

VOTE ON MEMBERS

22.
 - (1) Every member shall be entitled to receive notices of general meetings and to attend such meetings.
 - (2) No other persons, save the Auditors and the Executive Director shall be entitled to receive notices of general meetings.
 - (3) Each and every member shall have one vote.
23. 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 the purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

PROXIES

24. Votes may be given either personally or by proxy.
The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing.
25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

Léargas - The Exchange Bureau

I.

of,

being a member of the above named Company hereby appoint

of

or failing him/her

of

as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case maybe) general meeting of Léargas to be held on the day 19 and at any adjournment thereof.

Signed this day of 19

. This form is to be used * in favour of the resolution.

Against

Unless otherwise instructed, the proxy will vote as s/he thinks fit.

* Strike out whichever is not desired.

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such revocation as aforesaid is received by Léargas at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

29. The subscribers of the Memorandum and Articles of Association shall be the first Directors of the Company. Before considering the appointment of any person to be a member of the Company or a member of the Board thereof other than the initial appointment, the Minister may consult with the Board who would then have the right to make submissions to the Minister recommending a number of people as possible members and Directors. In making such submission the Board shall have regard to the level of expertise and practice in the field of youth exchange of the persons to be nominated by them and be satisfied that such persons are properly qualified to enable the Company to fulfil its primary object.
30. The Board shall consist of not more than nine Directors. The Directors shall have the power from time to time to register an increase of Directors with the approval of the Minister and shall do so when directed by the Minister.
31. No member shall be appointed by the Minister as Directors of the Company unless that person is first appointed by the Minister to be a Member of the Company.
32. No Director of the Company shall receive remuneration. Vouched out of pocket expenses shall be payable to Directors within parameters set by the Board and approved in writing, in advance, by the Minister. Save with the prior written consent of the Minister, no Director of the Company shall receive any expenses.

33. The first Directors of the Company (the Subscribers to the Memorandum and Articles of Association) shall hold office for an initial period of three years. At each Annual General Meeting thereafter one third of the Directors for the time being, or if their number is not three, or a multiple of three, then the number nearest one third shall retire from office.
34. The directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
35. A retiring director shall be eligible for re-election.
36. Members of the Board may at any time resign their office as Director of the Company by letter sent to the Minister and the resignation shall take effect on the date of the receipt of the letter by the Minister.
37. All casual vacancies on the Board of Léargas shall be filled by the Minister. The person so appointed shall first be appointed to Membership of the Company and thereafter as Director of the Company and shall hold office as Director of the Company for the remainder of the predecessor's term and thereafter the provisions of Article 34 shall apply to them. The Minister shall at the same time give notice to the Company of such appointments.
38. Subject to the provision of these Articles the Directors shall regulate by standing orders or otherwise the procedure and business of the Directors and any of its Committees.
39. The Directors shall meet at least five times in each calendar year.
40. Whenever there is a vacancy of the Director of the Company the Minister shall appoint a Director to fill such a vacancy and shall at the same time give notice to the Company of such an appointment.

PROCEEDINGS OF DIRECTORS

41. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve it shall not be necessary to give notice of a meeting of directors to any director who being resident in the State is for the time being absent from the State.
42. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.
43. The continuing directors may act notwithstanding any vacancy in their number.

44. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid as if it had been passed at a meeting of the directors duly convened and held.
45. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

CONSULTATIVE COMMITTEES

46. The Directors of the Company will be entitled to establish formal consultative committees as required, the terms of reference of which shall be set by the Directors of the Company.

BORROWING POWERS

47. The borrowing powers of the Company as set out in the Memorandum and Articles may not be exercised by the Board save with the prior approval in writing of the Minister.

DISQUALIFICATION OF DIRECTORS OF THE COMPANY

48. Membership of the Board shall be terminated if the Member of the Board: -
- (a) ceases to be a member of the Company; or
 - (b) holds any office or place of profit under the Company; or
 - (c) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his/her creditors generally; or
 - (d) becomes prohibited from being a member of the Board by reason of any order made under Section 184 of the Act; or
 - (e) becomes of unsound mind; or
 - (f) resigns his/her office by notice in writing to the Company; or
 - (g) is convicted of an indictable offence unless the Board otherwise determines; or
 - (h) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest in manner required by Section 194 of the Act; or
 - (i) is nominated as a member of Seanad Eireann; or
 - (j) is elected as a member of either House of the Oireachtas or to the Assembly of the European Communities; or
 - (k) is regarded pursuant to Section 15 (inserted by the European Assembly Elections Act, 1984) of the European Assembly Elections Act, 1977, as having been elected to such Assembly to fill a vacancy; or
 - (l) is requested in writing by the Minister to resign.
 - (m) dies.
 - (n) otherwise ceases to qualify for membership under these Articles.

