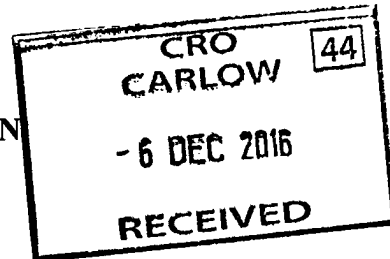




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CONSTITUTION

OF



**SCOUTING IRELAND CAMPSITES AND FACILITIES COMPANY
LIMITED BY GUARANTEE**

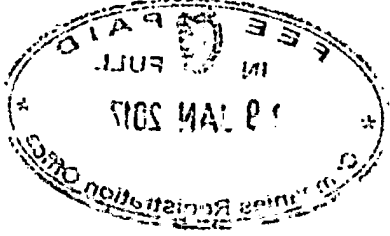
MEMORANDUM OF ASSOCIATION



1. The name of the company is: SCOUTING IRELAND CAMPSITES AND FACILITIES COMPANY LIMITED BY GUARANTEE.
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The objects for which the company is established are to develop the Castle Saunderson Estate in County Cavan as a permanent campsite, a peace and reconciliation centre and a leisure / educational activity centre for Scouts, Guides and other organisations in the education, sporting and leisure activity sector including providing places and facilities for curricular and extra curricular activities for school pupils and the doing of all such other things as are incidental or conducive to the attainment of the above objects to include promoting awareness of the charitable body, Scouting Ireland.
4. The liability of the members is limited.
5. Every member of the company undertakes to contribute to the assets of the company if the company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member for:
 - a. the payment of the debts and liabilities of the company contracted before he or she ceases to be a member and the costs, charges and expenses of winding up; and
 - b. the adjustment of the rights of contributories among themselves,in such amount as may be required not exceeding €1.00.

INCOME AND PROPERTY

6. The income and property of the company shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. Prior permission is to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two (2) years. 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.

WINDING UP

7. 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 a charitable institution or charitable 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.

ADDITIONS, ALTERATIONS OR AMENDMENTS

8. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners and the Charities Regulatory Authority has been informed.

KEEPING ACCOUNTS

9. Annual accounts shall be kept and made available to the Revenue Commissioners and Charities Regulatory Authority on request or as required. These accounts shall be audited where required by direction of the Revenue Commissioners or where the income or expenditure of the company exceeds the amount prescribed under the Charities Act 2009.

ARTICLES OF ASSOCIATION

The following regulations shall apply to the company:

1. In these Articles:-

“**the Act**” means the Companies Act 2014;

“**the Auditors**” means the auditors for the time being of the Company;

“**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;

“**Secretary**” means any person appointed to perform the duties of the Secretary of the Company;

2. The “optional provisions” (as defined in s. 1177(2) of the Act) shall not apply to the constitution of the company.
3. Any reference in the constitution to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
4. Unless the contrary intention appears, words or expressions contained in the constitution shall bear the same meaning as in the Act as in force at the date at which this constitution becomes binding on the company.

MEMBERS

5. The number of members with which the Company proposed to be registered is seven but the Directors may from time to time register an increase or a decrease of members provided notification of increase of members is made to the Registrar of the Companies Registration Office within 15 days of such increase. The members of the Company shall be the Chief Scout, National Treasurer, National Secretary, Chief Commissioner Adult Resources, Chief Commissioner Youth Programme, National Spiritual Religious advisor, and one ordinary member of the National Management Committee of Scouting Ireland.
6. The subscribers to the constitution of the Company and such other persons as the Directors shall admit to membership shall be members of the Company.
7. A Special Resolution of the Company may vary the rights and liabilities attaching to any members of the Company from time to time.
8. A member of the Company shall cease to be a member: -
 - a. If the member resigns by notice in writing to the Directors and Secretary at the registered office of the Company such notice to expire no earlier than

the date of service of the notice of resignation.

- b. If the member is in default in the payment of any subscription or contribution to the Company for a period of three months.
- c. If the member dies or is made bankrupt
- d. If the directors require the member to resign his or her membership by serving notice upon the member terminating his or her membership to expire no earlier than the date of service of the notice of termination.

