COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

TENNIS IRELAND COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. The name of the Company is Tennis Ireland Company Limited by Guarantee (hereinafter called the "**Company**")

2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act, 2014.

3. The main objects for which the Company is established are:

3.1 To be the governing body of the game of Tennis in Ireland (hereinafter referred to as the "**Game**") and to advance and safeguard the interests of the Game and those of the Company.

Subsidiary to and in furtherance of the main object:

3.2 To enforce and uphold the laws of the game as interpreted from time to time by the international Tennis Federation.

3.3 To enforce and uphold as may be appropriate all rules, regulations, codes of conduct and policies as may be laid down by any governmental, regulatory or other authority or body having jurisdiction over or relevant to the Company and/or the Game including (without prejudice to the generality of the foregoing) any policies or guidelines laid down in relation to doping control and the protection of children in sport.

3.4 To act as the sole arbiter in Ireland with reference to laws, championships, tournaments, international and other matches, all disputes and other matters relating to the Game.

3.5 To control, promote, foster and safeguard the interests of the Game in Ireland.

3.6 To promote, sanction and regulate international, inter-provincial, inter-club competitions, tournaments and matches and to enter and manage teams to represent Ireland.

3.7 To encourage all types of matches and events considered beneficial to the Game.

3.8 To study and legislate for all aspects of the Game in Ireland.

3.9 To strengthen and develop the bonds of friendship and co-operation between the Company and its members.

3.10 To promote and legislate for the teaching of the Game in Ireland and the training of coaches, referees and court officials.

Powers of the Company:

3.11 To purchase, lease, rent or otherwise acquire or dispose of property.

3.12 To invest, expand or dispose of funds for the purposes and objects of the Company.

3.13 If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred

to some other institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of the Income and Property Clause hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

3.14 To make, vary, alter, maintain and enforce rules and regulations for the control and organisation of the Game in Ireland.

3.15 To obtain credit, raise money or borrow funds for all or any of the objects of the Game.

3.16 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may be capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.

3.17 To take, purchase or otherwise acquire and hold shares and securities in any company including the Company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.

3.18 To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.

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

3.20 Generally to purchase, take on, lease, or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

3.21 To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting on building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

3.22 To construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Company or for the benefit of its employees.

3.23 To invest and to deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.

3.24 To give credit to or to become surety or guarantor for any person or company, and to give all descriptions of guarantees and indemnities and either with or without the Company

receiving any consideration to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets, present and future of the Company) and performance of the obligations and the payment of the capital or principal of and dividends or interest on any stocks, shares, debentures, debenture stocks, notes, bonds or other securities of any person, authority (whether supreme, local, municipal or otherwise) or Company.

3.25 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

3.26 To undertake and execute any trusts the undertaking whereof may seem desirable, cither gratuitously or otherwise.

3.27 To obtain any Act of the Oireachtas or Provisional Order, for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

3.28 To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company.

3.29 To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.

3.30 To do all such other things as the Company may think incidental or conducive to the attainment of the above main objects.

Income and Property:

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

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

b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;

c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;

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

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

Additions, Alterations or Amendments:

3.32 No addition, alteration or amendment shall be made to the provisions of the main object clause, the income and property clause, the winding up clause, the keeping of accounts clause or this clause of the Constitution for the time being in force unless the same shall

have been previously approved in writing by the Revenue Commissioners.

Keeping of Accounts:

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

NOTE: It is hereby declared that the word "**Company**" in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere and the intention is that the objects specified in each paragraph of this Clause shall except where otherwise expressed in such paragraph be in no way limited to or restricted by reference to or inference from the terms of any other paragraph.

PROVIDED ALWAYS that the provisions of this clause 3 all be subject to the Company obtaining, where necessary for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves, such as may be required not exceeding €1.00.

WE, the several persons whose names and addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite our respective names.

Names and Addresses of Subscribers

1. Ms. Maria O'Sullivan, The Glade, Woodview, Douglas Road, Cork, Teacher

Signature:_____

2. Mr. David Nathan, 5 Townparks, Skerries, Co. Dublin, Company Director.

Signature:_____

3. Mr. Ciaran O'Donovan, 25 Eaton Brae, Orwell Road, Rathgar, Dublin 6, Executive

Signature:_____

4. Mr. Tony Locke, 29 Lindsay Road, Glasnevin, Dublin 9, Chartered Accountant.

Signature:_____

5. Dr. Walter Hall, Flat 3, 27 Windsor Ave., Belfast BT9 6EE, Northern Ireland, Lecturer.

Signature:_____

6. Mr. James Foley, 9 Owenabue Close, Ballea, Carrigaline, Cork, Lecturer.

Signature:_____

7. Ms. Olwyn Raftery, Weston Lodge, Taylor's Hill, Galway, Married Woman.

Signature:_____

Dated the 13th day of October 2000.

WITNESS to the above signatures:

Andrew Conaty,
39/40 Upper Mount Street,
Dublin 2.
Legal Executive.

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

PART 1 - PRELIMINARY

1. Interpretation

1.1. The provisions of the Companies Act 2014 shall apply to the Company save in so far as they are excluded or varied in these Articles.

1.2. In these Articles the following expressions shall have the following meanings:

"Act", the Companies Act, 2014.

"Annual General Meeting", an annual general meeting of the Company, as referred to in Article 6.

"Articles" these Articles of Association as from time to time altered by resolution of the Company.

"Audit Committee", the audit committee of the Company appointed by the Board.

"Auditors", the auditors for the time being of the Company.

"Board", the board of directors of the Company as the same may be constituted from time to time.

"Branch", as defined in Article 4.1.

"Branch Annual General Meeting", any annual general meeting of a Branch held in accordance with these Articles.

"Branch Council", a Council of any Branch referred to in Article 4 as the same may be constituted from time to time.

"Branch Officer", as defined in Article 4.3.

"CEO", the chief executive officer of the Company from time to time.

"Chairperson", the Chairperson of the Board for the time being.

"Clear Days", in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"Clubs", as defined in Article 2.2.

"Director", a director of the Company from time to time.

"Game", the game of tennis.

"General Meeting", a general meeting of the Company held in accordance with Parts III and IV of these Articles.

"Individual Associate", as defined in Article 2.3.

"Inter Branch Forum", the forum established under Part IX of these Articles.

"Ireland", the island of Ireland including Northern Ireland.

"Member", any person who is for the time being a member of the Company.

"Nominated Director", as defined in Article 26.3.

"Nominations Committee", the nominations committee of the Company appointed by the Board under Article 32.1.3.

"Office", the registered office for the time being of the Company.

"Portfolio Director", as defined in Article 26.4.

"President", the president of the Company appointed pursuant to Article 26.

"Register", the register of Members to be kept as required by the Act.

"Remuneration Committee", the remuneration committee of the Company appointed by the Board,

"Secretary", any person appointed to perform the duties of the Secretary of the Company, including an assistant or deputy secretary.

1.3. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and any other modes of representing or reproducing words in a visible form. The expression "executed" shall include any mode of execution whether under seal or under hand.

1.4. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

1.5. References to Articles are to these Articles. 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.

1.6. Except where the context otherwise requires, words denoting the singular include the plural and vice versa and words denoting any one gender include all genders.

PART 11 - MEMBERSHIP

2. Number of Members

2.1. There shall be a minimum of three Members at all times and no upper limit to the number of Members.

2.2. The Members shall consist of one representative each (being either individuals or bodies corporate) nominated by the following:-

2.2.1. clubs consisting of not fewer than 25 persons associated together for the purpose (either solely or inter alia) of playing the Game ("Clubs") approved by the Board and managed by a committee in accordance with rules which shall provide:-

(a) for the holding of annual and other General Meetings of the Club;

(b) for the election by members of the Club, either annually or at other stated periods, of their representatives on a committee of management provided that, where the ownership of the Club is not vested in the members as a whole, such representation is not less than one half of the committee; and

(c) for the election of officers and the alteration of the rules of the Club in General Meeting or by the committee of management;

2.2.2. local organisations, including the governing bodies of leagues, having rules approved by the Board;

2.2.3. universities, colleges, schools and other education establishments having rules approved by the Board; and

2.2.4. any other organisation, body, group or association of persons involved in the playing, organisation, coaching or promotion of the Game or its rules, such as are approved by the Board.

2.3. Each person who is a member of any of the bodies referred to in the preceding paragraphs of this Article shall be an Individual Associate. An Individual Associate shall not be a Member and shall not be entitled to receive notice of, attend or vote at General Meetings save pursuant to the provisions of Article 13.2.

3. Cesser of Membership

Any Member may be removed from membership of the Company by a resolution of the Members in General Meeting passed by a majority of not less than two-thirds of those present and voting thereat of which not less than fourteen days' notice specifying the intention to propose such resolution and the grounds therefor shall have been given to the Member concerned as well as to all the Members of the Company and at which the Member concerned shall have been given an opportunity to be heard in person on the Member's own behalf.

4. Branches and Branch Councils

4.1. There shall be a branch (a "Branch") of the Company in each of the provinces which shall be known as the Connacht Branch/Leinster Branch/Munster Branch/Ulster Branch of Tennis Ireland.

4.2. Each Branch shall be administered by a Branch Council.

4.3. Each Branch shall have power to make rules for its own administration and such bye-laws as it considers necessary or desirable provided that such rules shall be consistent with any rules or bye-laws adopted or promoted by the Company and shall be subject to the approval of the Board. The rules of each Branch shall provide for, inter alia, the following:-

4.3.1. the Branch Council for such Branch shall be elected annually by the members of the Branch at a Branch Annual General Meeting and the number of members of such Branch Council shall be not less than ten and not more than twenty four; and

4.3.2. each Branch Council at its first meeting after its election shall choose from its members a Branch President and a Branch Vice President, an Honorary Secretary and Honorary Treasurer (each a "Branch Officer").

4.4. Subject to the overall authority of and to any direction in this regard given by the Board, each Branch shall be responsible for carrying out in the area relevant to such Branch the following duties and any duties delegated to it by the Board:

4.4.1. to enforce and promote the objects and bye-laws of the Company;

4.4.2. subject always to the provisions of Article 31.5, to collect and pay over forthwith all sums due to the Company;

4.4.3. to report annually to the Company at the Annual General Meeting;

4.4.4. upon request by the Secretary in writing, to forward forthwith in writing to the Secretary, the names, addresses and telephone numbers of its representatives to the Board, each member of its Branch Council and each organisation affiliated within its jurisdiction;

4.4.5. in the event of a Branch receiving an application for membership of the Company, to forward forthwith in writing details of such applicant for membership to the Secretary to enable the Board to consider the application;

4.4.6. to forward annually to the Secretary a copy of the current rules and all current bye-laws of the Branch provided that in the event of there being no change from the previous year, notification in writing of no change will suffice; and

4.4.7. to notify forthwith in writing to the Secretary any expulsion, suspension or disciplinary action taken against any Member, Individual Associate or any member of any other body entitled to nominate a Member.

4.5. Each Branch shall have the power to collect fees on its own behalf.

4.6. Each Branch shall have power to require any Member or any body represented by a Member within its province to provide an audited statement of accounts and details of its membership and its various categories.

4.7. Subject to the overall authority of and to any direction in this regard given by the Board and in particular subject to the provisions of Article 31, each Branch (and any Committee thereof to which it may delegate such power) shall have power to expel, suspend or discipline (which power shall include, inter alia, the power to advise, admonish, censure, fine, disqualify, suspend or expel) any Member or any Individual Associate whom they determine to have:-

4.7.1. infringed these Articles or any rules, regulations or bye-laws adopted from time to time by the Board;

4.7.2. behaved in a manner likely to bring the Company or the Game into disrepute;

4.7.3. failed to discharge any sums due or owing to the Company or any of the Branches (including but not limited to annual affiliation fees, player's affiliation fees, permit fees and capitation fees); or

4.7.4. in any way, given assistance to, promoted or partaken in an unauthorised event or tournament.

5. Eligibility to Serve on a Provincial Branch Council

5.1. A person shall not take part in the management of any Branch unless such person is an Individual Associate as provided by Article 2.3.

5.2. No person shall be eligible to serve upon a Branch Council if such person:-

5.2.1. derives the majority of his/her income as a journalist or commentator and his/her work includes reporting of the Game;

5.2.2. derives, what the Board considers to be, a significant portion of his/her income from the Game; or

5.2.3. is an employee of the Company or a Branch.

5.3. For a person to be eligible to serve as an elected member on a Branch Council he/she shall have signed a nomination form wherein he/she discloses the nature and extent of any financial interest he/she has in the Game. Such nomination forms shall be available for inspection at the venue of the Branch Annual General Meeting at which he/she is to be

nominated for a period of not less than thirty minutes prior to the commencement of such meeting. Such persons so nominated shall be eligible for election at such Branch Annual General Meeting. Any person co-opted to a Branch Council shall, prior to such co-option, disclose in writing to the Honorary Secretary of the relevant Branch the nature and extent of any such person's financial interest in the Game. No member of a Branch Council shall serve on the Branch Council more than (i) six consecutive years; or (ii) six years in any ten year period.

5.4.

PART 111 - GENERAL MEETINGS

6. Annual General Meeting

The Company shall hold its Annual General Meeting in each calendar year.

7. Extraordinary General Meeting

All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

8. Convening General Meetings

The Board may convene General Meetings. Extraordinary General Meetings may also be convened on such requisition, or in default, may be convened by such requisitionists and in such manner as may be provided by the Act. If at any time there are not within Ireland sufficient Directors capable of acting to form a quorum, any Director or any twenty Members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Board.

9. Notice of General Meetings

9.1. Subject to the provisions of the Act allowing a General Meeting to be called by shorter notice, an Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice and all other Extraordinary General Meetings shall be called by at least fourteen clear days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to all Members, all Directors and the Auditors.

9.2. 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 the meeting.

10. Written Resolutions

Subject to Section 193 of the Act, a resolution in writing signed by all the Members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the 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.

PART IV - PROCEEDINGS AT GENERAL MEETINGS

11. Quorum for General Meetings

11.1. No business other than the appointment of a Chairperson shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business and throughout the meeting. Except as provided in relation to an adjourned meeting, fifteen persons entitled to vote upon the business to be transacted, each being a

Member or a proxy for a Member or a duly authorised representative of a corporate Member, shall be a quorum.

11.2. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Board may determine. If at the adjourned meeting such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

12. Determination of Resolutions

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Unless a poll is so demanded a declaration by the Chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

13. Entitlement to Attend at General Meetings

13.1. The Auditors shall be entitled to attend any General Meeting and to be heard on any part of the business of the meeting which concerns them as the Auditors.

13.2. Each Member shall be entitled to be represented by not more than three persons (each of whom shall be an Individual Associate) at any General Meeting but shall be entitled to only one vote.

13.3. It shall be open to those in attendance at General Meetings to decide by a majority vote to permit the attendance of accredited members of the news media at such meeting or part thereof.

13.4. Any Branch Officer shall be entitled to attend and speak at any General Meeting but shall not be entitled to vote unless he/she is a Member.

14. Adjournment of General Meetings

The Chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time (or sine die) and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Where a meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the Board. When a meeting is adjourned for fourteen days or more or sine die, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment.

15. Chairperson of General Meetings

15.1. The Chairperson or, in his/her absence, some other person nominated by the Board, shall preside as Chairperson at every General Meeting of the Company. If at any General Meeting neither of such persons shall be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to be Chairperson of the meeting and, if there is only one Director present and willing to act, he/she shall be Chairperson.

15.2. If at any General Meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairperson of the meeting.

16. Entitlement to Demand a Poll

Subject to the provisions of the Act, a poll may be demanded:

16.1.1. by the Chairperson of the meeting;

16.1.2. by at least three Members present (in person or by proxy) having the right to vote at the meeting; or

16.1.3. by any Member or Members present (in person or by proxy) representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

17. Taking of a Poll

17.1. A poll shall be taken in such manner as the Chairperson directs and the Chairperson may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17.2. 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 either forthwith or at such time (not being more than thirty days after the poll is demanded) and place as the Chairperson of the meeting may direct. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

17.3. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting in respect of which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

18. Votes of Members

Votes may be given either personally or by proxy. On a show of hands every Member present in person and every proxy shall have one vote, so, however, that no individual shall have more than one vote, and on a poll every Member present in person shall have one vote and every proxy shall have one vote for every Member for whom he shall have been appointed as proxy.

19. Chairperson's Casting Vote

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 have a casting vote in addition to any other vote the Chairperson may have.

20. Default in Payment

Unless the Board otherwise determine, no Member shall be entitled to vote at any General Meeting either in person or by proxy, unless all moneys then payable to the Company by such Member or by the body which shall have nominated him/her as a Member have been paid.

21. Time for Objection to Voting

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vole objected to is tendered, and every vote not disallowed at such meeting shall be valid. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

22. Proxy Voting

The instrument appointing a proxy shall be in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the appointor. The signature on such instrument need not be witnessed. A proxy (other than the Chairperson of the meeting) must be an Individual Associate who is a member of the body which nominated the Member appointing him/her.

23. Deposit of Proxy Instruments

The instrument appointing a proxy and any authority under which it is executed or a copy, certified notarially or in some other way approved by the Board, shall be deposited at such place or one of such places (if any) within Ireland as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the Office) not less than forty-eight hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. Provided that:-

23.1.1. in the case of a meeting which is adjourned to, or a poll which is to be taken on a date which is less than seven days after the date of the meeting which was adjourned or at which the poll was demanded, it shall be sufficient if the instrument of proxy and any such authority and certification thereof as aforesaid, is lodged with the Secretary at the commencement of the adjourned meeting or the taking of the poll; and

23.1.2. an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.

24. Effect of Proxy Instruments

Deposit of an instrument of proxy in respect of a meeting shall not preclude a Member from attending and voting at the meeting or at any adjournment thereof. The instrument appointing a proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

25. Effect of Revocation of Proxy

A vote given or poll demanded by a proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office, or at such other place at which the instrument of proxy was duly deposited, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

PART V - BOARD OF DIRECTORS AND THE PRESIDENT

26. Board of Directors

26.1. The Board of Directors (the "Board") shall consist of not less than three persons and not more than ten persons as follows:

26.1.1. up to five Nominated Directors appointed in accordance with Article 26.3; and

26.1.2. up to five Directors appointed in accordance with Article 26.4, one of whom shall be appointed as Chairperson.

26.2. No Director shall serve on the Board more than (i) six consecutive years; or (ii) six years in any ten year period.

26.3. Each Branch Council (the "Nominating Branch") is entitled (but without obligation) to propose a Director or Directors (with a named alternate for each Director so nominated who will be non-voting) for appointment as a Director as set out in the table below to represent the Nominating Branch on the Board (the "Nominated Director"). The number of Nominated Directors that each Branch Council is entitled to propose is as follows:

Branch Council	Number of Nominated Directors
Leinster	2
Munster	1
Ulster	1
Connacht	1

Such persons shall be appointed having regard to their individual skills and experience and the skills and experience the Board may deem necessary from time to time. Each Branch Council shall be entitled to appoint one of its Nominated Directors as a member of the Audit Committee, the Remuneration Committee, the Nominations Committee, the Competitions Committee and the Safeguarding Committee. The Nominated Directors will also be responsible for reporting back to their respective Nominating Branch. The appointment of each Nominated Director, which will initially take effect upon appointment by the Board, is subject to subsequent approval by the members of the Company at the General Meeting ("the Next General Meeting") next following such Nominated Director's appointment ("the Subsequent Approval") and failing the Subsequent Approval, the Nominated Director will be deemed to have resigned at the conclusion of the Next General Meeting. Subject to the Subsequent Approval, each Nominated Director will hold office for a term of three years from the date of his/her appointment by the Board. Upon the expiration of any Nominated Director's three year term of office, the Nominated Director will be deemed to have resigned and may be subject to re-election for one, and only one, further period of three years. Any period served by a person as a Portfolio Director prior to that person being appointed as a Nominated Director shall be taken into account in determining the period for which such person has been a Director and consequently in determining that Director's overall limitation of two three year terms. If, for whatever reason, a Nominated Director shall, during his/her three year period of office, cease to be a Director, such Nominated Director shall be deemed, for the purposes of these Articles, to have been a Director for a three year period. Specific roles will be allocated to Nominated Directors as the Board shall resolve from time to time.

If on the date of adoption of these Articles ("the Adoption Date"), the number of Nominated Directors of any Branch Council exceeds the number set out above in this Article 26.3, the Branch Council concerned shall, within thirty days of the Adoption Date, procure the resignation of such number of its Nominated Directors as shall reduce the number of its Nominated Directors to the number set out above in this Article 26.3. If any Branch Council shall fail or refuse or be unable to procure such resignations, the longest standing of one or more of its Nominated Directors as is required to bring its number of Nominated Directors in line with the number set out above in this Article 26.3 shall be deemed to have automatically resigned upon the expiry of such thirty day period.

26.4. Up to five additional persons, not being Nominated Directors ("Portfolio Directors"), and one of whom shall be appointed Chairperson, shall be appointed as Directors. Portfolio Directors shall be appointed having regard to their individual skills and experience and the skills and experience the Board may deem necessary from time to time. The Board may, from time to time, determine responsibility for any specific portfolios for each Portfolio Director so appointed. Either the Board collectively or any Director shall be entitled to propose a person to fill the position of a Portfolio Director on the Board, with any such

person so proposed then to be submitted for approval in accordance with the procedure set out in Article 26.7. Each Portfolio Director appointed pursuant to this Article 26.4 will be responsible in particular for reporting at General Meetings on the performance of the Company against targets and planning for the future in respect of such Portfolio Director's portfolio. The appointment of each Portfolio Director pursuant to this Article 26.4 shall be made by the Board following approval by the Nominations Committee and shall take effect upon appointment by the Board but such appointment shall be subject to subsequent approval by the Members at the next General Meeting ("the Next General Meeting") following the Portfolio Director's appointment ("the Subsequent Approval"). Failing the Subsequent Approval, the Portfolio Director so appointed by the Board will be deemed to have resigned at the conclusion of the Next General Meeting. Subject to the Subsequent Approval, each Portfolio Director appointed under this Article 26.4 will hold office for a term of three years following his/her appointment by the Board and upon the expiration of such term of three years will be deemed to have resigned and may be subject to re-election for one and only one further period of three years. Any period served by a person as a Nominated Director prior to that person being appointed as a Portfolio Director shall be taken into account in determining the period for which such person has been a Director and consequently in determining that Director's overall limitation of two three year terms.

26.5. No person shall be eligible to become a Director if he/she:-

26.5.1. derives the majority of his/her income as a journalist or commentator and his/her work includes reporting of the Game;

26.5.2. save for a performance Director, derives, what the Board considers to be, a significant portion of his/her income from the Game; or

26.5.3. save for a performance Director, is an employee of the Company or a Branch.

26.6. For a person to be eligible to be a Director he/she must have signed a nomination form wherein he/she discloses the nature and extent of any financial interest he/she has in the Game. Such nomination form shall be available for inspection at the venue of the Annual General Meeting at which his/her appointment is to be approved for a period of not less than thirty minutes prior to the commencement of such meeting. Any person co-opted to the Board shall, prior to such co-option, disclose in writing to the Chairperson the nature and extent of any of his/her financial interest in the Game.

26.7. No person shall be appointed as a Director pursuant to Article 26.3 or Article 26.4 unless such person has been approved for such appointment by the Nominations Committee having regard to the prospective Director's skills and experience, the skills and experience which the Board considers are required on the Board from time to time and the Company's obligations regarding gender and other diversity requirements as may apply from time to time. Whenever any proposal of a person to be appointed as a Director pursuant to Article 26.3 or Article 26.4 is received by the Company or the Board, such proposal shall be referred as soon as is practicable to the Nominations Committee which shall meet as soon as practicable after the date of such referral to consider such proposal. Promptly following such meeting, the Nominations Committee shall inform the Board whether or not it approves the appointment of such person as a Director and the Board shall approve or not the appointment. Reappointment of an existing Director for a second term of office shall not be subject to the approval of the Nominations Committee.

27. Chairperson of the Board

27.1. The Board shall appoint a Chairperson from among the Directors appointed under Article 26.4. The Chairperson must, at all times, be a Director. The Chairperson shall hold office for not more than three years and upon the expiration of such term, the Chairperson will be deemed to have resigned and may be subject to reappointment by the Board for one, and only one, further period of not more than three years.

27.2. If at any meeting the Chairperson is unwilling to act or is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.

28. Ordinary Remuneration of Board

Save as provided by Article 29, no person serving as a Director shall be entitled to receive any remuneration for the performance of his/her duties as a Director.

29. Special Remuneration of Board

Any Director who holds any executive office or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Director, may be paid such remuneration by way of salary, commission or otherwise as the Board may determine, provided that any such payment shall be subject to the approval of the Company in General Meeting.

30. Expenses of Board

The Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or General Meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

The President

30.1. Candidates for the role of President shall be proposed by a Branch Council, shall be subject to approval by the Nominations Committee, shall be appointed by the Board and shall have a two year term of office. Each Branch Council shall be entitled, on the rotation basis set out below in this Article 30.1, to propose a candidate from its Branch for President and such person proposed is subject to approval by the Nominations Committee. The President shall not be a Director but will have the right to attend, but not to vote at, meetings of the Board. In the event that a President, during his/her term of office, ceases for whatever reason to be the President ("the Retired President"), the Board shall be entitled to appoint any person, other than a Director, who is approved by the Nominations Committee, as President on an interim basis ("the Interim President") until the next President, who is proposed by the Branch Council that proposed the Retired President and who is approved by the Nominations Committee, is appointed by the Board for the residue of the term of office of the Retired President. As of the date of adoption of these Articles, the current President has been proposed by the Leinster Branch Council. Upon the expiry of the term of office of the current President or, if the current President becomes a Retired President, upon the expiry of the term of office of his successor proposed by the Leinster Branch Council and appointed under the provisions of this Article 30.1, the next entitlement to propose the President shall be in the order of the Ulster Branch, the Connacht Branch and the Munster Branch and thereafter in the sequence of the Leinster Branch, the Ulster Branch, the Connacht Branch and the Munster Branch. If any Branch, when it is entitled to propose a candidate from its Branch for President shall, for whatever reason be unable or unwilling to do so, the Branch next entitled to do so will be entitled to propose a candidate from its Branch for President under this Article 30.1.

30.2. Any candidate for the role of President must be an Individual Associate and if the candidate is a Nominated Director or a Director appointed pursuant to Article 26.4, the candidate must resign from such position as Nominated Director or Director appointed pursuant to Article 26.4 immediately prior to his/her appointment as President.

PART VI - POWERS OF THE BOARD

31. Powers of the Board

31.1. Subject to the provisions of the Act, the Memorandum of Association of the Company and these Articles and to any directions given by special resolution of the Company, the Board shall oversee the management of the business of the Company and may exercise all the powers of the Company in that regard. The day to day activities of the Company shall be carried out by the Company's employees and/or by any other persons appointed by the

Board from time to time for that purpose. No alteration of the Memorandum of Association of the Company or of these Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by these Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

31.2. All regulations and decisions of the Board shall be binding upon the Branches, all affiliated organisations, all Members and all Individual Associates until revoked by the Board or set aside by a resolution of the Members passed at a duly convened General Meeting.

31.3. Without prejudice to the generality of the foregoing, the Board shall in particular have the following powers:-

31.3.1. to enforce, implement and promote the objects of the Company and to take any actions or steps which the Board deems necessary or desirable in connection therewith;

31.3.2. to frame and publish such bye-laws as it feels are necessary for the good management of the Company or the meetings of the Board or its subcommittees;

31.3.3. to appoint, and delegate consideration of all matters relating to discipline to, a Disciplinary Committee. Such committee shall consist of five persons and the quorum for all meetings of the Disciplinary Committee shall be three;

31.3.4. without prejudice to Articles 32 and 34, to appoint other committees and to determine their membership, terms of reference, powers and duties such as shall be deemed desirable and necessary and to delegate to such committees such powers and duties as the Board shall determine;

31.3.5. to sanction the holding of championships, internationals, interprovincials, tournaments and exhibition matches in Ireland;

31.3.6. to frame and publish rules to govern the holding of championships, internationals, interprovincials, tournaments, and exhibition matches in Ireland;

31.3.7. to promote, control, sanction and authorise all or any involvement of radio, television or other film or electronic recording process with the Game in Ireland;

31.3.8. to take steps as may be open to the Company to regain and/or acquire any copyright in the Game in any part of Ireland which the law may provide;

31.3.9. to determine the annual affiliation fee which shall be payable by a Member or any other person provided that no change to the method of calculation of any such affiliation fee shall be effective in respect of any year unless it shall be notified to each Member prior to 31 December in the immediately preceding year;

31.3.10. to determine a player's capitation fee, if any, which shall be payable by each Individual Associate provided that no such change to the method of calculation of any player's capitation fee shall be effective in respect of any year unless it shall be notified to each Member prior to 31 December in the immediately preceding year;

31.3.11. to determine a permit fee, if any, which shall be payable by each member of the Company granted a permit to run a championship, tournament or exhibition;

31.3.12. to determine a capitation fee, if any, which shall be payable by every or any entrant to a championship, tournament or exhibition;

31.3.13. to require a Branch to collect all or any of the above fees;

31.3.14. to determine the manner in which said fees shall be collected and paid by the Branches;

31.3.15. to decide the date and method by which monies collected on behalf of the Company shall be paid over to the Company;

31.3.16. to appoint and enter into agreements with paid officials and employees;

31.3.17. to rent, lease, or purchase premises;

31.3.18. to borrow money and to mortgage or charge the undertaking or property of the Company or any part thereof as security of any debt, liability or obligation of the Company or any third party;

31.3.19. to expel, suspend or penalise any Branch, any Member or any Individual Associate thereof whom they determine to have:-

(a) infringed these Articles or any rules, regulations or bye-laws adopted from time to time by the Board;

(b) behaved in a manner likely to bring the Company or the Game in to disrepute;

(c) failed to discharge any sums due or owing to the Company or any of the Branches (including but not limited to annual affiliation fees, player's affiliation fees, permit fees and capitation fees); or

(d) in any way given assistance to, promoted or partaken in an unauthorised event or tournament;

31.3.20. to adjudicate on appeals from Members or Individual Associates suspended or penalised by a Branch;

31.3.21. to adjudicate on appeals from Individual Associates expelled, suspended or penalised by Members;

31.3.22. to appoint any two members to act on the committee of management of any official championship, tournament or exhibition in Ireland; and

31.3.23. without derogation of its powers, to delegate to a Branch or other Member any of these powers.

31.4. The Board shall have power to require any Member or any body represented by a Member to provide an audited statement of accounts and details of its membership and its various categories and to require such statement to be signed by the President and Treasurer of the relevant Member.

31.5. Notwithstanding any other provision of these Articles, including but not limited to Articles 4.4 and 4.5, the Board shall at all times have the power to collect direct or require the collection by any person on behalf of the Company of, all fees payable to the Company hereunder and in all matters relating to the collection of fees payable hereunder and the method of collection, the decision of the Board shall be final and binding on all Members, Individual Associates and Branches.

32. Power to Delegate

Without prejudice to the provisions of Article 34, the Board may delegate any of their powers to any committee consisting of one or more Directors. Any such delegation may be made subject to any conditions the Board may impose either collaterally with or to the

exclusion of their own powers and any such delegation may be revoked by the Board at any time. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the provisions of these Articles regulating the proceedings of the Board so far as they are capable of applying. Such committees shall include but will in no way be limited to the following:

32.1.1. an Audit Committee charged with the task of establishing formal and transparent arrangements for considering how they should apply the financial reporting and internal control principles and for maintaining an appropriate relationship with the Auditors;

32.1.2. a Remuneration Committee charged with the task of fixing levels of remuneration at levels sufficient to attract, retain and motivate employees of the quality required to run the Company successfully and to review remuneration levels on an ongoing basis and, in doing so, the Remuneration Committee should have regard to arrangements in other similar organisations and any other relevant factors;

32.1.3. a Nominations Committee, comprised of up to seven persons being (i) any Nominated Director appointed to the Nominations Committee by a Branch Council under Article 26.3; (ii) as appointed by the Board to the Nominations Committee from time to time, two Directors who have been appointed as Directors under Article 26.4; and (iii) an independent person appointed by the President, which shall be responsible for the task of reviewing any nominations for the offices of President or Director for the purpose of ensuring that any person being the subject of any such nomination (i) complies with any rules set out in these Articles or otherwise prescribed by the Board regarding eligibility for election to the relevant office; and (ii) has those skills and experience which may be required on the Board from time to time; and

32.1.4. an Appeals Committee charged with the task of receiving and considering appeals against any ruling or decision made on any matter (including but not limited to disciplinary matters) by any Branch Council or any committee, local board or agency established under Article 34 or by any Branch Council.

33. Appointment of Attorneys

The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board 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 of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in such attorney.

34. Local Management

The Board may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in Ireland or elsewhere, and may appoint any persons to be members of such committees, local boards or agencies and may fix their remuneration and may delegate to any committee, local board or agent any of the powers, authorities and discretions vested in the Board with power to sub-delegate and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith without notice of any such annulment or variation shall be affected thereby.

35. Borrowing Powers

The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

PART VII - APPOINTMENT AND DISQUALIFICATION OF THE BOARD

36. Appointment of the Board

36.1. The Company may, by ordinary resolution appoint a person to be a Director to fill a vacancy.

36.2. The Board shall have the power at any time to appoint any person, approved by the Nominations Committee, to be a Director, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall be subject to subsequent approval by the members of the Company at the General Meeting next following such Director's appointment and if such Director is not so approved, such Director shall be deemed to have resigned with effect from the conclusion of such General Meeting. Any such persons shall be appointed having regard to their individual skills and experience and the skills and experience the Board may deem necessary from time to time.

37. Disqualification of Director

Any Director shall be deemed to have resigned forthwith if:-

37.1.1. he/she ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;

37.1.2. he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally;

37.1.3. he/she becomes the subject of a Restriction Order made under Section 819 of the Act;

37.1.4. he/she becomes the subject of a Disqualification Order made under Chapter 4, Part 14 of the Act;

37.1.5. in the opinion of a majority of the Board, he/she becomes incapable of discharging his/her duties as a Director;

37.1.6. he/she resigns his office as Director by notice to the Company;

37.1.7. he/she is convicted of an indictable offence and the Board determines that as a result of such conviction he/she should cease to be a Director;

37.1.8. he/she shall for more than three consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board pass a resolution that he/she has by reason of such absence vacated office; or

37.1.9. he/she is required in writing by a majority of his fellow Directors to resign, but so that if he/she holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him/her and the Company.

PART VIII - PROCEEDINGS OF BOARD

38. Regulation and Convening of Board Meetings

Subject to the provisions of these Articles, the Board may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a

meeting of the Board. Any Director may waive notice of any meeting and any such waiver may be retrospective. If the Board so resolve, it shall not be necessary to give notice of a meeting of the Board to any Director who, being a resident in Ireland, is for the time being absent from Ireland.

39. Voting at Board Meetings

Questions arising at any meeting of the Board shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

40. Interests of Members of the Board

A Director shall declare his/her interest in respect of any contract in which he/she is interested or any matter arising therefrom and may not vote on, and shall not be counted for the purpose of forming a quorum in respect of the consideration of, any such contract or matter.

41. Quorum for Board Meetings

41.1. The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be not less than six.

41.2. The continuing Directors or a sole Director may act notwithstanding any vacancies in their number but, if the number of Directors is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies or of calling a General Meeting.

42. Telecommunication Meetings

Any Director may participate in a meeting of the Board or any committee of the Board by means of conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.

43. Validity of Acts of the Board

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

44. Resolutions in Writing

A resolution in writing signed by all the Directors entitled to vote at Board meetings or of all the members of a committee of the Board shall be as valid as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each signed by each such person.

PART IX - THE INTER BRANCH FORUM

45. The Inter Branch Forum

45.1. The Board, in consultation with the Branches, will establish an inter branch forum ("the IBF") comprised of (i) up to three delegates nominated by the President of each of the Connacht Branch Council, the Ulster Branch Council, the Munster Branch Council and the Leinster Branch Council ("the 4 Branches"); and (ii) such other persons as the Board may nominate to the IBF from time to time. Notwithstanding the composition of the IBF, if any

vote is to be taken at the IBF, each of the 4 Branches shall have 1 vote and no other person shall have any vote. In the event of a tie in voting at the IBF, no person will have a second or casting vote.

45.2. The primary purpose of the IBF is to facilitate consistent application of the Company's strategy in the 4 Branches, to provide consistent communication between the 4 Branches and the Company and to provide a direct opportunity for officers of the 4 Branches to raise matters for consideration by the Board and among the 4 Branches.

45.3. The Chairperson of the Company and the Director of the Company with responsibility for finance will be entitled to attend all meetings of the IBF.

45.4. The IBF will meet in person at such frequency (but at least four times in each calendar year) and at such times and places as may be agreed between the Board and the IBF and the location of the IBF meetings will rotate through Connacht, Ulster, Munster and Leinster.

45.5. The Chairperson of the IBF will be the CEO or such other person as the Board may, from time to time, appoint as Chairperson.

45.6. The matters to be considered by the IBF at its meetings will be agreed by the Presidents of each of the 4 Branches in consultation with the CEO and an Agenda setting out those matters will be circulated to the Presidents of each of the 4 Branches no later than 5 days prior to each meeting of the IBF.

45.7. Subject to the provisions of this Regulation 45 and to such conditions as the Board may from time to time apply, the proceedings of the IBF will be governed by the provisions of these Articles regarding the proceedings of the Board.

45.8. Minutes of each IBF meeting will be prepared by the CEO (or, if the CEO is not present at any IBF meeting, by a person nominated by the CEO) and circulated, within 5 days of the holding of the meeting, to each of the Presidents of the 4 Branches and the Chairperson.

45.9. The IBF will be entitled, as the IBF deems appropriate, to establish one or more working groups of the IBF to become engaged in key matters relating to the issues being considered by the IBF from time to time.

45.10. On a quarterly basis in each calendar year, the Presidents of each of the 4 Branches will submit a written report to the Board as to the issues under consideration by the IBF, the progress being made on those issues and the recommendations of the IBF to the Board for action by the Board. The Board will invite the Presidents of the 4 Branches to attend, as observers, any Board meeting at which recommendations of the IBF are being considered by the Board.

PART X - THE SECRETARY

46. Appointment of Secretary

The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit and any Secretary so appointed may be removed by the Board.

PART XI - THE SEAL

47. Use of Seal

The Board shall ensure that the common seal of the Company shall only be used by the authority of the Board.

48. Signature of Sealed Instruments

Every instrument to which the common seal shall be affixed shall be signed by a Director and shall also be signed by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

PART XII - NOTICES

49. Notices in Writing

Any notice to be given, served or delivered pursuant to these Articles shall be in writing.

50. Service of Notices

50.1. A notice or document to be given, served or delivered in pursuance of these Articles may be given to, served on or delivered to any Member by the Company:

50.1.1. by handing same to it or its authorised agent;

50.1.2. by leaving the same at its registered address; or

50.1.3. by sending the same by the post in a pre-paid cover addressed to it at its registered address.

50.2. Where a notice or document is given, served or delivered pursuant to subparagraph 50.1.1 or 50.1.2 of this Article, the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the Member or its authorised agent, or left at its registered address (as the case may be).

50.3. Where a notice or document is given, served or delivered pursuant to subparagraph 50.1.3 of this Article, 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 such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.

51. Deemed Receipt of Notices

A Member present, either in person or by proxy, at any meeting of the Company or the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Draft 07052023

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

Names and Addresses of Subscribers

---

1. Ms. Maria O'Sullivan, The Glade, Woodview, Douglas Road, Cork, Teacher

   Signature:_____

2. Mr. David Nathan, 5 Townparks, Skerries, Co. Dublin, Company Director.

   Signature:_____

3. Mr. Ciaran O'Donovan, 25 Eaton Brae, Orwell Road, Rathgar, Dublin 6, Executive

   Signature: _____

4. Mr. Tony Locke, 29 Lindsay Road, Glasnevin, Dublin 9, Chartered Accountant.

   Signature: _____

5. Dr. Walter Hall, Fiat 3, 27 Windsor Ave., Belfast BT9 6EE, Northern Ireland, Lecturer.

   Signature: _____

6. Mr. James Foley, 9 Owenabue Close, Ballea, Carrigaline, Cork, Lecturer.

   Signature: _____

7. Ms. Olwyn Raftery, Weston Lodge, Taylor's Hill, Galway, Married Woman,

   Signature: _____

Dated the 13th day of October 2000.

WITNESS to the above signatures:

Andrew Conaty,
39/40 Upper Mount Street,
Dublin 2.
Legal Executive.