

COMPANIES ACTS 2014

COMPANY LIMITED BY GUARANTEE WITHOUT HAVING A SHARE CAPITAL

CONSTITUTION

OF

REPARTS AUTO PARTS REUSE ASSOCIATION COMPANY LIMITED BY GUARANTEE

(As amended by Special resolution passed on the 24th day of April 2025)

1. The name of the Company is **Reparts Auto Parts Reuse Association Company Limited By Guarantee.**
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main object for which the Company is established is to promote reuse of vehicle parts and to carry on all ancillary activities that the company may deem convenient.
4. In furtherance exclusively of the above main objects the Company shall have the following powers:
 - (a) To raise funds and help raise funds further to the main object and for any other charitable purpose.
 - (b) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
 - (c) To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
 - (d) To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes,

reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.

- (e) 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 principle 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.
- (f) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the main object(s).
- (g) To purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (h) To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or if undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (i) To accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.
- (j) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main object(s), and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and

to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.

- (k) To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed: and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- (l) To, create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the main object(s) of the Company.
- (m) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme and provided that such occupational pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- (n) To promote freedom of contact and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes.
- (o) To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
- (p) To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions

to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.

- (q) To do all or any of the above things on any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main object by any person or company.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above main object.

And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

WINDING UP

- 5. 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 some other charitable institution or institutions having main objects similar to the main object(s) of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the company under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

INCOME AND PROPERTY

- 6. The income and property of the Company shall be applied solely towards the promotion of its main object as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the company of:
 - (a) reasonable and proper remuneration to any member, officer or servant of the company (not being a Director) for any services rendered to the Company;

- (b) interest at a rate not exceeding 5% 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 attendance to any matter affecting the Company; or
- (e) fees, remuneration or other benefit in money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company.

ADDITIONS, ALTERATIONS OR AMENDMENTS

- 7. No addition, alteration or amendment shall be made to or in the provisions of this Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

KEEPING ACCOUNTS

- 8. Annual financial statements shall be kept and made available to the Revenue Commissioners on request.
- 9. The liability of the members is limited.
- 10. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Euro.

The following Supplemental Regulations shall apply to the company:

- 11. In this Constitution:
 - (a) "The Act" means the Companies Acts 2014 and any amendment, re-enactment or modification thereof;
 - (b) "The Directors" means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;
 - (c) "The Secretary" means any person appointed to perform the duties of the Secretary of the Company;

- (d) "The Seal" means the Common Seal of the Company;
- (e) "The Office" means the registered office for the time being of the Company.

MEMBERSHIP

- 12.
 - (a) The subscribers to the Constitution and such other persons as the Directors shall admit to membership shall be members of the Company.
 - (b) Any member(s) of the Company who manages an Authorised Treatment facility **and** who sells reused vehicle parts shall have a right to attend any general meetings of the Company and shall have the right to vote at such meetings.
 - (c) Any member(s) of the Company who manages an Authorised Treatment facility but **does not** sell reused vehicle parts shall have the right to attend general meetings of the Company but shall have no right to vote at such meetings.
- 13. The subscribers to the Constitution and such other persons as the Directors shall admit to membership shall be members of the Company.
- 14. The rights and liabilities attaching to any Members of the Company may be varied from time to time by Special Resolution of the Company.
- 15. Membership of the company shall cease:
 - a. on a Member's death
 - b. if the member resigned by notice in writing to the Secretary at the Registered Office
 - c. if the Directors resolve that he has ceased to be a member and notice in writing of such decision is given to him or sent to his last known address

GENERAL MEETINGS

- 16. All General Meetings of the Company shall be held in the State.
- 17.
 - (1) 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 fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
 - (2) So long as the Company holds its First Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
- 18. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 19. The Directors 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 requisitions. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any Director or any two voting members of the Company 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.”

NOTICE OF GENERAL MEETING

20. Subject to the Companies Act 2014 an Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days notice in writing at the least, and a meeting of the Company (other than the Annual General Meeting or a Meeting for the passing of a Special Resolution) shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the Meeting and, in the case of special business, the general nature of that business shall be given in manner hereinafter mentioned to such persons as are, under the Constitution of the Company entitled, to receive such Notices from the Company.
21. 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

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at the Annual General Meeting with the exception of the consideration of the Accounts, Balance Sheets and the Reports of the Directors and Auditors, the election of Directors in place of those retiring, the re- appointment of the retiring Auditors and the fixing of the remuneration of the Auditors if Auditors are required under companies legislation.
23. 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 two voting members present in person or in the case of a corporate member by its authorised representative in accordance with Article 34 shall be a quorum.
24. No business shall be transacted at any General Meeting unless a quorum of voting members is present at the time when the Meeting proceeds to business; save as herein otherwise provided two voting members present in person or in the case of a corporate member by its authorised representative in accordance with Article 34 shall be a quorum.
25. The Chairman, if any, of the Board of Directors, shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he is not present within fifteen 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 Chairman of the Meeting.
26. If at any Meeting no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for holding the Meeting, the members present shall choose one of their number to be Chairman of the Meeting.

27. The Chairman 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 then left unfinished at the Meeting from which the adjournment took place. 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. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
28. At any General Meeting a Resolution put to the vote of the Meeting shall be decided upon a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded - (a) by the Chairman; or (b) by at least two voting members present in person or by proxy and 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 Chairman that a Resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the Minutes of proceedings of the Company, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn.
29. Except as provided in Section 189 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded.
30. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded, shall not be entitled to a second or casting vote.
31. A poll demanded on the election of Chairman 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 Chairman 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.
32. A Resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed a General Meeting of the Company duly convened and held and if described as a Special Resolution shall be deemed a Special Resolution within the meaning of the Act.

VOTES OF MEMBERS

33. Every member of the Company who manages an Authorised Treatment facility and who sells reused vehicle parts shall have one vote each.
34. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or the person appointed by that court, and any such

committee, receiver guardian or other person may vote by proxy on a show of hands or on a poll.

35. No member shall be entitled to vote at any General Meeting unless all monies immediately payable by him to the Company have been paid.
36. 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 rendered, 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 Chairman of the Meeting whose decision shall be final and conclusive.
37. Votes may be given either personally or by proxy.
38. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney, duly authorised. A proxy need not be a member of the Company.
39. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the Registered Office of the Company or at such other place within the State as is specified for that purpose in the notice convening the Meeting not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
40. All instruments appointing a proxy shall be in such form as the Directors from time to time specify.
41. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
42. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the Proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at its Registered Office before the commencement of the Meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

43. Any body corporate which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Company.

DIRECTORS

44. The number of Directors (who shall not exceed six) and the names of the first Directors shall be determined in writing by the Subscribers to the Constitution or a majority of them. The first Directors shall hold office until the first Annual General Meeting of the Company and if any of the first Directors shall vacate office whether by virtue or otherwise before then the remaining first Directors may resolve to co-opt any person to fill the vacancy and such person shall thereupon be treated for all the purposes of this Constitution as if he had been appointed a first Director by the subscribers to the Constitution.
45. The remuneration of the Directors shall from time to time be determined by the Company in General Meetings. Such remuneration shall be deemed to accrue from day to day. The Directors may also 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 in connection with the business of the Company.

BORROWING POWERS

46. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part hereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debts, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

47. The Business of the Company shall be managed by the Directors who 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 this Constitution required to be exercised by the Company in General Meetings, 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 Company in the General Meetings; but no direction given by the Company in General Meetings shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
48. 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 this Constitution) and for such period and subject to such conditions as they may think fit, and any such powers of the attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts of 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 shall from time to time by resolution determine.

50. The Directors shall cause Minutes to be made in books provided for the purpose:
- a. of all appointments of officers made by the Directors;
 - b. of the names of the Directors present at each Meeting of the Directors and of any Committee of the Directors;
 - c. of all resolutions of proceedings at all Meetings of the Company and of the Directors and of Committees of Directors.
51. The Office of Director shall be vacated if the Director:
- a. becomes prohibited from being a Director by reason of any Order made; or
 - b. becomes or is declared to be of unsound mind; or
 - c. resigns his office by notice in writing to the Company; or
 - d. is convicted of an indictable offence not arising out of the driving of a motor vehicle by him, unless the Directors otherwise determine; or

VOTING ON CONTRACTS

52. A Director may vote in respect of any contract in which he is interested or any matter arising thereout.

ROTATION OF DIRECTORS

53. At the First Annual Meeting of the Company and 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 but not exceeding one-third shall retire from office.
54. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who become Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
55. A retiring Director shall be eligible for re-election.
56. The Company at the Meeting at which a Director retires in the manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election, be deemed to have been re-elected, unless at such Meeting it is expressly resolved not to fill such vacated offices or unless a Resolution for the re-election of such Director has been put to the Meeting and lost.
57. No person other than a Director retiring at the Meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the

Meeting, there has been left at the Registered Office of the Company 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 person of his willingness to be elected.

58. 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.
59. The Directors 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 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 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.
60. The Company 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 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.
61. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office and without prejudice to the powers of the Directors, the Company in General Meetings may appoint any person to be 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 DIRECTORS

62. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they think fit. Questions arising at any Meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall not have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of meetings of Directors to any Director who being resident in the State is for the time being absent from the State.
63. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.
64. 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 the Constitution of the Company as the necessary quorum of the Directors, the continuing Director or Directors 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.

65. The Directors may elect a Chairman of their Meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.
66. The Directors may delegate any of their powers to committees consisting of such Director or Directors of the Board 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 Directors.
67. A Committee may elect a Chairman of its Meetings; if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.
68. A Committee may meet and adjourn as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the Directors present, and when there is an equality of votes, the Chairman shall not have a second or casting vote.
69. All acts done by any Meeting of the Directors or of a Committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them are disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
70. A Resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

71. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon which conditions as they may think fit, and any Secretary so appointed may be removed by them.
72. A provision of the Act or of 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 a Director and as, or in place, of, the Secretary.

THE SEAL

73. 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 signed by a Director and shall be counter-signed by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

ACCOUNTS

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

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

75. The books of account shall be kept at the Registered Office of the Company, or at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
76. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the Accounts and Books of the Company or any of them shall be open to the inspection of Member not being Directors, and no Member (not being a Director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting.
77. The Directors shall from time to time cause to be prepared and to be laid before an Annual General Meeting of the Company such Profit and Loss Accounts, Balance Sheets, Group Accounts and Reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Company.
78. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' Report, and Auditors' Report shall, not less than twenty-one days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

79. Auditors shall be appointed if required under companies legislation.

NOTICES

80. A notice may be given by the Company to any Member either personally or by sending it by post to him to his registered address. Where a Notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the Notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same was posted and in

any other case at the time at which the letter would be delivered in the ordinary course of post.

81. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- a. every Member;
 - b. every person being a personal representative or the Official Assignee in Bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - c. the auditors for the time being of the Company if auditors are required under companies legislation.

No other person shall be entitled to receive notice of General Meetings.

INDEMNITY

82. Every Director, Managing Director, Agent, Auditor, Secretary or other officer of the Company, shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

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

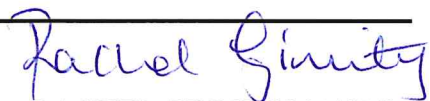
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

- | | |
|---|----------------------|
| 
1. GILL HANLON
9 ST. FINIAN'S TERRACE
NAVAN
CO. MEATH | MANAGING
DIRECTOR |
| 
2. HILARY O'BRIEN
41 BALREASK MANOR
NAVAN
CO MEATH | DIRECTOR |

signatures in writing of the above subscribers, attested by witness as provided for below; or authentication in the manner referred to in section 888.

DATED THIS 15TH JANUARY 2025

WITNESS TO THE ABOVE SIGNATURES:-


RACHEL GINNITY (A/C'S)
"RATH AIRTHIR"
TELTOWN ROAD
DONAGHPATRICK
NAVAN, CO MEATH