MEMBERSHIP SUBSCRIPTIONS

- 9. The Directors may from time to time and at any time by resolution at their discretion make or alter such by-laws as they see fit relating to membership of the company and membership subscriptions.

GENERAL MEETINGS

- 10. The Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
- 11. (1) Subject to paragraph (2), 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 meetings as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

(2) So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
- 12. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 13. 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 requisitionists as provided by Section 178 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director or any two members of 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 in accordance with Section 1203 of the Act.

NOTICE OF GENERAL MEETINGS

- 14. Subject to the provisions of the Act, an annual General Meeting and a meeting

called for by passing of a special resolution shall be called by 21 days notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour if meeting and in the case of special business and general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under this constitution entitled to receive notices from the company.

15. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. 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 Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment if the retiring Auditors and the fixing of the remuneration of the Auditors.
17. 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, three members present in person shall be a quorum.
18. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors 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.
19. The chairperson, if any, of the Board if Directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he / she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.
20. If at any meeting no Director is willing to act as chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
21. 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 at 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 the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

22. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - a. by the chairperson, or
 - b. by at least three members present in person or by proxy, or
 - c. by any member or members present in person and representing not less than one-tenth of the total voting rights of all 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 book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

23. The demand for a poll may be withdrawn.
24. Except as provided in Article 25 if a poll is duly demanded it shall be taken in such a 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.
25. 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.
26. 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 questions shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has demanded may be proceeded with pending the taking of the poll.
27. A resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. 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 general meeting.

VOTES OF MEMBERS

28. Every member shall have one vote.
29. 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 in a poll, by his committee, receiver, guardian, or other 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.
30. No member shall be entitled to vote at any general meeting unless all money's immediately payable by him to the Company have been paid.
31. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered, any 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.

BORROWING POWERS

32. 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 thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party. No property of a beneficiary for which the Company acts as a trustee may be charged or mortgaged, unless the Company is requested in writing by such beneficiary to do so.
33. Votes shall be given personally.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS.

34. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such persons 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.

SUBSCRIPTIONS

The Directors shall be entitled from time to time to determine any subscriptions to be payable by any member of the Company and the manner of any such payment.

DIRECTORS

35. The number of Directors and the names of the first Directors shall be determined in writing by the subscribers to the Constitution of the Company or a majority of them and notified to the Companies Registration Office.
36. The maximum number of Directors shall be seven and the minimum number of Directors shall be two.
37. The Directors may, in their discretion, allow such persons as they wish to attend a meeting of the Board of Directors ("the Board") in an advisory and consultative capacity, provided that any such persons shall have no voting rights at such meetings.
38. No remuneration shall be payable to the Directors but Directors may be paid all such reasonable expenses as may be properly incurred in their 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 affairs of the Company and provided same are properly vouched.
39. No Directors shall be members of the Company.

ROTATION OF DIRECTORS

40. At the first Annual General Meeting of the Company, all the Directors shall retire from office 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 one-third, shall retire from office.
41. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
42. A retiring Director shall be eligible for re-election in accordance with the provisions of Article 48.
43. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person to it.
44. In default of the Company doing so, the retiring Director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless:
 - a. at such meeting it is expressly resolved not to fill such vacated office or;
 - b. a resolution for the re-election of such Director has been put to the meeting and lost.
45. No person other than a Director retiring at the meeting shall, unless recommended

by the Directors, be eligible for re-election to the office of Director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office in writing, signed by a Member duly qualified to attend and vote at the meeting for which 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.

46. No director or officer shall serve for more than six years in succession, and there must be a gap of at least two years before they can become eligible again be a member of the board or officer.
47. The Company may from time to time by ordinary resolution increase or reduce the number of Directors in accordance with these Articles of Association, and may also determine in what rotation the increased or reduced number of Directors shall go out of office.
48. 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 these Articles. 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

POWERS AND DUTIES OF DIRECTORS

49. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or constitution required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and this constitution and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting or alteration of the constitution shall invalidate any prior act of the Directors which would have been valid if the direction had not been given or alteration not have occurred.
50. The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
51. The Directors may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Company to any person or committee in accordance with the conditions set out in these Articles.
52. 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 thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

53. 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 and proceedings at all meetings of the Company, and the Directors and of committees of Directors.
54. The Company may by ordinary resolution of which extended notice given in accordance with Section 142 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles 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.
55. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 58. Without prejudice to the powers of the Directors under Article 52 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as additional Director.

PROCEEDINGS OF DIRECTORS

56. 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 any 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 Directors. All directors shall be entitled to reasonable notice of a meeting of directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State. Every notice calling a meeting shall specify the day, day and time of the meeting and include an agenda.
57. Any Director may participate in a meeting of the Directors or any committee of the Directors by means of conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other speak and such participation in a meeting shall constitute presence in person at the meeting.
58. 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.
59. 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 Directors,

the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

60. The Directors may elect a chairperson of their meetings and determine the period for which he or she is to hold office, but, 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 Directors present may choose one of their number to be chairperson of the meeting.
61. 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. A written resolution may consist of several instruments in like form each signed by one or more Directors. The date of a written resolution shall be the date on which the last Director signs.
62. 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 or qualification of any such Director or person acting as aforesaid, be valid.

DISQUALIFICATION OF DIRECTORS

63. The Office of Director shall be vacated if the Director:-
 - a. holds any office or place of profit under the company; or
 - b. is disqualified from being a trustee of a charitable organisation pursuant to s.55(1) of the Charities Act, 2009; or
 - c. ceases to be a Director under any provision of the Act or becomes prohibited by law from being a Director; or
 - d. is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 231 of the Act.
 - e. is reasonably believed to be suffering from mental disorder and incapable of acting and the other Directors resolve that he or she be removed from office.
 - f. resigns by notice in writing to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect)
 - g. fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason.

VOTING ON CONTRACTS

64. A Director may not vote in respect of any contract in which he is interested or any matter arising from such matter.

SECRETARY

65. The Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
66. A 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 place of, the Secretary.

THE SEAL

67. 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 countersigned by the Secretary or by a second Director or by some other person appointed by the Director for that purpose.

RECORDS AND ACCOUNTS

68. The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Act and the Charities Act 2009. Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and explain its transactions.
69. The books shall be kept at the office or, subject to the provisions of the Act and in particular s. 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
70. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company 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 of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.
71. The Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General



Meeting of the Company.

72. A copy of every balance sheet and income and expenditure account (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 every report of the Auditors relating thereto and the Directors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

SERVICE OF NOTICES

73. A notice may be given by the Company to any member either personally, by sending it by post or by electronic means. 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 the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post. Where electronic means are used, the notice is treated as being delivered at the time it was delivered.
74. Any document or information (including any notice) to be given to or by any person pursuant to this constitution shall be in writing (which term includes electronic means) to an address for the time being notified for that purpose to the person giving the notice.

INDEMNITY

75. Every director or officer of the company:
 - a. shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any proceedings or application referred to in or under ss. 233 or 234 of the Act in which relief is granted to him or her by the court.
 - b. shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no director or 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 or her office or in relation thereto. This regulation 79.b shall have effect only in so far as its provisions are not void under s. 235 of the Act

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS		
Name and Address of Subscriber	Signature	Description
Peter Dixon Bridge Street Dundalk County Louth	Peter Dixon	Undertaker
John F Casey "Morar" Kocknaree Road Dalkey County Dublin	John F Casey	Chartered Accountant
Brendan McNichols 9 Brookwood Road Artane Dublin 5	Brendan McNichols	Fire Officer
Martin Burbridge Westward Derryvarogue Donadea Naas County Kildare	Martin Burbridge	Accountant
Peter Kehoe Whiteabbey Kildare Town County Kildare	Peter Kehoe	Roman Catholic
Joseph Lawlor 30 Brookfield Rush County Dublin	Joseph Lawlor	Priest Probation
Damien Scanlon 13 Willowbrook Park Celbridge County Kildare	Damien Scanlon	Officer Detective
Eamonn Lynch 5 Old Rectory Park Dundrum Dublin 14	Eamonn Lynch	Chief Executive Officer -

Dated this 29th day of September 2003
Witness to the above Signatures:

MARY
FARRELL
LARCH HILL
TIBRADDEN
DUBLIN 16

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