VOTING ON CONTRACTS AND DECLARATION OF INTEREST

49. (A) Directors of the Company who are in any way, whether directly or indirectly, interested in any contract matter or thing under consideration at a Meeting of the Directors shall declare immediately the fact of such interest and the nature thereof in accordance with Section 194 of the Act and the declaration shall be recorded in the Minutes of the Meeting concerned and for so long as the contract, matter or thing to which the declaration of interest refers is being dealt with by the Meeting of Director by whom the declaration is made shall not vote in respect or such contract, matter or thing and if they shall so vote, their vote shall not be counted, nor shall they be counted in the quorum present at the Meeting.
- (B) where at a Meeting of the Director a question arises as to whether or not a course of conduct, if pursued by a Director thereof would be a failure by them to comply with the requirements of Article 47(a), the question may be determined by majority vote of the Directors excluding the Director whose interest is in question and this decision shall be final and in case such a question is so determined, particulars of the determination shall be recorded in the Minutes of the Meeting.

THE CHAIRPERSON

50. The Minister shall appoint the Chairperson of the Company who will automatically be deemed to be a Director of the Company if not already one for such period as the Minister may determine provided that such period may not be longer than the Chairpersons period of office as a Director of the Company. If the Chairperson ceases to be a Director of the Company s/he shall also cease to be Chairperson of the Company.

THE EXECUTIVE DIRECTOR

51. The Directors shall from time to time appoint an Executive Director whose remuneration and other conditions of service, duties and powers shall with the approval in writing of the Minister be such as shall be defined by the Directors from time to time with the approval in writing of the Minister. The Executive Director shall be entitled to notice of and to attend all Directors Meetings but shall not be entitled to vote on any matter at any Directors Meeting.

THE SECRETARY

52. Subject to Article 49 the Secretary shall be appointed by the Directors of the Company and any Secretary so appointed may be removed by the Board. The Secretary shall not be eligible for appointment to the Board.
53. The other staff of the Company shall be appointed upon such terms and conditions (including superannuation benefit) and be paid such remuneration and allowance as the Executive Director shall determine within parameters set by the Board and approved in advance, by the Minister in writing.

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

THE SEAL

55. The seal shall be used only by the authority of the Directors of the Company and every instrument to which the seal shall be affixed shall be signed by a Director of the Company and shall be countersigned by a second Director of the Company or by some other person appointed by the Directors for the purpose.

ACCOUNTS

56. The Board shall cause proper books of account to be kept relating to:
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

57. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors of the Company or the Minister or his duly authorised representative.
58. The Directors of the Company shall from time to time in accordance with Sections 148, 150, 157 and 158 of the act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the Company.
59. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the Director's report and Auditor's report shall, not less than 21 days before the date of the annual general meeting be sent to every person entitled under the provisions of the Act to receive them.

60. The Accounts of the Company shall be submitted for audit each year. Copies of the Directors' report and of the annual account duly audited including an income and expenditure account and balance sheet shall be submitted to the Minister and the Minister for Finance each year on conclusion of the audit.

AUDIT

61. The accounts of Léargas shall be audited by one or more properly qualified auditor or auditors, or at the direction of the Minister by the Comptroller and Auditor General whose duties will be regulated in accordance with the Act or any Statutory modification thereof for the time being in force.

NOTICES

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

Notice of general meetings of the Company shall be sent to all members of the Company and to the Auditors.

INDEMNITY

63. Every Director of the Company, the Executive Director, the Auditor, Secretary, or any other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which they may sustain or incur in or about the execution of the duties of their office or otherwise in relation thereto, including any liability incurred by them in defending any proceedings, other than criminal proceedings, in which judgment is given in their favour or in which they are acquitted or in connection with any application under Section 391 of the Act in which relief is granted to them by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of their office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 200 of the Act.

WINDING UP

64. The provision of Clauses 8 and 9 of the Memorandum of Association of the Bureau relating to the winding up or dissolution of the Bureau shall have effect and be observed as if the same were repeated in full in these Articles.

Names	Address	Description
<i>Green Park</i>	<i>WYU, 3 MONTAGUE ST, D2</i>	<i>MANAGER</i>
<i>Fran Hood</i>	<i>D1C1, 3 MONTAGUE ST, D2</i>	<i>ADMINISTRATOR</i>
<i>[Signature]</i>	<i>24 Lt Hotel St D12</i>	<i>Chairman Sewer</i>
<i>[Signature]</i>	<i>Senior College Ballynemat. DUBLIN 10.</i>	<i>College Principal</i>
<i>Liam A. Connell</i>	<i>Dpt of Education Dublin 1</i>	<i>Civil servant</i>
<i>Maura Blaney</i>	<i>Dept. of Education, Harcourt Hse, D2.</i>	<i>Inspector of Schools</i>
<i>Murchal Greene</i>	<i>Dept of Enterprise & Employment</i>	<i>Civil Servant</i>
<i>Felou Balcary</i>	<i>4 Maymarket Jee family care</i>	<i>Co. Director</i>
<i>Mary Ann</i>	<i>Languages Center UCD Belfield D4.</i>	<i>University Lecturer</i>

Dated this 18th day of February 1993.

