



COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

ECCE & PLAY EARLY CHILDHOOD IRELAND

Amended By:

CLS Chartered Secretaries

Enterprise House,

O'Brien Road,

Carlow.

Company Number: 506235

Date of Incorporation: 18 November 2011



COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
OF

ECCE & PLAY EARLY CHILDHOOD IRELAND



MEMORANDUM OF ASSOCIATION

(as amended by Special Resolution dated 14 day of April 2018)

1. Name

The name of the Company is ECCE & PLAY EARLY CHILDHOOD IRELAND.

2. Company type

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

3. Main Object

The main object for which the Company is established (the "Main Object") is to advance education by promoting childcare and education services that facilitate children's learning, development and wellbeing; to promote, maintain, improve and advance education of parents and families of such children and other appropriate persons, with an emphasis on play experience and to work to increase the quality of early childhood care and education services (hereinafter referred to as the "Early Years Settings") and after-school settings for children in Ireland.

4. Subsidiary Objects

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:

- 4.1 to promote the welfare of children;
- 4.2 to increase public awareness of the needs of children and to highlight the need for and the value of Early Years Settings and After-schools;
- 4.3 to act as an advisory body with statutory authorities with regard to policy making, finance and other matters ancillary thereto;
- 4.4 to increase and maintain high standards provided by Early Years Settings and After-schools by developing awareness of the importance of high quality care through the development and dissemination of information, by educating Members, staff, parents and legislators;
- 4.5 to inform and educate the public generally about Early Years Settings and After-schools through the medium of internet, information technology, web and by publishing, distributing, buying and selling books, reports, articles,



12-11-1914

periodicals circulars and other publications containing materials relating to Early Years Settings and After-schools;

- 4.6 to encourage appropriate parental involvement in promoting Early Years Settings and After-schools;
- 4.7 to operate and maintain a service for the provision of advice and support on all matters relating to Early Years Settings and After-schools to Members and parents and to collaborate with and assist other organisations, bodies and persons in Ireland and elsewhere in the provision of such advice;
- 4.8 to organise and hold meetings, discussions, lectures, seminars, conferences, appropriate training courses and study groups relating to the main object of the Company and generally to engage in all such publicity as may be deemed expedient for the purposes of promoting the main object of the Company;
- 4.9 to conduct research, either by its own officers, agents and staff or by other persons and institutions, into the facts relating to Early Years Settings and After-schools and matters associated therewith and disseminate the learning to Members and others;
- 4.10 to partner, collaborate, associate or liaise for educational and/or commercial purposes, with persons and organisations connected with or interested in Early Years Settings and After-schools and/or the activities of the Company in pursuit of the main object of the Company and to disseminate and/or otherwise use the results or information gleaned from such partnerships, collaborations, associations or liaisons in furtherance of the main object;
- 4.11 to maintain a national support network of Early Years Settings and After-schools.

5. Powers

The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- 5.1 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 5.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- 5.3 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.



- 5.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 5.5 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 5.6 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- 5.7 Subject to clause 6, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 5.8 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- 5.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and 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 or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 5.10 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- 5.11 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 5.12 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 5.13 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the



advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.

- 5.14 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- 5.15 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 5.16 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 5.17 To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- 5.18 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 5.19 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 seem 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.
- 5.20 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 5.21 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 5.22 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object 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.

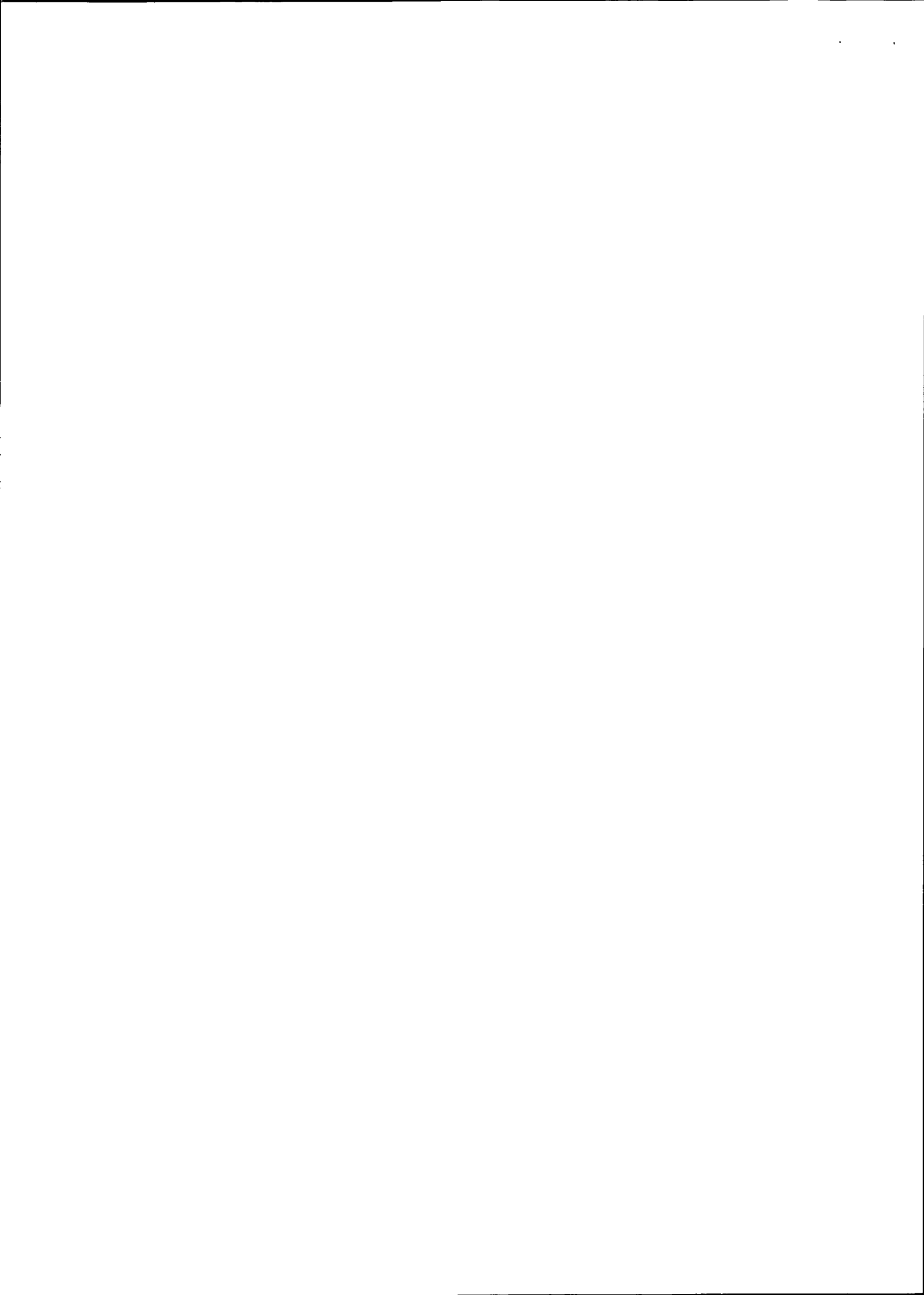
- 5.23 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.
- 5.24 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- 5.25 To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 5.26 To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.
- 5.27 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- 5.28 To establish and maintain links with international and national organisations having similar objectives.
- 5.29 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- 5.30 To do all or any of the things and matters aforesaid 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.

PROVIDED THAT:

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- (b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

6. Income and Property

- 6.1 The income and property of the Company shall be applied solely towards the promotion of 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.

6.2 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.
- (f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

7. Additions, alterations or amendments

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

8. Winding Up

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to another Company whose objects are the promotion of charity and which has main objects similar to the main objects of the Company, which other company also meets the requirements of paragraph (b) of section 971(1)/1180(1) of the Companies Act 2014, such company to be determined by the members of this Company at or before the time of dissolution, or in default thereof by such Judge of the High Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.



9. Limited Liability

The liability of the members is limited.

10. Undertaking to Contribute

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

- (a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
- (b) the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.



COMPANIES ACT 2014
CONSTITUTION
OF
ECCE & PLAY EARLY CHILDHOOD IRELAND
ARTICLES OF ASSOCIATION

(as amended by Special Resolution dated 14 day of April 2018)

1. The regulations contained in the Companies Act 2014 shall apply to the Company save to the extent they are excluded, modified or supplemented by this constitution.

2. In these Articles:

"the Act"	means the Companies Act 2014;
"Articles"	means these Articles of Association, as originally framed, or as altered from time to time by special resolution;
"Board"	means the board of Directors for the time being of the Company and includes the Chairperson and Vice-Chairperson;
"Body Corporate"	means a company incorporated in Ireland;
"Chairperson"	means the chairperson of the Board appointed in the manner described in Article 99;
"Directors"	means the directors for the time being of the Company or the directors present at a meeting of the Board and any person occupying the position of director by whatever name called;
"General Meeting Committee"	means the committee of the Board appointed by the Board from time to time, pursuant to Article 118, for the purposes of determining the resolutions that are proposed to general meetings of the Company in accordance with Article 52;
"Member"	means the members for the time being of the Company and "Membership" shall be construed accordingly;
"Memorandum"	means the Memorandum of Association, as originally framed, or as altered from time to time by special resolution;
"Office"	means the registered office for the time being of the Company;
"Register"	has the meaning given to that term in Article 12;
"Secretary"	means any person appointed to perform the duties of the Secretary of the Company;
"Seal"	means the Common Seal of the Company;
"Vice-Chairperson"	means the vice-chairperson of the Board appointed in the manner described in Article 102;

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

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force

0. 30. 11. 11.

at the date which these Articles become binding on the Company.

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

MEMBERS

3. The number of members with which the Company proposes to be registered is seven but the directors may from time to time register an increase of members.
4. A Member may be an individual, a Body Corporate or an individual or Body Corporate representing an unincorporated association.
5. Membership of the Company is open to anyone who is interested in furthering its purposes, and who, by applying for membership has indicated their agreement to become a Member and acceptance of the duty of Members set out in Article 6.
6. Every Member shall use their best endeavours to promote the objects and interests of the Company and shall observe all of the Company's regulations affecting them contained in or effective pursuant to these Articles.
7. The Directors:
 - 7.1 in accordance with 3, 4, 5 and 6 and based on the information available shall admit to membership such persons whom the directors agree are eligible for membership. Such person(s) as admitted to membership shall sign a written consent to become a members and whose names are entered in the register of members, shall be members of the Company;
 - 7.2 may require applications for Membership to be made in any reasonable way that they decide, including by delegation of this power to a committee;
 - 7.3 shall, if they approve an application for Membership, notify the applicant of their decision within 21 days;
 - 7.4 may refuse an application for Membership if they believe that it is in the best interests of the Company for them to do so;
 - 7.5 shall, if they decide to refuse an application for Membership, give the applicant their reasons for doing so within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal;
 - 7.6 shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for Membership shall be final.
8. Members will be required to pay the annual subscription fee determined by the Board.
9. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a special resolution of the Members.
10. The rights of every Member shall be personal to themselves and shall not be transferable, transmissible or chargeable by their own act, by operation of law or otherwise except in the case of an individual or Body Corporate representing a Member which is an unincorporated association whose membership may be transferred by the

2 2013 1 1

unincorporated organisation to a new representative. Such transfer of Membership does not take effect until the Company has received written notification of the transfer.

11. Any Member who for any cause whatsoever shall cease to be a Member shall remain liable for and shall pay to the Company all monies which may become payable by them by virtue of their liability under the Memorandum.
12. A register shall be kept by the Company containing the names and addresses of all the Members, together with such particulars as may be required by the Act (the "Register").
13. The subscribers to the memorandum of association of the Company shall be deemed to have agreed to become members of the Company, and, on its registration, shall be entered as members in its register of members.
14. Where the Company has increased the number of its members beyond the registered number, it shall, within 15 days after the date on which the increase was resolved on or took place, deliver particulars of the increase to the Registrar.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

15. A Member shall immediately and automatically cease to be a Member upon the happening of any of the following events, namely:
 - 15.1 the Member dies or in the case of a Body Corporate or unincorporated association (or the representative of an unincorporated association) that Body Corporate or unincorporated association ceases to exist;
 - 15.2 they resign their membership by writing under their hand left at the Office;
 - 15.3 any sum of money owed by the Member to the Company is not paid in full within two months of its falling due;
 - 15.4 if they become incapable of discharging their duties as a Member in the opinion of the Directors;
 - 15.5 if the Member, being an individual, shall die or become of unsound mind or bankrupt or compound with their creditors or, being a Body Corporate, shall go into liquidation or have a receiver or examiner appointed over its undertaking and assets or any part thereof;
 - 15.6 if they shall fail to perform any obligation binding upon them under these Articles for one month after notice in writing requiring them to do so shall have been served upon them by the Directors or if in the opinion of the Directors their conduct shall be calculated in any respect to be prejudicial to the interests of the Company and they shall fail to remedy such conduct to the satisfaction of the Directors for one month after notice in writing requiring them to do so shall have been served upon them by the Directors and if also in either of such cases the Directors by resolution passed by a majority of not less than three quarters of the Directors present at a meeting of the Directors of which notice specifying the attention to the proposed resolution has been given and at which the Member concerned shall have been given reasonable opportunity to attend and speak on their own behalf, shall resolve that their membership be terminated.



15.7 if continued membership would be injurious to the Company or where the Directors consider that expulsion would be in the best interests of the Company. A member whose expulsion is to be taken into consideration by the Directors under the provision of Article 7 shall receive not less than 14 days' notice in writing of such proposed expulsion and short particulars of the grounds thereof and upon giving notice in writing to the Secretary of intention to appear shall be heard by the Directors through a duly authorised agent but shall not be present at the voting or take further part in the proceedings otherwise than as the Directors shall permit. Alternatively, or in addition, the member may submit a written statement which shall be taken into consideration by the Directors.

15.8 ceasing to act as a director of the Company for any reason.

NON-VOTING MEMBERSHIP

16. The Directors may create such classes of non-voting membership and may determine the rights and obligations of any such members (including payment of membership fees) and the conditions for admission to and termination of membership of any such class of members.
17. The Company shall have three classifications of Membership namely Full, Associate and Individual as follows:

Membership Type	Description	Proposed Voting
Service Providers	Full members – who shall consist of service providers offering full day care, part-time, sessional, family day care and after school	Yes
Organisations	Full members – who shall consist of organisations or public bodies.	Yes
Parent & Toddler Groups	Associate members – who shall consist of parent & toddler groups with an interest in the	No
Individuals / Students	Individual members – who shall consist of individuals / students with a professional or personal interest in the work of ECI.	No

18. Other references in these Articles to "members" and "membership" do not apply to non-voting members.
19. All members shall have the right to receive notice of and attend the Annual General Meeting of the Company.

GENERAL MEETINGS

20. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.



21. An annual general meeting of the Company or an extraordinary general meeting of the Company may be held inside or outside of the State.
22. An annual general meeting may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.
23. All general meetings of the Company, other than annual general meetings, shall be known, and in the Act are referred to as "extraordinary general meetings".
24. The directors of the Company may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened on the requisition of the lesser of 30 Members of the Company or Members of the Company representing at the date of deposit of the requisition not less than one-tenth of the total voting rights of all the Members having at the said date a right to vote at general meetings of the Company, whichever is lower.
25. If, at any time, there are not sufficient directors capable of acting to form a quorum, any Director of the Company or any member of it may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
26. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
27. If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.
28. Any reasonable expenses incurred by the requisitionists by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitionists by the company and any sum so repaid shall be retained by the company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.
29. For the purposes of Articles 25 to 28, the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.
30. A meeting convened under Article 27 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.

NOTICE OF GENERAL MEETING

31. Notice of every general meeting of the Company ("relevant notice") shall be given to:-
 - 31.1 every member;
 - 31.2 the statutory auditors, unless the Company availed itself of the audit exemption under Section 360 or Section 365 of the Act.;



- 31.3 the directors and secretary of the Company; and
- 31.4 the Chairperson of the Board of Directors.
32. Provided the members consent, the Company permits the use of electronic means to serve or give the notice or the conditions specified in Section 218(4) of the Act are satisfied, by electronic means in accordance with Section 218 of the Act.
33. A meeting of the Company, other than an adjourned meeting, shall be called:-
- 33.1 in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
- 33.2 in the case of any other extraordinary general meeting for the passing of an ordinary resolution, by not less than 7 days' notice.
34. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Articles 33.1 and 33.2 of this constitution, be deemed to have been duly called if it is so agreed by:-
- 34.1 all the members entitled to attend and vote at the meeting; and
- 34.2 unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under Section 360 or 365 (and, where relevant, Section 399 has been complied with in that regard), the statutory auditors of the Company.
35. The notice of a meeting shall specify:-
- 35.1 the place, date and time of the meeting;
- 35.2 the general nature of the business to be transacted at the meeting;
- 35.3 in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
- 35.4 with reasonable prominence a statement that:
- 35.4.1 a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act;
- 35.4.2 a proxy need not be a member;
- 35.4.3 the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.
36. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
37. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.



SERVICE OF NOTICES ON MEMBERS AND THE COMPANY

38. A notice required or authorised to be served on or given to a member of the Company pursuant to a provision of the Act or this constitution shall, save where the means of serving or giving it specified in Article 38.4 is used, be in writing and may be served on or given to the member in one of the following ways:
- 38.1 by delivering it to the member;
 - 38.2 by leaving it at the registered address of the member;
 - 38.3 by sending it by post in a prepaid letter to the registered address of the member;
or
 - 38.4 by electronic means; and
- each of the members of the Company hereby consents to the use of electronic means in the form of email to serve or give notices in relation to them and further agrees to provide the Company with an email address to which notices may be served or given.
39. Any notice served or given in accordance with Article 38 shall be deemed, in the absence of any agreement to the contrary between the Company (or, as the case may be, the officer of it) and the member, to have been served or given:
- 39.1 in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
 - 39.2 in the case of its being left, at the time that it is left;
 - 39.3 in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address):-
 - 39.3.1 on a Friday - 72 hours after despatch; or
 - 39.3.2 on a Saturday or Sunday - 48 hours after despatch;
 - 39.4 in the case of electronic means being used in relation to it, twelve hours after despatch, but this Regulation is without prejudice to Section 181(3) of the Act.
40. In addition to the means of service of documents set out in Section 51 of the Act, a notice or other document may be served on the Company by an officer or member of the Company by email provided, however, that the Directors have designated an email address for that purpose and notified that email address to its members and officers for the express purpose of serving notices on the Company.

QUORUM

41. No business shall be transacted at any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business.
42. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, the lesser of 30 Members or 25% of the number of Members whose names are contained in the Register at the time that notice of the general meeting was given,



present in person or by proxy shall be a quorum.

43. If within 30 minutes after the time appointed for a general meeting a quorum is not present, then:-

43.1 where the meeting has been convened upon the requisition of members, the meeting shall be dissolved;

43.2 in any other case:-

43.2.1 the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine; and

43.2.2 if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall be a quorum.

PROXIES

44. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her.

45. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.

46. The instrument appointing a proxy (the "instrument of proxy") shall be in writing:-

46.1 under the hand of the appointer or of his or her attorney duly authorised in writing; or

46.2 if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

47. The instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company concerned or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be so deposited not later than the following time.

That time is:-

47.1 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

47.2 in the case of a poll, 48 hours before the time appointed for the taking of the poll.

48. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in Section 2 of the Act) and this Regulation likewise applies to the depositing of anything else referred to in the preceding Regulation.

49. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:-



ECCE & Play Early Childhood Ireland (the "Company")

[name of member] ("the Member")

of [address of member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her

[name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:

Voting Instructions to Proxy (choice to be marked with an 'x')			
Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			
Signature of member:.....			
Dated:			

REPRESENTATION OF BODIES CORPORATE AT MEETINGS

- 50. A body corporate may, if it is a member of the Company, by resolution of its directors or other governing body authorise such person (in this section referred to as an "authorised person") as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company.

PROCEEDINGS AT GENERAL MEETING

- 51. The business of the annual general meeting shall include:-
 - 51.1 the consideration of the Company's statutory financial statements and the report of the directors and, unless the Company is entitled to and has availed itself of the audit exemption under Section 360 or Section 365 of the Act, the report of the statutory auditors on those statements and that report;
 - 51.2 the review by the members of the Company's affairs;
 - 51.3 the authorisation of the directors to approve the remuneration of the statutory auditors (if any);
 - 51.4 save where the Company is entitled to and has availed itself of the audit exemption, the appointment or re-appointment of statutory auditors.
 - 51.5 the election and re-election of directors.
- 52. Save for the items of ordinary business at annual general meetings specified in Article

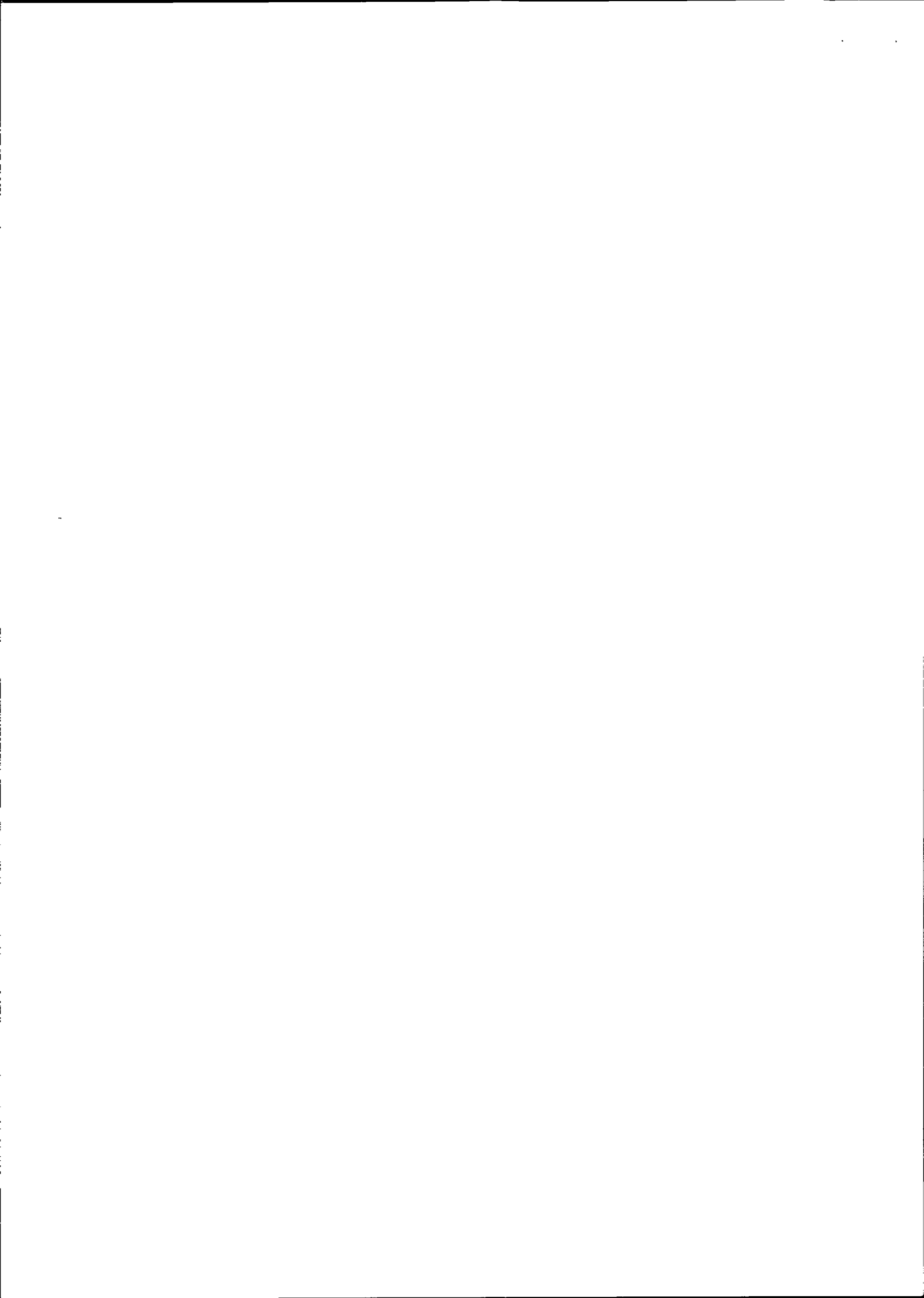


51, no proposed resolution shall be put to a general meeting of the Company unless such proposed resolution has been approved by the General Meeting Committee in accordance with rules imposed on it by the Board from time to time in accordance with Articles 118 and 119.

53. The chairperson, if any, of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
54. If at any meeting no director is willing to act as chairperson or if no director is present within 30 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
55. 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.
56. However no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
57. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
58. Unless a poll is demanded in accordance with Articles 65 to 70, at any general meeting:-
 - 58.1 a resolution put to the vote of the meeting shall be decided on a show of hands; and
 - 58.2 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 the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
59. Votes may be given either personally or by proxy. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

VOTES OF MEMBERS

60. Subject to the provisions of Article 17 of this constitution, every member shall have one vote.
61. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote.
62. Each of the following:
 - 62.1 a member of unsound mind;
 - 62.2 a member who has made an enduring power of attorney;



62.3 a member in respect of whom an order has been made by any court having jurisdiction in cases of unsound mind;

may vote, whether on a show of hands or on a poll, by his or her committee, donee of an enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.

63. No Member shall be entitled to vote at a general meeting, any adjournment thereof or by way of written resolution unless:

63.1 they have been a Member for a period of at least 60 days prior to the date for which the original general meeting has been called or written resolution has been served on the Members; and

63.2 all moneys immediately payable by him to the Company have been paid.

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

RIGHT TO DEMAND A POLL

65. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).

66. A demand for such a poll may be made by:-

66.1 the chairperson of the meeting;

66.2 at least 3 members present in person or by proxy;

66.3 any member or members present in person or by proxy and representing not less than 10 per cent of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.

67. Subject to Article 68 if a poll is duly demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.

68. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.

69. 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 on which a poll is demanded may be proceeded with pending the taking of the poll.

70. The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Article 66, a demand by a person as proxy for a member shall be the same as a demand by the member.

71. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes:-



71.1 use all his or her votes; or

71.2 cast all the votes he or she uses in the same way.

RESOLUTIONS

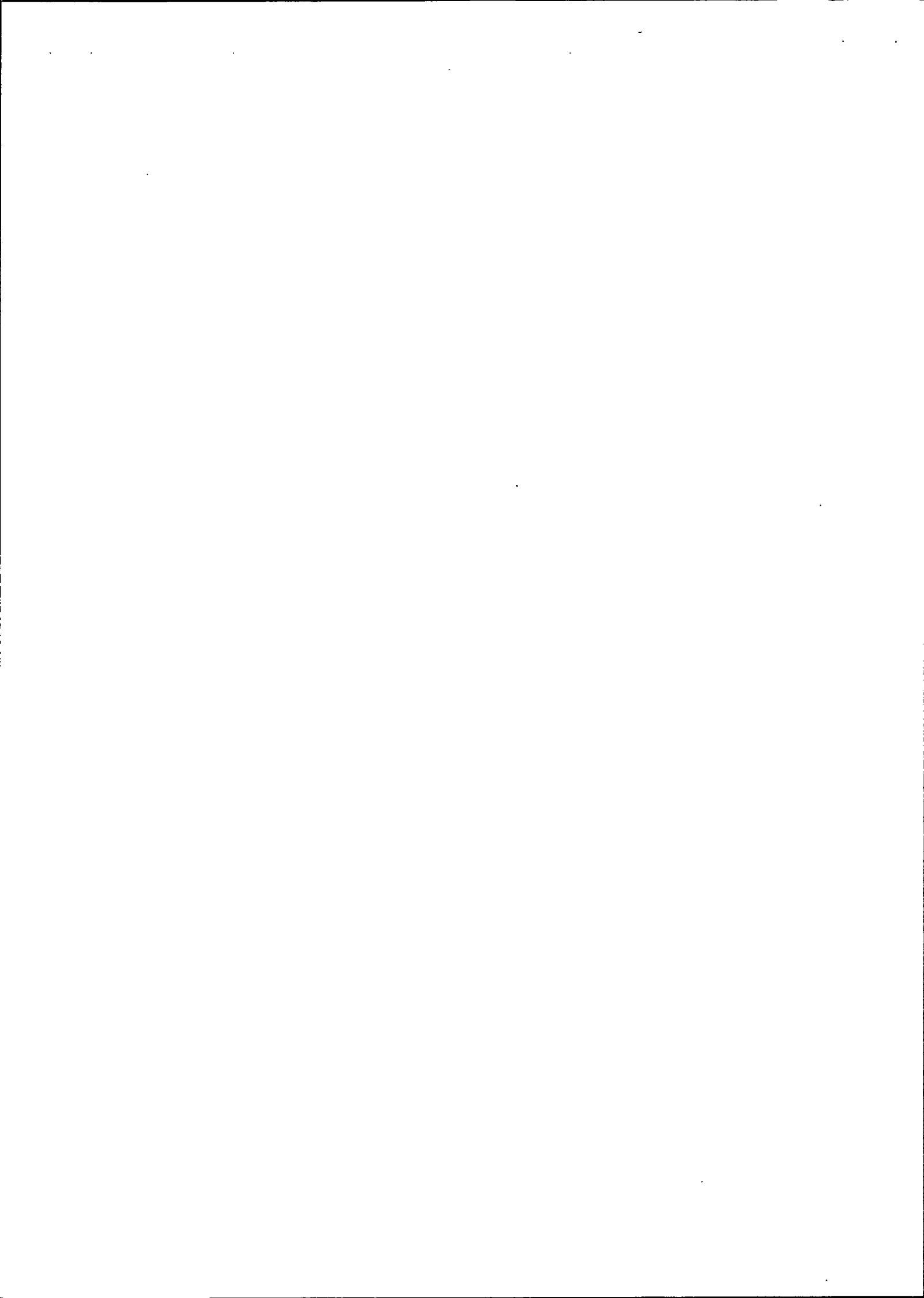
72. A resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been 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.
73. Any such resolution passed in writing may consist of several documents in like form each signed by one or more members.
74. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, the statement shall be prima facie evidence that it was signed by him or her on that date.
75. The Company shall retain those documents as if they constituted the minutes of the proceedings of a general meeting of the Company; without prejudice to the requirement (by virtue of Section 199(1)) of the Act that the terms of the resolution concerned be entered in books kept for the purpose, the requirement under Section 193(7) of the Act that the foregoing documents be retained shall be read as requiring those documents to be kept with the foregoing books.

MINUTES OF PROCEEDINGS OF MEETINGS

76. The Company shall, as soon as may be after their holding or passing, cause:-
- 76.1 minutes of all proceedings of general meetings of it, and
- 76.2 the terms of all resolutions of it,
- to be entered in books kept for that purpose; all such books kept by the Company shall be kept at the same place.
77. Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.

ANNUAL SUBSCRIPTION

78. The directors shall be entitled from time to time to determine any Annual Subscription to be payable by any member of the Company. Such subscription shall be payable in advance on the 1st day of October each year. A person becoming a member of the Company after the 1st day of October in any year may be required by the directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to the 1st day of October in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attached to the Life Subscriptions shall be determined by the directors in their absolute discretion from time to time.



DIRECTORS

79. The number of Directors shall not be less than three (3) or more than ten (10) or such other number as the Company in general meeting may from time to time determine.
80. Every person appointed as a director of the Company shall automatically become a member of the Company.
81. The first directors of the Company shall be those persons determined in writing by the subscribers of the constitution or a majority of them.

APPOINTMENT OF DIRECTORS

82. Any purported appointment of a director without that director's consent shall be void.
83. Subject to the provisions of Article 94 of this constitution, subsequent directors of the Company may be appointed by the members in general meeting, provided that no person other than a director retiring at the meeting shall, save where recommended by the directors, be eligible for election to the office of director at any general meeting unless the requirements of Section 144(4) of the Act as to his or her eligibility for that purpose have been complied with.

REMOVAL OF DIRECTOR

84. The Company may by ordinary resolution of which extended notice has been given remove a director in accordance with Section 146 of the Act before the expiration of his or her period of office, notwithstanding anything in the constitution or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
85. The Company may, by ordinary resolution appoint another person in place of a director removed from office under Section 146 of the Act. Without prejudice to the powers of the directors under Section 144(3)(b) of the Act, the Company in general meeting may appoint any person to be a director, either to fill a casual vacancy or as an additional director.

VACATION OF OFFICE

86. The office of director shall be vacated if the director:-
 - 86.1 holds any office or place of profit under the Company; or
 - 86.2 is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
 - 86.3 becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act.
 - 86.4 the director resigns his or her office by notice in writing to the Company; or
 - 86.5 the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or



- 86.6 a declaration of restriction is made in relation to the director and the directors, at any time during the currency of the declaration, resolve that his or her office be vacated; or
- 86.7 the director is sentenced to a term of imprisonment following conviction of an indictable offence;
- 86.8 the director is for more than 6 months absent, without the permission of the directors, from meetings of the directors held during that period;
- 86.9 is directly or indirectly interested in any contract with the Company and fails to declare the nature of their interest in manner required by section 231 of the Act; or
- 86.10 is removed in accordance with these Articles; or
- 86.11 fails to obtain vetting of An Garda Siochana.
- 86.12 ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

ROTATION OF DIRECTORS

- 87. At the first annual general meeting of the Company all the directors shall retire from office.
- 88. At the annual general meeting in every subsequent year, 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.
- 89. The directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 90. A retiring director shall be eligible for re-election for one further term of three years and must then retire as a Director.
- 91. A former Director who has previously served for two consecutive terms of three years each may be subsequently re-appointed to the board after a period of one year has elapsed.
- 92. The Company, at the meeting at which a director retires in any of the foregoing instances, may fill the vacated office by electing a person to it in the manner described in Article 96.
- 93. In default of the Company doing so, the retiring director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless:-
 - 93.1 at such meeting it is expressly resolved not to fill such vacated office, or
 - 93.2 a resolution for the re-election of such director has been put to the meeting and lost.
- 94. No person shall be eligible for election to the Board at any general meeting, other than the Chairperson if appointed as an additional Director pursuant to Article 99, unless not



less than three nor more than 21 days before the date appointed for the meeting, there has been left at the Office:

- 94.1 notice in writing, signed by two Members of the Company duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose and second such a person for election;
 - 94.2 notice in writing signed by that person of their willingness to be elected;
 - 94.3 a CV and personal profile of that person; and
 - 94.4 two references for that person,

(the "Board Application Documents")
95. The Board shall review the Board Application Documents and select the persons who shall be proposed to the Members as candidates for election to the Board.
 96. The Board (where practicable and possible) shall consist of individuals with the skills and experience required for undertaking the business of the Company, as determined by the Board from time to time.
 97. The Board shall have power at any time, and from time to time, so as to ensure that the composition of the Board is (where practicable and possible) in accordance with Article 96, to appoint any person 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 Article 79. Any Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
 98. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

CHAIRPERSON OF THE BOARD OF DIRECTORS

99. Within 30 days of the expiry of each three year period, the Directors shall elect, either from among their number or subject to Article 97, as an additional Director, a chairperson of their meetings (the "Chairperson"). The Chairperson shall not be required to retire in the manner described in Articles 88 to 95. The Directors can appoint an existing Chairperson for a second term of three years but thereafter that Chairperson shall retire from the office of Chairperson and as a Director. Following their retirement from office, article 90 shall apply to the reappointment of a former-Chairperson as a Director.
100. If at any meeting the Chairperson is not present, the Vice-Chairperson shall be chairperson of the meeting. If at any meeting neither the Chairperson nor the Vice-Chairperson is present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.
101. The Chairperson from time to time holding office shall remain in office until the



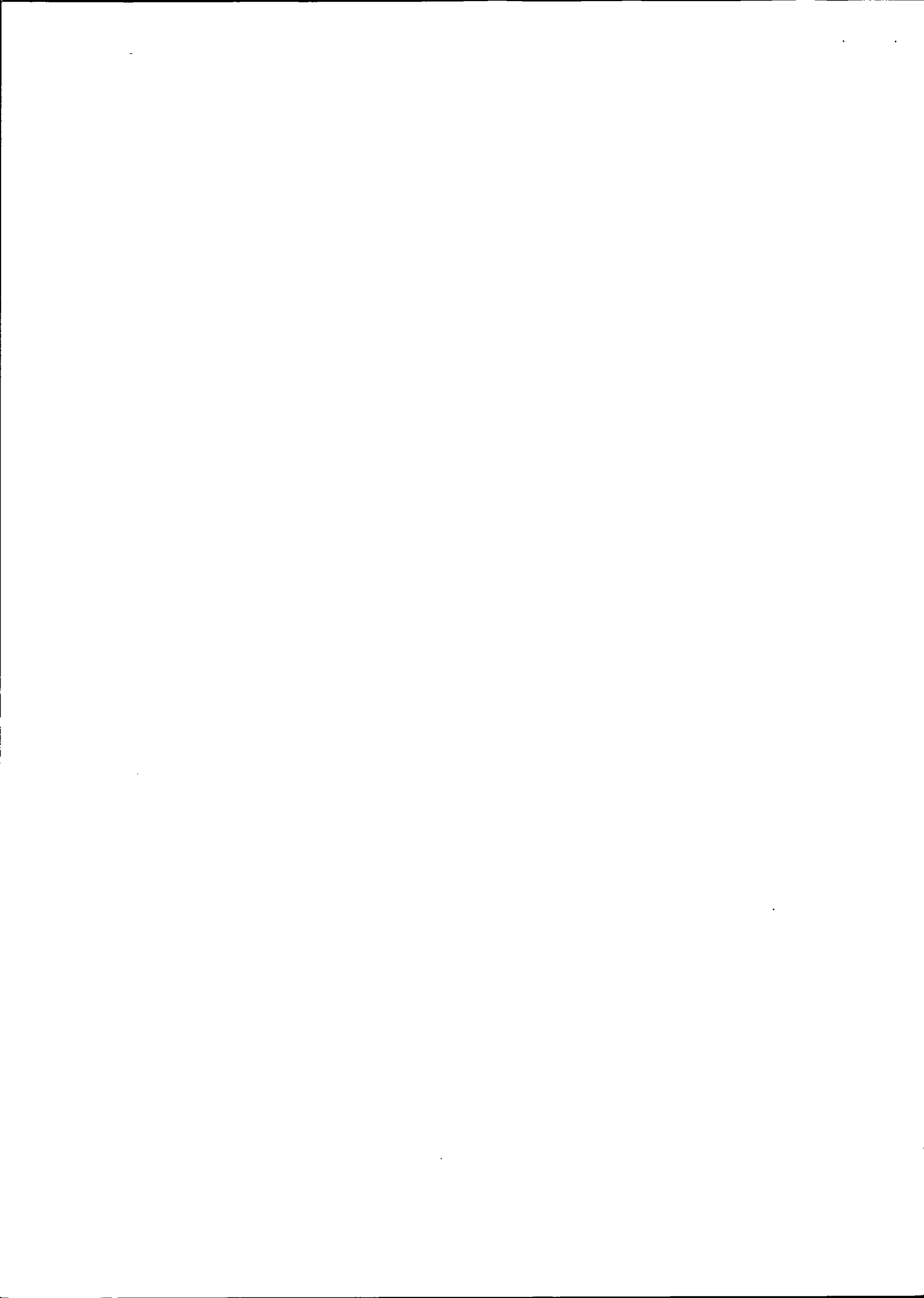
appointment of the new Chairperson by the Board, notwithstanding that their term of office may have expired.

VICE-CHAIRPERSON OF THE BOARD OF DIRECTORS

102. The Directors shall elect from their number a vice-chairperson of the Board (the "Vice-Chairperson").
103. The Vice-Chairperson from time to time holding office shall remain in office until the appointment of the new Vice-Chairperson by the Board.
104. The Vice-Chairperson shall assist the Chairperson and act on the Chairperson's behalf in all cases of absence or inability to act. Service as Vice-Chairperson shall not be a condition precedent to service as Chairperson and the Vice-Chairperson shall not automatically succeed the Chairperson.

POWERS AND DUTIES OF DIRECTORS

105. The business of the Company shall be managed by its directors, who *inter alia* will formulate the organizational and financial policies of the Company, may, as required, propose changes to be made to the Memorandum and these Articles to the Members in general meeting, may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by the constitution, required to be exercised by the Company in general meeting, but subject to:-
 - 105.1 any regulations contained in this constitution;
 - 105.2 the provisions of the Act; and
 - 105.3 such directions, not being inconsistent with the foregoing regulations or provisions, as the Company in general meeting may (by special resolution) give.
106. However, no direction given by the Company in general meeting under Section 158 (1)(c) of the Act shall invalidate any prior act of the directors which would have been valid if that direction had not been given.
107. Without prejudice to the generality of Article 105 of this constitution, Article 105 operates to enable, subject to a limitation (if any) arising under any of the subparagraphs 105.1 to 105.3 of it, the directors to exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof.
108. The directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.
109. The directors 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 directors 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 directors under these Articles) and for such period and subject to such conditions



as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

110. Each cheque, promissory note, draft, bill of exchange or other negotiable instrument, and receipt for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the directors of the Company shall from time to time by resolution determine.

REMUNERATION OF DIRECTORS

111. No remuneration shall be payable under any circumstances to any of the Directors in respect of his services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article 108. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.

PROCEEDINGS OF DIRECTORS

112. The directors of the Company may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and in accordance with this constitution, subject to the Board, meeting no less than 4 times annually.
113. Questions arising at any such meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.
114. A director may, and the secretary on the requisition of two directors shall, at any time summon a meeting of the directors.
115. All directors shall be entitled to reasonable notice of any meeting of the directors but, if the directors so resolve, it shall not be necessary to give notice of a meeting of directors to any director who, being resident in the State, is for the time being absent from the State.
116. The quorum necessary for the transaction of the business of the Directors shall be fixed by the Directors, and unless so fixed shall be such number of Directors as equals one third plus one of the directors from time to time.
117. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to this constitution as the necessary quorum of Directors, the continuing Directors or director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
118. The directors may establish one or more committees consisting of such member or members of the Directors and such other persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.
119. A committee may elect a chairperson of its meetings. If no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time



appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.

120. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
121. A resolution in writing signed by all the directors of the Company, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held. The resolution may consist of several documents in like form each signed by one or more directors and for all purposes shall take effect from the time that it is signed by the last director.
122. A meeting of the directors or of a committee established by the directors may consist of a conference between some or all of the directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:-
 - 122.1 a director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
 - 122.2 such a meeting shall be deemed to take place:-
 - 122.2.1 where the largest group of those participating in the conference is assembled;
 - 122.2.2 if there is no such group, where the chairperson of the meeting then is;
 - 122.2.3 if neither subparagraph 122.2.1 or 122.2.2 applies, in such location as the meeting itself decides.
123. It shall be the duty of a director of the Company who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, to declare the nature of his or her interest at a meeting of the directors of the Company in accordance with Section 231 of the Act.
124. Subject to the other provisions of the Act, a director may not vote in respect of any contract, appointment or arrangement in which he or she is interested or any matter arising therefrom and he or she shall not be counted in the quorum present at the meeting.

MINUTES OF PROCEEDINGS OF DIRECTORS

125. The Company shall cause minutes to be entered in books kept for that purpose of:-
 - 125.1 all appointments of officers made by its directors;
 - 125.2 the names of the directors present at each meeting of its directors and of any

committee of the directors;

125.3 all resolutions and proceedings at all meetings of its directors and of committees of directors.

126. Such minutes shall be entered in the foregoing books as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.

SECRETARY

127. The Company shall have a secretary, who may be one of the directors.

128. The secretary shall be appointed by the directors of the Company for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

129. The directors of the Company shall have a duty to ensure that the person appointed as secretary has the skills and resources necessary to discharge his or her statutory and other duties.

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

COMPANY SEAL

131. The Company may, have for use in any place abroad an official seal which shall resemble the common seal of the Company with the addition on its face of the name of every place abroad where it is to be used.

132. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be

132.1 signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and

132.2 be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

ACCOUNTS AND FINANCIAL STATEMENTS

133. The Company in accordance with Section 281 of the Act shall keep or cause to be kept adequate accounting record which are those that are sufficient to:-

133.1 correctly record and explain the transactions of the Company,

133.2 enable, at any time, the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy,

133.3 enable the directors to ensure that any financial statements of the Company, required to be prepared under Section 290 or 293 of the Act, and any directors' report required to be prepared under Section 325 of the Act, comply with the

requirements of the Act and, where applicable, Article 4 of the IAS Regulation, and

133.4 enable those financial statements of the Company so prepared to be audited.

134. The accounting records shall be kept on a continuous and consistent basis, which is to say, the entries in them shall be made in a timely manner and be consistent from one period to the next; if those records are not kept by making entries in a bound book but by some other means, adequate precautions shall be taken for guarding against falsification and facilitating discovery of such falsification, should it occur.

135. Subject to Section 283(2) of the Act, the Company's accounting records shall be kept at its registered office or at such other place as the directors think fit.

136. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this constitution or authorised by the Directors or by the Company in general meeting.

137. The directors of the Company shall, in respect of each financial year, lay before the Company in general meeting copies of:-

137.1 the statutory financial statements of the Company for the financial year,

137.2 the directors' report, including any group directors' report, for the financial year,

137.3 the statutory auditors' report on those financial statements and that directors' report.

138. Those financial statements and those reports of the directors and the statutory auditors for a financial year shall be so laid not later than 9 months after the financial year end date.

139. A copy of each of the documents specified in Regulation 137 concerning the Company there referred to shall be sent to:-

139.1 every member of the Company (but only if that person is entitled to receive notices of general meetings of the Company),

139.2 every holder of debentures of the Company (but only if that person is so entitled), and

139.3 all persons, other than members or holders of debentures of the Company, who are so entitled, not less than 21 days before the date of the meeting of the Company at which copies of those documents are to be laid in accordance with Section 341 of the Act.

140. If the copies of the documents referred to in Section 338(1) of the Act are sent less than 21 days before the date of the meeting referred to in that subsection they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by all the members entitled to attend and vote at the meeting and the statutory auditor.



CIRCULATION OF FINANCIAL STATEMENTS

141. For the purposes of Section 338(5) of the Act, the Company's members agree that the documents referred to in Regulation 137 may be treated as having been sent to the members where the member can access the documents through a website and that notice of the matters set out in Section 338(5)(c) of the Act may be sent to the member in accordance with Section 218 of the Act.

AUDIT AND AUDIT EXEMPTION

142. The directors of the Company shall arrange for the statutory financial statements of the Company for a financial year to be audited by statutory auditors unless the Company is entitled to, and chooses to avail itself of, the audit exemption.
143. One or more statutory auditors shall be appointed in accordance with Section 380 to 385 of the Act for each financial year of the Company.

WINDING UP

144. If the Company shall be wound up the provisions contained in Clause xx of the Memorandum of Association shall be performed and have effect in all respects as if the same were repeated in these Articles.

INDEMNITY

145. The Company shall indemnify its Directors, officers and any person who serves at the request of the Company as a Director or officer as follows:
- (i) Every person who is or has been a Director, or officer and every person who serves at the Company's request as Director or officer shall be indemnified by the Company to the fullest extent permitted by law against liability and against all expenses reasonably incurred or paid by them in connection with any debt, claim, action, demand, suit, proceeding, judgment, decree, party or otherwise by virtue of their being or having been a Director, or officer of the Company or of another partnership, joint venture, trust or other enterprise at the request of the Company and against amounts paid or incurred by them in the settlement thereof except where any of the foregoing is attributable to any negligence, wilful default or bad faith on the part of such Director or officer;
 - (ii) The words "claim", "action", "suit" or "proceedings" shall apply to all claims, actions, suits or proceedings (civil, criminal, administrative, legislative, investigative or other, including appeals) and shall include, without limitation, legal fees, costs, judgments, amounts paid in settlement, fines, penalties and other liabilities;
 - (iii) The rights of indemnification herein provided may be insured against by policies maintained by the Company, shall be severable, shall not affect any other rights to which any Director or officer may now or hereafter be entitled, shall continue as to a person who has ceased to be such a Director, or officer and shall enure to the benefit of the heirs, executors and administrators of such a person; and
 - (iv) The Company may make advances of expenses incurred in the defence of any claim, action, suit or proceedings against any person whom the Company is obliged to indemnify.





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

MEMORANDUM OF ASSOCIATION

SUBSCRIBER' DETAILS

	NAME & SIGNATURE OF SUBSCRIBER	ADDRESS OF SUBSCRIBER	DESCRIPTION OF SUBSCRIBER
1.	Name: Neil Broyn <u>Neil Broyn</u>	17 Priory Grove Blackrock Co Dublin	Accountant
2.	Name: Moya Doyle <u>Moya Doyle</u>	24, Glen Park Close Woodfarm Court Palmerstown Dublin 20	Parish Secretary
3.	Name: Martina Murphy <u>Martina Murphy</u>	Ashgrove Navan Road Castleknock Dublin 15	Director of OPERATIONS.
4.	Name: Evelyn McGrath <u>Evelyn McGrath</u>	8 Central Park Clane Co Kildare	Pre-School owner/Manager.
5.	Name: Georga Dowling <u>Georga Dowling</u>	76 Wellesley Manor Newbridge Co Kildare	Creche Owner.
6.	Name: Catherine O'Brien <u>Catherine O'Brien</u>	7 Roebuck Castle Clonskeagh Dublin 14	PRE-SCHOOL OWNER/MANAGER
7.	Name: Jacqueline Crowley <u>Jacqueline Crowley</u>	6 Clorane Brook Ballyfair The Curragh Co Kildare	Preschool Owner/Manager

Dated this _____ day of _____

Witness to the above signatures: _____

Address of Witness:

Description:

