

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

-of-

CONCERN WORLDWIDE

(Incorporated on 8 December 1972)

(As amended by Special Resolutions dated 27 May 2006, 10 October 2009, 11 December 2010, 28 May 2016 and 26 May 2018)

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MEMORANDUM OF ASSOCIATION

-of-

CONCERN WORLDWIDE

1. The name of the Company (hereinafter called the "**Association**") is CONCERN WORLDWIDE.
2.
 - (a) The main object for which the Association is established is the relief of poverty and the advancement of peoples in need.
 - (b) The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only. As subsidiary objects:
 - (i) The ultimate elimination of extreme poverty in the world's poorest countries and regions through development programmes.
 - (ii) The provision of relief and assistance to peoples in need in situations of emergency.
 - (c) The following are the powers of the Association which may only be carried on in furtherance of the main object and for no other purpose:
 - (i) To provide such charitable services and other charitable activities connected with the main object of the Association as are considered to be of assistance and benefit in furthering the main object of the Association.
 - (ii) To promote and further the main object of the Association by conferences, public or private meetings, discussions, publications or by such other means as may be deemed desirable or necessary.
 - (iii) Subject to paragraph (xii) below, promote, establish, co-operate with, become a member of, or assist by advice or by the grant of loans, donations or gifts or otherwise, any association, institution or body whatsoever and whether established or incorporated in Ireland or elsewhere having main object or purposes wholly or partially similar to those of the Association.
 - (iv) To advertise and make known the Association and its main object, purposes and aims by such means as may be deemed expedient, and to solicit, receive and hold donations, subscriptions, gifts, and bequests of all kinds.
 - (v) To act as trustees of any property real or personal for the main object of the Association, or for any other purpose that may seem conducive to the main object of the Association.
 - (vi) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property that may be legally held, and any rights or privileges

which the Association may think necessary or convenient for the purposes of its undertaking.

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

- (xiv) To sell, improve, manage, develop, exchange, lease, mortgage, charge, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Association.
- (xv) To acquire and become registered proprietors of copyrights and trademarks and any other form of intellectual property.
- (xvi) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Association as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme and provided that such occupational pension scheme has been operated by the Association and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the Association; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Association and to subscribe or guarantee money for charitable objects.
- (xvii) To do all such other lawful things as are incidental or conducive to the attainment of the main object of the Association.

Provided also that the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which, if an object of the Association, would make it a trade union.

3. The income and property of the Association shall be applied solely towards the promotion of main object(s) as set forth in this constitution. No portion of the Association'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 Association. No Director shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:

- reasonable and proper remuneration to any member or servant of the Association (not being a Director) for any services rendered to the Association, or
- interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by any Director or other member of the Association to the Association;
- reasonable and proper rent for premises demised and let by any member to the Association;
- reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Association;
- fees, remuneration or other benefit in money or money's worth to any Association of which a Director may be a member holding not more than one hundredth part of the issued capital of such Association; and
- Nothing shall prevent any payment by the Association to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act.

The organisation 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 organisation 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.

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

- the repayment of out-of-pocket expenses, or
- interest at the rate aforesaid on money lent to the Association, or
- reasonable and proper rent for premises demised or let to the Association, or
- a payment to a company of which a member of the Board may be a member holding not more than one per cent of the capital of that company, such member not to be bound to account for any share of profits he may receive in respect of such a payment.

4. The liability of the members is limited.
5. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the Association being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding €6.35 (6.35 euro).
6. If upon the winding up or dissolution of the Association 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 Association. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Association. 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 Association under or by virtue of the Income and Property Clause. Members of the Association 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 with the agreement of the Charities Regulator. 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.
7. Annual audited accounts of the Association shall be kept and made available to the Revenue Commissioners on request.
8. For as long as the Association is required to obtain the consent of the Revenue Commissioners to alter its Memorandum, no addition, alteration or amendment shall be made to or in the provisions of this Memorandum for the time being in force unless the same shall have been previously submitted to and approved in writing by the Revenue Commissioners.

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

Names, Addresses and Descriptions of Subscribers

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

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

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

J. O'Toole, C.S.Sp., 31 Mt Prospect Park, Dublin 3- Catholic Priest;

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

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

Donnaca R. O'Kinneide, 28 Proby Square, Blackrock, County Dublin - Consulting Engineer;

Eanna Johnson, 37 Wyattville Park, Ballybrack, County Dublin - Management Consultant;

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

Dated the 29th day of May 1972

Witness to the above signatures:

John O'Loughlin Kennedy, Economist

82 Northumberland Road

Dublin 4

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

-of

CONCERN WORLDWIDE

PRELIMINARY

1. The optional provisions of the Companies Act 2014 (as defined by section 54 of the Companies Act 2014) shall apply to the Association save to the extent that they are excluded or modified by the Constitution and such optional provisions (as so excluded or modified) together with the regulations contained in this Constitution shall constitute the regulations of the Association (the "Constitution").

2. In this Constitution, the following terms shall have the following meanings:

Words

Meanings

"Act"

the Companies Act 2014 and every statutory modification or re-enactment thereof for the time being in force;

"the Association"

this Company;

"Board"

the board of Directors for the time being of the Association;

"Chairperson"

means the chairperson of the Board from time to time;

"Charities Act"

the Charities Act 2009 and every statutory modification or re-enactment thereof for the time being in force;

"Constitution"

has the meaning set out in Regulation 1;

"Directors"

the directors of the Association from time to time and including any person occupying the position of director and "Director" shall mean any one of them;

"Initial AGM"

the annual general meeting at which this Constitution is adopted;

"Members"

those persons registered as members of the Association and "Member" shall mean any one of them;

"Register"

the register of Members to be kept as required by

	section 1201 of the Act;
"Seal"	the common seal of the Association;
"Secretary"	any person appointed to perform the duties of the secretary of the Association and includes an assistant or an acting secretary for the time being;
"State"	means the Republic of Ireland; and
"Senior Management Team"	the Senior Management Team for the time being employed by the Association consisting of the Chief Executive of the Association and the senior managers reporting to the Chief Executive.

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

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

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

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

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

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

MEMBERS

3. The number of Members with which the Association proposes to be registered is 2,000 but the Board may from time to time register an increase in Members. Where the Board 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 of Companies.
4. The subscribers to the Memorandum of Association and such other persons as the Board in its absolute discretion shall admit to membership and whose names are entered on the Register, shall be Members of the Association.
5. The Board may from time to time and at any time by resolution in its absolute discretion make such regulations as they see fit relating to membership of the Association, and may from time to time and at any time by like resolutions at the like discretion alter such regulations to such extent and in such manner as they see fit. Without prejudice to the generality of the foregoing, such regulations may provide for different classes of membership of the Association, the

membership subscriptions (if any) payable by a Member or a particular class of Members (which may vary from Member to Member or, if there is more than one class, any class of Members, by reference to such criteria as the Board so provides in such regulations), the rights (if any) of voting at general meetings of the Association of such Members or classes of Members, the duration of membership of any Members or of any particular class of Members provided that no regulation shall be made under the powers conferred by this Regulation which would amount to such an amendment of or an addition to this Constitution as could lawfully be made only by special resolution.

6. The entry of a Member's name in the Register shall be evidence of membership but no Member shall be entitled to request the Association to issue a certificate of membership.
7. The rights and privileges of a Member as such shall be personal and accordingly shall not be transferable and shall cease on his death.
8. A Member of the Association shall cease to be a Member:
 - (a) if he resigns as a Member by notice in writing sent to the Secretary at the Office;
 - (b) if the Board by resolution determine that he has been in default in the payment of any subscription payable by him to the Association;
 - (c) on his death or bankruptcy;
 - (d) if he should be expelled from membership in accordance with the provisions of Regulations 9 and 10; or
 - (e) if he should fail to provide written confirmation on request by the Board within forty-five days of the request that he wishes to continue to be a Member and where requested to furnish updated contact details for the purposes of Regulation 100. A request under this paragraph shall be sent in accordance with Regulation 100 and shall notify the Member of the consequence of failing to respond to the request. Unless the Member provides this confirmation in writing to the Association in accordance with this paragraph the Member shall cease to be a Member and his name shall be removed from the Register.
9. The Board shall, subject to the provisions of Regulation 10, have power by resolution approved by not less than two-thirds of the Directors present and voting at a meeting specially convened for the purpose to expel from membership of the Association any Member who refuses or wilfully neglects to comply with any of this Constitution (or regulations or bye laws) or who has been guilty of such conduct that in the opinion of the Board either he is unfit to remain a Member or his continued membership would be injurious to the Association or where the Board consider that expulsion would be in the best interests of the Association.
10. A Member whose expulsion is to be taken into consideration by the Board under the provisions of Regulation 9 shall receive not less than 14 days' notice in writing of such proposed expulsion and short particulars of the grounds thereof and upon his giving notice in writing to the Secretary of his intention to appear shall be heard by the Board either in person or through his duly authorised agent but shall not be present at the voting or take further part in the proceedings otherwise than as the Board shall permit. Alternatively or in addition he may submit a written statement which shall be taken into consideration by the Board.
11. A former Member of the Association shall remain liable for all subscriptions (if any) and contributions due or imposed on him up to the date on which he shall cease to be a Member and for any sums due by him under Clause 5 of the Memorandum of Association and shall

forfeit all claims to a return of any money paid by him to the Association on his admission as a Member or by way of subscription or otherwise.

12. Every Member shall be bound to further to the best of his ability the main object and interests of the Association, and shall observe all bye-laws of the Association that may be made pursuant to Regulation 54.

GENERAL MEETINGS

13. All general meetings of the Association may be held inside or outside of the State.
14. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next.
15. All general meetings other than annual general meetings shall be called extraordinary general meetings.
16. The Board may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by section 178 of the Act. If at any time there are not a sufficient number of Directors capable of acting to form a quorum, any Director or any Member of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

17. Subject to the provisions of the Act an annual general meeting of the Association shall be called by at least 21 days' notice in writing. A meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing and any other meeting of the Association shall be called by at least 14 days' notice in writing.
18. A meeting of the Company shall, notwithstanding that it is called by shorter notice than the aforementioned notice, be deemed to have been duly called if it is so agreed by all the Members entitled to attend and vote at the meeting and, unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under section 360 and 365 of the Act (and, where relevant, section 399 has been complied with in that regard), the statutory auditors of the Company.
19. The notice shall be exclusive of the date on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting, that a Member is entitled to appoint a proxy and, in the case of special business, the general nature of that business and shall be given in the manner hereinafter mentioned to such persons as are under this Constitution entitled to receive such notices from the Association.
20. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

21. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and the auditors, the election of

Directors in the place of those retiring, the reappointment of the retiring auditors and the fixing of the remuneration of the auditors.

22. No business shall be transacted at any general meeting unless a quorum is present. Twenty five Members present in person shall be a quorum for all purposes.
23. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
24. The Chairperson, if any, of the Board, shall preside as Chairperson at every general meeting of the Association, or if there is no such Chairperson, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson, any deputy Chairperson, if any, of the Board if he is present and willing to act shall be Chairperson of the meeting, failing which the Members present shall choose one of their number to be Chairperson of the meeting.
25. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
26. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded in accordance with section 189 of the Act:
 - (a) by the Chairperson; or
 - (b) by at least three Members present in person or by proxy; or
 - (c) by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.

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

27. Any proposed resolution at an annual general meeting concerning the election of Directors shall be decided on a poll and all advance ballots of Members validly cast pursuant to Regulations 70 to 76 shall be included in such poll.
28. Except as provided in Regulation 30, if a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

29. 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.
30. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
31. A resolution in writing (other than one in respect of which extended notice is required by the Act to be given) signed by all the Members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Association duly convened and held and, if described as a special resolution, shall be deemed to be a special resolution within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more Members for the time being entitled to attend and vote on such resolution at a general meeting.

VOTES OF MEMBERS

32. Subject to any rights or restrictions for the time being attached to any class or classes of Members pursuant to regulations made under Regulation 5 and save as expressly otherwise provided in this Constitution, every Member present in person or every proxy, shall have one vote, but so that no individual Member shall have more than one vote, provided that any Member present shall be entitled to act as proxy for one or more other Members and shall be entitled to cast, in aggregate, such number of votes as is equal to the number of Members (plus himself) in respect of whom he acts as proxy.
33. A Member of unsound mind, a Member who has made an enduring power of attorney which has been registered, or 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 (or by way of advance ballot in respect of the election of Directors pursuant to Regulations 70 to 7676) by his committee, donee of a registered enduring power of attorney, receiver, guardian or other person appointed by that court.
34. 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.

Proxies

35. Subject to Regulation 36, any Member entitled to attend and vote at a meeting of the Association shall be entitled to appoint another Member as his or her proxy to attend and vote instead of him or her.
36. 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, provided always that a proxy will not be entitled to vote in the election of Directors.
37. A Member shall not be entitled to appoint more than one proxy to attend on the same occasion.
38. The instrument appointing a proxy (the "instrument of proxy") shall be in writing:

- (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - (b) 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.
39. 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 Association 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 'appointed time' as defined in Regulation 40.
40. The appointed time is:
- (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll, 48 hours before the time appointed for the taking of the poll,
41. The depositing of the instrument of proxy referred to in Regulation 39 may, rather than it being effected by sending or delivering the instrument, be effected by communicating the instrument to the Association by electronic means, and this regulation likewise applies to the depositing of anything else referred to in Regulation 39.
42. If Regulation 39 or Regulation 40 is not complied with, the instrument of proxy shall not be treated as valid.
43. Subject to Regulation 44, a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given.
44. Regulation 43 does not apply if notice in writing of the occurrence of one of the events mentioned in that regulation is received by the Association concerned at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Form of Proxy

45. An instrument appointing a proxy shall be in the following form:

[name of Company] ("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:

<p>Voting instructions to Proxy (choice to be marked with an "X")</p>

Number or description of resolution	In favour	Abstain	Against
1.			
2.			
3.			
Signature of Member			
Date:			

Representation of bodies corporate at meetings of the Association

46. A body corporate may, if it is a Member, 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 Association or at any meeting of any class of Members.
47. A body corporate may, if it is a creditor (including a holder of debentures) of the Association, by resolution of its directors or other governing body authorise such person (in this regulation also referred to as an “authorised person”) as it thinks fit to act as its representative at any meeting of any creditors of the Association held in pursuance of the Act or the provisions contained in any debenture or trust deed, as the case may be.
48. An authorised person shall be entitled to exercise the same powers on behalf of the body corporate which he or she represents as that body corporate could exercise if it were an individual Member, creditor or holder of debentures of the Association.
49. The chairperson of a meeting may require a person claiming to be an authorised person within the meaning of this section to produce such evidence of the person’s authority as such as the chairperson may reasonably specify and, if such evidence is not produced, the chairperson may exclude such person from the meeting.

THE BOARD

50. The minimum number of Directors shall be 10. The maximum number of Directors shall be 22, or such other number as the Association in general meeting may from time to time determine. No person shall be qualified to be a Director unless he shall be a Member of the Association entitled to attend and vote at general meetings of the Association.
51. No remuneration shall be payable to the Directors. Directors may be paid all such reasonable expenses as may be properly incurred in their attending and returning from meetings of the Board or any committee of the Board or general meetings of the Association or in connection with the affairs of the Association and provided same are properly vouched.

BORROWING POWERS

52. The Board may without any limitation as to amount exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Association or of any third party.

POWERS AND DUTIES OF THE BOARD

53. The business and affairs of the Association shall be managed by the Board, who may exercise all such powers of the Association which are not required by the Act or by this Constitution to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act and of this Constitution and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Association in general meeting; but no direction given by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.
54. Without prejudice to the general powers and authorities conferred by this Constitution or any statute on the Board, the Board is hereby empowered to make, vary and repeal all such bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the affairs of the Association. The Board shall adopt such means as it deems sufficient to bring to the notice of the Members all such bye-laws and variations and repeals thereof and all such bye-laws so long as they are in force shall be binding upon all the Members of the Association provided always that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Constitution or constitute such an amendment of or addition to this Constitution as could lawfully be made only by special resolution.
55. The Board may from time to time, and at any time, by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
56. In accordance with section 231 of the Act, a Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Association shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Board after he becomes so interested. A general notice given by a Director to the effect that:
- (a) he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm; or
 - (b) he is to be regarded as interested in any transaction which may be made after the date of the notice with a specified person who is connected with him (within the meaning of section 220 of the Act);
- shall be sufficient declaration of interest under this Regulation, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board or the Director giving the notice takes reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given. The provisions of Regulation 60(j) shall apply to any failure to comply with this Regulation.
57. A Director may not vote in respect of any contract, appointment or arrangement in which he is interested and if he does so vote his vote shall not be counted.

58. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
59. The Board shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the Directors present at each meeting of the Board and of any committee of the Board; and
 - (c) of all resolutions and proceedings at all meetings of the Association and of the Board and of committees of the Board.

DISQUALIFICATION OF DIRECTORS

60. The office of Director shall be vacated automatically if:
- (a) without the consent of the Association in general meeting, the Director holds any other office or place of profit under the Association; or
 - (b) the Director is adjudicated bankrupt (or any event equivalent or analogous thereto occurs in the State or any other jurisdiction) or the Director makes any arrangement or composition with his creditors generally; or
 - (c) the Director becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
 - (d) the health of the Director is such that he can no longer be reasonably regarded as possessing an adequate decision making capacity; or
 - (e) the Director resigns his office by notice in writing to the Association; or
 - (f) the Director is convicted of an indictable offence, unless the Board otherwise determine; or
 - (g) a declaration of restriction is made in relation to the Director; or
 - (h) the Director is absent from meetings of the Board for six consecutive months without leave, and the Board resolve that his office be vacated; or
 - (i) the Director ceases to be qualified to be a Director under Regulation 50; or
 - (j) the Director is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in a manner required by section 231 of the Act.

ROTATION OF DIRECTORS

Retirement

61. The term of office of a Director shall be three years and a Director, having notified the Board of his intention to run for re-election, may be re-elected for two further successive terms of three years each. No person shall be entitled to hold office as a Director for more than nine years in succession, with the exception of a Director who reaches the end of his ninth year of office while

serving as Chairperson (the “**Continuing Chairperson Director**”). Such a Continuing Chairperson Director (provided he is re-elected by the Members in accordance with Regulation 67 or 70, as the case may be) shall be permitted to hold office as a Director for so long as he continues to serve as Chairperson.

62. Subject always to Regulation 64, a Director who has previously served a period of nine successive years may be subsequently re-elected after a period of one year of non-appointment as a Director of the Board has elapsed. At every annual general meeting, the Directors that have served a three year term shall retire from office.
63. A retiring Director shall retain his office until the conclusion of the meeting.

Eligibility for Board Membership

64. Subject to Regulation 65 and with the exception of any Continuing Chairperson Director, no person may serve as a Director for longer than a period of nine consecutive years. If any Director is reappointed in the manner permitted by Regulation 62, no Director (including any Continuing Chairperson Director) shall serve more than twelve years in aggregate and shall retire at the annual general meeting at the end of his twelfth year and shall not be eligible for re-election at any stage thereafter.
65. Any Director appointed at the Initial AGM or existing Directors in place at the conclusion of the Initial AGM shall (a) be exempt from having any years of service accrued between the Initial AGM and the third AGM following the Initial AGM counted towards their tenure of service, and (b) be exempt from the provisions of Regulation 64 during that same period.

Appointment by the Board

66. The Board shall have the power at each annual general meeting or at any time following each annual general meeting until the next annual general meeting to appoint two persons to be Directors to meet specific requirements of the Association but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. A maximum of four positions on the Board may at any one time be filled pursuant to this Regulation. Any Director so appointed shall hold office only until the third annual general meeting following such appointment, and shall then be eligible for re-election by the Association at a general meeting subject to him having notified the Board of his intention to run for re-election. The power of the Board to appoint two Directors on an annual basis pursuant to this Regulation 66 shall operate at all times in priority to the election provisions set out at Regulation 67.

Election Process

67. Subject always to Regulation 66, the Members, at the general meeting at which a Director retires in the manner aforesaid, may fill the vacated office by:
 - (a) subject to Regulation 64, re-electing the Director retiring pursuant to Regulations 61 to 63 so long as the retiring Director is offering themselves for re-election; or
 - (b) subject to Regulation 69, electing a new person as a Director.
68. No person who has been a member of the Senior Management Team shall be eligible for election to the Board within a period of two years from the date upon which he ceases to be a member of the Senior Management Team.

69. Subject to Regulation 6464, only persons who not less than 40 nor more than 60 days before the date appointed for the meeting have left at the Office notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that proposed person of his willingness to be elected, shall be eligible for election to the office of Director by the Members at any annual general meeting:

Election of Directors by Advance Ballot

70. Every Member entitled to attend and vote at an annual general meeting may vote in the election process under Regulation 67 by way of an advance ballot to elect Directors to fill a vacated office as an alternative to attending an annual general meeting and voting in the election process in person. A Member who votes by way of an advance ballot may attend the meeting at which Directors are elected but may not vote on a poll at such meeting in respect of the election of Directors.
71. An advance ballot paper shall be in writing and shall be issued to all Members entitled to attend and vote at a general meeting with the notice of that general meeting at which an election of Directors shall be held and shall list those candidates who have been selected in accordance with Regulation 69.
72. In order to cast a valid advance ballot for an election of Directors each Member intending to vote by advance ballot shall complete the advance ballot paper provided together with a completed certificate of identity in the following form or in any other form which the Board may accept:

CONCERN WORLDWIDE

IDENTITY CERTIFICATE for Board elections [year]

Enclosed is my completed advance ballot paper for the [] Board election.

NAME (Block Capitals): _____

Address: _____

Signature: _____

73. The advance ballot paper and any authority under which it is executed, together with the certificate of identity, shall be delivered in accordance with Regulation 101 to the Office to be received not less than 7 days before the day appointed for the holding of the meeting or adjourned meeting at which an election of Directors shall be held and in default shall not be treated as valid.
74. A vote given by way of advance ballot shall be valid notwithstanding the previous death or insanity of the Member voting if no intimation in writing of such death or insanity is received by the Association at the Office before the commencement of the meeting or adjourned meeting at which the vote is given.
75. The Board are hereby empowered to make, vary and repeal all such rules as they deem necessary or expedient or convenient for the proper conduct and management of the advance ballot procedure for the election of Directors. The Board shall adopt such means as they deem sufficient to bring to the notice of the Members all such rules and variations and repeals thereof and all such rules so long as they are in force shall be binding upon all the Members provided always that no such rules shall be inconsistent with or shall affect or repeal anything contained

in the Constitution of the Association or constitute such an amendment of or addition to this Constitution as could lawfully be made only by special resolution.

76. The advance ballot procedure provided by this Constitution shall be used only for the purposes of election of Directors and shall not be available to Members in respect of voting on any other resolutions of the Association.

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

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

Co-option to Fill a Casual Vacancy

78. The Board shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy arising other than in circumstances referred to in Regulation 77 above 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 this Constitution. Any Director so appointed shall be subject to retirement in accordance with Regulation 61.

Removal of a Director

79. In accordance with Section 146 of the Act, for reasons which it deems appropriate the Members may by ordinary resolution of which extended notice has been given remove any Director before the expiration of his period of office, notwithstanding anything in this Constitution or in any agreement between the Association 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 Association.
80. Subject to Regulations 50 and 70, the Members may by ordinary resolution appoint another person in place of a Director removed from office under Regulation 79. Without prejudice to the powers of the Board under Regulations 77 and 78, the Members in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF THE BOARD

81. The Board may meet for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. All Directors shall be entitled to reasonable notice of a meeting of 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.
82. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed the quorum shall be eight. A meeting of the Board at which a quorum

is present shall be competent to exercise all powers and discretion for the time being exercisable by the Board.

83. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed pursuant to this Constitution as the necessary quorum of the Board, the continuing Directors may act for the purpose of increasing their number to that number, or of summoning a general meeting of the Association, but for no other purpose.
84. The Board may elect one of their number to be Chairperson and one or more of their number to be deputy Chairperson(s) of their meetings and determine the period for which each such person is to hold office but if no such Chairperson or deputy Chairperson is elected, or if at any meeting neither the Chairperson nor any deputy Chairperson is present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairperson of the meeting.
85. 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 such Director or of any member of a committee or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or a member of such committee as the case may be.
86. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Board duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Such a resolution may (unless the Board shall otherwise determine either generally or in any specific case) be transmitted electronically or by facsimile provided that in the case of each such electronic transmission or facsimile the Secretary or a Director shall have endorsed the same with a certificate stating that he is satisfied as to the authenticity thereof.
87. A meeting of the Directors or of a committee of them 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:
 - (a) a Director or member of a 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
 - (b) such a meeting shall be deemed to take place in such location as the Directors, or members of the committee, decide.

COMMITTEES

88. Should the Board so determine, the Directors may delegate any of their powers to committees containing two or more Directors as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of this Constitution regulating meetings and proceedings of the Board insofar as same are not superseded by any regulations made by the Board.

89. 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.

SECRETARY

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

SEAL

92. The Seal shall be used only by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. Section 43(2) and section 43(3) of the Act do not apply.

ACCOUNTS

93. The Board shall cause to be kept such adequate accounting records as are necessary to comply with the provisions of the Act and the Charities Act. Adequate accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and fair view of the state of the Association's affairs and explain its transactions.
94. The books of account shall be kept at the Office or subject to the provisions of the Act and in particular section 283 of the Act at such other place or places as the Board think fit, and shall be open to the inspection of the Board and all other persons entitled pursuant to the Act to inspect the accounting records of the Associations, at all reasonable times.
95. The Board shall from time to time determine whether and if so to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Association or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right to inspect any account or book or document of the Association except as conferred by statute or this Constitution or authorised by the Board or by the Association in general meeting.
96. The Association shall in accordance with the provisions of the Act cause to be prepared and to be laid before a general meeting of the Association the financial statements and reports of the directors and the statutory auditors for a financial year not later than nine months after the financial year end date.
97. A copy of every balance sheet and profit and loss account which is to be laid before a general meeting of the Association (including every document required by law to be annexed thereto) together with a copy of every report of the statutory auditors relating thereto and of the Board's

report shall, not less than twenty-one days before the date of the meeting, be sent to every Member and every holder of debentures of the Association and to every other person who is entitled to receive notices from the Association under the provisions of the Act or this Constitution.

AUDITORS

98. Unless the Association is entitled to and has availed itself of the audit exemption under section 360 or 365 of the Act (and where relevant, section 399 has been complied with in that regard) statutory auditors shall be appointed and their duties regulated in accordance with the provisions of the Act in particular Chapter 19 of Part 6 of the Act.
99. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Association, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

NOTICES

100. Any notice or any document required to be given by the Association to any person (“the recipient”) under this Constitution may be given by means of hand delivery, post, fax, electronic mail or other means of communication approved by the Directors, to the address or number of the recipient notified to the Association by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the Association) and may bear a printed, facsimile or copy signature of the person or person required by this Constitution to sign any document. Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Association and the recipient, to have been served at the time of hand delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 24 hours after dispatch in the case of post and at the expiration of 12 hours after dispatch in the case of electronic mail or other method of communication approved by the Directors.
101. Any document (including, but not limited to, any notice appointment, removal and resolution) required or authorised by this Constitution to be sent or served on the Association shall be in writing sent to or served on the Association at its registered office or principal place of business in Ireland, and may be sent or served by means of delivery, post, fax, electronic mail or any other means of communication approved by the Directors, and may bear a printed, facsimile or copy signature of the person or person required by this Constitution to sign such document. Any such document shall take effect, in the absence of any agreement to the contrary between the Association and the person to whom or on whose behalf the document was sent or served, at the time of the receipt in the case of hand delivery and post, and at the expiration of one hour after receipt thereof at the Association’s registered office or principal place of business in Ireland in any other case.
102. Without prejudice to the provisions of Regulation 100, if at any time by reason of the suspension or curtailment of postal services within the State, the Association is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised on the same day in at least two leading national daily newspaper published in the State and such notice shall be deemed to have been duly served on all Members entitled thereto at noon on the day on which the said advertisement or advertisements shall appear. In any such case the Association shall send confirmatory copies of the notice through the post to those Members whose registered addresses are outside the State (if or to the extent that in the opinion of the Board it is practical so to do) or are in areas of the State unaffected by such suspension or curtailment of postal services and if at least ninety-

six hours prior to the time appointed for the holding of the meeting the posting of notices to Members in the State, or any part thereof which was previously affected, has become practical in the opinion of the Board, the Board shall send forthwith confirmatory copies of the notice by post to such Members. The accidental omission to give any such confirmatory copy of a notice of a meeting to, or the non-receipt of any such confirmatory copy by, any person entitled to receive the same shall not invalidate the proceedings at the meeting.

103. Every legal personal representative, committee, receiver, curator bonis or other legal curator, assignee in bankruptcy or liquidator of a Member shall be bound by a notice given as aforesaid if sent to the last registered address of such Member, notwithstanding that the Association may have notice of the death, unsound mind, bankruptcy, liquidation or disability of such Member.
104. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
 - (a) every Member; and
 - (b) the directors, secretary and statutory auditor for the time being of the Association. No other person shall be entitled to receive notices of general meetings.

INDEMNITY

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

NAMES, ADDRESSES AND DESCRIPTIONS OF THE SUBSCRIBERS

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

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

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

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

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

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

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

Dated this 29th day of May 1972 Witness to the above signatures:

John O'Loughlin Kennedy, Economist

82 Northumberland Road

Dublin 4