Witness to the above signatures:

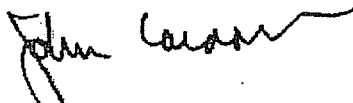
*Louis J. Donohue
Chief State Officer
John [Signature]
DUBLIN 2.*

COMPANIES ACTS 1963 TO 1990

LICENCE OF THE MINISTER FOR ENTERPRISE AND EMPLOYMENT PURSUANT
TO SECTION 24 OF THE COMPANIES ACT, 1963

The Minister for Enterprise and Employment in pursuance of the powers vested in him by Section 24 of the Companies Act, 1963, as amended by the Industry and Commerce (Alteration of Name of Department and Title of Minister) Order, 1993 (S.I. No. 19 of 1993), does by this licence direct that Youth Exchange Bureau of Ireland / Biuro Malartaithe Oige na hEireann, not being a public limited company, in consideration of the provisions and subject to the conditions set out in its Memorandum of Association, as subscribed by seven members thereof on 18 February, 1993 may be registered with limited liability without the addition of the word "limited" to its name.

Given under the Official Seal of the
Minister for Enterprise and Employment
this 30th day of June 1993


John Corcoran

A person authorised under Section 15(1)
of the Ministers and Secretaries Act, 1924,
to authenticate the seal of the said Minister.

be a Member of the Company.

32. No Director of the Company shall receive remuneration. Vouched out of pocket expenses shall be payable to Directors within parameters set by the Board and approved in writing, in advance, by the Minister. Save with the prior written consent of the Minister no Director of the Company shall receive any expenses.
33. The first Directors of the Company (the Subscribers to the Memorandum and Articles of Association) shall hold office for an initial period of three years. At each Annual General Meeting thereafter one third of the Directors for the time being, or if their number is not three, or a multiple of three, then the number nearest one third shall retire from office.
34. The directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
35. A retiring director shall be eligible for re-election.
36. Members of the Board may at any time resign their office as Director of the Company by letter sent to the Minister and the resignation shall take effect on the date of the receipt of the letter by the Minister.
37. All casual vacancies on the Board of the Bureau shall be filled by the Minister. The person so appointed shall first be appointed to Membership of the Company and thereafter as Director of the Company and shall hold office as Director of the Company for the remainder of the predecessor's term and thereafter the provisions of Article 34 shall apply to them. The Minister shall at the same time give notice to the Company of such appointments.
38. Subject to the provision of these Articles the Directors shall regulate by standing orders or otherwise the procedure and business of the Directors and any of its Committees.
39. The Directors shall meet at least five times in each calendar year.
40. Whenever there is a vacancy of the Director of the Company the Minister shall appoint a Director to fill such a vacancy and shall at the same time give notice to the Company of such appointment.

PROCEEDINGS OF DIRECTORS.

41. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve it shall not be necessary to give notice of a meeting of directors to any director who being resident in the State is for the time being absent from the State.

42. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.
43. The continuing directors may act notwithstanding any vacancy in their number.
44. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid as if it had been passed at a meeting of the directors duly convened and held.
45. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

CONSULTATIVE COMMITTEES

46. The Directors of the Company will be entitled to establish informal consultative committees as required, the terms of reference of which shall be set by the Directors of the Company.

BORROWING POWERS

47. The borrowing powers of the Company as set out in the Memorandum and Articles may not be exercised by the Board save with the prior approval in writing of the Minister.

DISQUALIFICATION OF DIRECTORS OF THE COMPANY.

48. Membership of the Board shall be terminated if the Member of the Board:-
 - (a) ceases to be a member of the Company; or
 - (b) holds any office or place of profit under the Company; or
 - (c) is adjudged bankrupt in the State or in Northern Ireland or

- Great Britain or makes any arrangement or composition with his/her creditors generally; or
- (d) becomes prohibited from being a member of the Board by reason of any order made under Section 184 of the Act; or
 - (e) becomes of unsound mind; or
 - (f) resigns his/her office by notice in writing to the Company; or
 - (g) is convicted of an indictable offence unless the Board otherwise determines; or
 - (h) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest in manner required by Section 194 of the Act; or
 - (i) is nominated as a member of Seanad Eireann; or
 - (j) is elected as a member of either House of the Oireachtas or to the Assembly of the European Communities; or
 - (k) is regarded pursuant to Section 15 (inserted by the European Assembly Elections Act, 1984) of the European Assembly Elections Act, 1977, as having been elected to such Assembly to fill a vacancy; or
 - (l) is requested in writing by the Minister to resign.
 - (m) dies.
 - (n) otherwise ceases to qualify for membership under these Articles.

VOTING ON CONTRACTS AND DECLARATION OF INTEREST

49. (A) Directors of the Company who are in any way, whether directly or indirectly, interested in any contract matter or thing under consideration at a Meeting of the Directors shall declare immediately the fact of such interest and the nature thereof in accordance with Section 194 of the Act and the declaration shall be recorded in the Minutes of the Meeting concerned and for so long as the contract, matter or thing to which the declaration of interest refers is being dealt with by the Meeting of Director by whom the declaration is made shall not vote in respect or such contract, matter or thing and if they shall so vote, their vote shall not be counted, nor shall they be counted in the quorum present at the Meeting.
- (b) where at a Meeting of the Director a question arises as to

whether or not a course of conduct, if pursued by a Director thereof would be a failure by them to comply with the requirements of Article 47(a), the question may be determined by majority vote of the Directors excluding the Director whose interest is in question and this decision shall be final and in case such a question is so determined, particulars of the determination shall be recorded in the Minutes of the Meeting.

THE CHAIRPERSON

50. The Minister shall appoint the Chairperson of the Company who will automatically be deemed to be a Director of the Company if not already one for such period as the Minister may determine provided that such period may not be longer than the Chairpersons period of office as a Director of the Company. If the Chairperson ceases to be a Director of the Company s/he shall also cease to be Chairperson of the Company.

THE EXECUTIVE DIRECTOR

51. The Directors shall from time to time appoint an Executive Director whose remuneration and other conditions of service, duties and powers shall with the approval in writing of the Minister be such as shall be defined by the Directors from time to time with the approval in writing of the Minister. The Executive Director shall be entitled to notice of and to attend all Directors Meetings but shall not be entitled to vote on any matter at any Directors Meeting.

THE SECRETARY

52. Subject to Article 49 the Secretary shall be appointed by the Directors of the Company and any Secretary so appointed may be removed by the Board. The Secretary shall not be eligible for appointment to the Board.

53. The other staff of the Company shall be appointed upon such terms and conditions (including superannuation benefit) and be paid such remuneration and allowance as the Executive Director shall determine within parameters set by the Board and approved in advance, by the Minister in writing.

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

in the place of, the Secretary.

THE SEAL

55. The seal shall be used only by the authority of the Directors of the Company and every instrument to which the seal shall be affixed shall be signed by a Director of the Company and shall be countersigned by a second Director of the Company or by some other person appointed by the Directors for the purpose.

ACCOUNTS

56. The Board shall cause proper books of account to be kept relating to

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

Proper books 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 Companies affairs and to explain its transactions.

57. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Directors thinks fit, and shall at all reasonable times be open to the inspection of the Directors of the Company or the Minister or his duly authorised representative.

58. The Directors of the Company shall from time to time in accordance with Section 148, 150, 157 and 158 of the act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the Company.

59. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the Directors report and Auditor's report shall, not less than 21 days before the date of the annual general meeting be sent to every person entitled under the provisions of the Act to receive them.

60. The Accounts of the Company shall be submitted for audit each year. Copies of the Directors' report and of the annual account duly

audited including an income and expenditure account and balance sheet shall be submitted to the Minister and the Minister for Finance each year on conclusion of the audit.

AUDIT

61. The accounts of the Bureau shall be audited by one or more properly qualified auditor or auditors, or at the direction of the Minister by the Comptroller and Auditor General whose duties will be regulated in accordance with the Act or any Statutory modification thereof for the time being in force.

NOTICES

62. A notice may be given by the Company to any member either personally or by sending it by post to his/her registered address, as appearing in the Register of Members. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post. Notice of general meetings of the Company shall be sent to all members of the Company and to the Auditors.

INDEMNITY

63. Every Director of the Company, the Executive Director, the Auditor, Secretary, or any other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which they may sustain or incur in or about the execution of the duties of their office or otherwise in relation thereto, including any liability incurred by them in defending any proceedings, other than criminal proceedings, in which judgment is given in their favour or in which they are acquitted or in connection with any application under Section 391 of the Act in which relief is granted to them by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of their office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 200 of the Act.

WINDING UP

64. The provision of Clauses 8 and 9 of the Memorandum of Association of Léargas relating to the winding up or dissolution of Léargas shall have effect and be observed as if the same were repeated in full in these Articles.

NAMES	ADDRESS	DESCRIPTION
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Dated this day of 1993.

Witness to the above signatures: