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COMPANIES ACTS, 1963 TO 1990

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

-of-

THE DISCOVERY PROGRAMME LIMITED

**ARTUR COX
SOLICITORS**
41/45 St. Stephen's Green
Dublin 2

COMPANIES ACTS, 1963 TO 1990

**COMPANY LIMITED BY GUARANTEE
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MEMORANDUM OF ASSOCIATION

-of-

THE DISCOVERY PROGRAMME LIMITED

1. The Name of the Company is The Discovery Programme Limited
2. The main objects for which the company is established are:
 1. to enhance understanding of Ireland's past through archaeological and related research;
 2. in order to enhance such understanding to direct for as long as it thinks necessary the research programme known as the "The Discovery Programme";
 3. to promote such research;
 4. to promote appreciation of Ireland's archaeological heritage.

The following are the powers of the company to further the main objects:

5. to co-operate with other national and international archaeological bodies;
6. to receive from any person or body monies for the purposes of furthering the objectives of the company;
7. to invest the monies of the company not immediately required for its purposes in or upon such investment securities or property as may be thought fit;
8. to employ staff and remunerate any company, firm or person for services rendered to or on behalf of the company including the costs and expenses of incorporation;
9. to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the company thinks necessary or convenient for the attainment or advancement of any of its objects and to construct or maintain or alter any buildings or erections necessary or convenient for the work of the company;
10. to sell let mortgage dispose of or turn to account all or any of the property or assets of the company as may be thought expedient with a view to the promotion of its objects;
11. for the purpose aforesaid to buy, acquire, hold, deal with, manage, direct the management of, sell, exchange, mortgage, charge, dispose of, grant, register or otherwise turn to account any right of interest in, over or upon any property of any kind whatsoever and in particular any copyrights, designs, trademarks, patents, licenses, franchises, concessions, and the like (or rights in respect thereof) conferring a right of use or any secret or other information and/or any film, video television or broadcast rights which may seem capable of being used for any of the purposes of the company and to use, exercise, develop, grant licenses in respect of or otherwise turn to account any rights and information so acquired, and also to undertake any kind of trade, business or activity for the purpose of promoting, advancing or promoting the interest of persons or bodies engaged in archaeology;
12. to borrow or raise money for the purposes of the company on such terms and on such security as may be thought fit;
13. to do or make any other acts or things which in the opinion of the directors may be conducive or incidental to the main objects of the company.
14. IT IS HEREBY DECLARED that the company shall not support with the funds or procure to be observed by its members or others any regulation or restriction which would if such were an object of the company make it a trade union;
15. The income and property of the company whencesoever derived shall be applied solely towards the promotion of the main objects of the company as set forth in this memorandum of association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever

by way of profit to the members of the company provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the company or to any member of the company in return for any services actually rendered to the company nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let by any member to the company but that no member of the board of directors of the company shall be appointed to any salaried office of the company or any officer of the company paid any fees and that no remuneration or other benefit in money or moneys worth shall be given by the company to any member of the board of directors except repayment of out-of-pocket expense and interest at the rate aforesaid on money lent or reasonable and proper rent from the premises demised or let to the company. Provided the proviso last aforesaid shall not apply to any payment to any company of which a member of the board of directors may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

16. The liability of the members is limited.
17. 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 the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
18. 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 used or transferred to some other charitable institution or institutions having main objects similar to the main objects 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 is imposed on the company under or by virtue of clause 15 hereof such institution or institutions to be determined by the members of the company at or before the time of dissolution and is and so far as affect cannot be given to such provision then to some charitable object.
19. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
20. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force unless the same shall have been previously notified in writing to the Charities section of the Revenue Commissioners and to the Department of Arts, Heritage, Gaeltacht and the Islands.

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

Names, addresses and descriptions of subscribers

1. Professor George Eogan,
59 Brighton Road, Rathgar, Dublin 6
2. Professor Michael Baillie,
46 Harberton Park, Belfast BT9 6TS
3. Dr. Elizabeth Shee Twohig,
Woodfield, Shanakiel, Cork
4. Professor Michael Herity,
38 Claremont Road, Sandymount, Dublin 4
5. Professor John Waddell,
Rusheen, Ballymoneen West, Barna Road, Galway
6. Professor Peter Woodman,
Woodhill, Shanakiel, Cork
7. Professor Etienne Rynne
Athenry, Co. Galway

COMPANIES ACTS 1963 TO 1990

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-of-

THE DISCOVERY PROGRAMME LIMITED

PRELIMINARY

1. In these articles:-

“the Acts” means the Companies Acts, 1963 to 1990 and every other Act for the time being in force concerning companies and affecting the company;

“these articles” means the company whose name appears in the heading to these articles;

“the company” means the company whose name appears in the heading to these articles;

“the Council” means the council of the company for the time being constituted in accordance with these Articles;

“the Council Appointees” means the persons appointed in accordance with these presents to the Directorate by the Council;

“the Directorate” means the members for the time being of the Directorate hereby constituted or the members of the Directorate present at a meeting of the Directorate who for the purposes of the Acts shall be the directors of the company as shall be any person occupying the position of director by whatsoever name called;

“the Directors” means the members for the time being of the Directorate or the Directors present at a meeting of the Directorate and includes any person occupying the position of Director by whatever name called;

“the Heritage Council” means the Heritage Council as established by the Heritage Act, 1995;

“the Heritage Council Appointees” means the persons appointed in accordance with these presents to the Directorate by the Heritage Council;

“Member” means a member for the time being of the company;

“the Minister” means the Minister for Arts, Culture and the Gaeltacht (or such other Minister as takes over the function of that Department);

“month” means calendar month;

“nominating body” means such bodies as shall be agreed by the company from time to time;

“the Office” means the registered office for the time being of the company;

“the register” means the register of members of the company;

“the Seal” means the common seal of the company;

“Secretary” means any person appointed to perform the duties of the secretary of the company and shall include any temporary, assisting or acting secretary;

“in writing” means, unless the contrary intention appears, written or produced by substitute for writing or any mode of representing or reproducing words in a visible form or partly one and partly another;

“year” means calendar year;

words importing the singular number only shall include the plural number and vice versa;

words importing the masculine gender shall include the feminine and neuter genders and vice versa;

words importing persons shall include companies;

save as aforesaid and unless the contrary intention appears, any words or expressions defined in the Acts shall, if not inconsistent with the subject or context, bear the same meaning in these articles;

references in these articles to any provision of the Acts shall be a reference to such provision as modified by any Act for the time being in force.

2. The Company is established for the purposes expressed in its memorandum of association.

MEMBERS

3. The Subscribers to the memorandum of association, the members of the Council and such other persons as shall be admitted to membership in accordance with these presents, and none others, shall be members of the company and be entered in the register of members accordingly.
4. For the purposes of registration of the company, the number of members of the company is Twenty-five (25) but the company may from time to time register an increase of members.

GENERAL MEETINGS

5. All general meetings of the company shall be held in Ireland unless the members unanimously agree to hold a general meeting of the company elsewhere.
6. (1) Subject to Paragraph (2), the company shall hold in each year 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 company and that of the next. All general meetings other than annual general meetings shall be called extraordinary general meetings.

(2) So long as the company holds its first annual general meeting within eighteen months of incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to article 7, the annual general meeting shall be held at such time and at such place in the State as the directors shall appoint.
7. 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 132 of the Companies Act, 1963. If at any time there are not within the State sufficient directors capable of acting to form a quorum, any directors or any two 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 MEETINGS

8. Subject to sections 133 and 141 of the Companies Act, 1963 an annual general meeting and a meeting called for the 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 of the meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under these articles entitled to receive such notices from the company. 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

9. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and reports of the Directorate and auditors and the fixing of the remuneration of the auditors.
10. 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, six Members present in person shall be a quorum at least 3 of whom must be members of the Council.
11. 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.

12. The chairman, who shall be the member of the Directorate appointed by the Heritage Council with the approval of the Minister pursuant to Article 37 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 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 chairman of the Meeting.
13. If at any meeting no Director is willing to act as chairman 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 chairman of the meeting.
14. The chairman may, with the consent of three-fourths of the Members present and voting at any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 16 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 any adjourned meeting.
15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded -
 - (a) by the chairman; or
 - (b) by at least five 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 chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn

16. Except as provided in article 15, 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.
17. Where there is an equality of votes, whether on 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 be entitled to a second or casting vote.
18. A poll demanded on the election of a chairman at any meeting at which the Chairman is not present 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.
19. Subject to section 141 of the Companies Act, 1963, 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 corporate Members 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 may consist of several documents in like form, each signed by one or more persons, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Companies Act, 1963.

VOTES OF MEMBERS

20. On a show of hands and on a poll each member present in person or by proxy shall have one vote.

- 21. 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 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.
- 22. No member shall be entitled to vote at any general meeting unless all subscriptions and other moneys immediately payable by him to the company have been paid.
- 23. 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 chairman of the meeting whose decision shall be final and conclusive.
- 24. Votes may be given either personally or by proxy.
- 25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a Member of the company.
- 26. 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 or authority shall be deposited at the Office or at such other place within Ireland 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.
- 27. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit-

The Discovery Programme Limited

I/We,..... of..... in the County of being a Member/Members of the above-named company entitled to attend and vote at general meetings thereof hereby appoint Of or failing him, of as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the..... day of.....19..... and at any adjournment thereof.

Signed this..... Day of, 19....

Signature(s)

This form is to be used in favour of/against * the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

- 28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 29. A vote given in accordance with the terms of an instrument or 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 the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE COUNCIL

30. Membership of the Council shall comprise:

- (1) The Chairman of the Directorate.
- (2) The directors shall appoint one member of the Council from each nominating body so that not less than five men and not less than five women shall be members of the Council.
- (3) Such person or persons of international repute as the Council may co-opt from overseas from time to time, such persons so appointed not to exceed four at any time.

31. In the event of a vacancy arising in the membership of the Council as comprised in accordance with Article 30 or a gender imbalance in the membership as comprised in accordance with Article 30 (2), the proceedings and functions of the Council may continue but all reasonable efforts shall be made to replace such vacancy or rectify such gender imbalance as may arise from time to time.

32. The first Council shall be appointed in January 1996 and continue for a period of three years and thereafter for periods of five years constituted and nominated in accordance with Article 30 hereof.

33. The functions of the Council shall be:

- (1) To nominate five persons to the Directorate.
- (2) To review annually and from time to time the work of the company.
- (3) To make proposals for the formal consideration and response by the Directorate and in conjunction with the Directorate to formulate and establish long-term research strategies.
- (4) To co-opt persons of international repute from overseas to the Council in accordance with Article 30 (3) hereof.

34. No member of the Council with the exception of the Chairman of the Directorate may be a member of the Directorate.

DIRECTORATE

35. The affairs of the company shall be managed by the Directorate to be constituted as hereinafter provided.

36. The first members of the Directorate shall [be] the subscribers of the Memorandum of Association who resign upon the appointment to the Directorate of Directors in accordance with Article 37 hereof and in any event not later than 6th December 1996.

37. The Directorate shall at all times consist of:

- (1) A Chairperson appointed by the Heritage Council with the approval of the Minister.
- (2) Three directors duly appointed by the Heritage Council.
- (3) Five Directors duly appointed by the Council.

38. The directorate appointed in accordance with Article 37 hereof shall be appointed for a period of five years from the date of incorporation of the company and new directors shall be appointed thereafter for periods of five years duly nominated and constituted in accordance with article 37 hereof.

39. In the event of any Director appointed pursuant to these presents hereof retiring prior to the expiration of his period of appointment or being disqualified pursuant to Article 44 hereof then that Director's appointor shall be entitled to

appoint a replacement Director to serve as a Director for the unexpired term of the retiring Director's period of appointment.

POWERS AND DUTIES OF DIRECTORS

40. 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 Acts or by these articles required to be exercised by the company in general meeting, subject nevertheless to the provisions of the Acts and of these articles and to such directions, not being 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 shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
41. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
42. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts from 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.
43. 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 of the directors and of committees of Directors.

DISQUALIFICATION OF DIRECTORS

44. Membership of the directorate shall, ipso facto, be vacated if the Director-
- (a) without the consent of the company in general meeting holds any other office or place of profit under the company; or
 - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a director by reason of any order made under section 184 of the Companies Act, 1963; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the company; or
 - (f) is convicted of an indictable offence unless the Directors otherwise determine; or
 - (g) 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 194 of the Companies Act, 1963; or
 - (h) is for more than six months absent without the permission of the Directors from meetings of the Director[s] held during that period; [or]
 - (i) has in the view of not less than 5 directors failed to declare a conflict [of] interest as required by Article 45.

DECLARATION OF INTERESTS AND VOTING ON CONTRACTS

45. A Director shall make a declaration of interest to the Secretary on all occasions when a matter in which he has an interest or connection arises for decision. A director may not vote in respect of any contract in which he is interested or any matter arising thereout.

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 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 subject to the consent of the Minister for Arts, Heritage, Gaeltacht and the Islands and the Minister for Finance.

PROCEEDINGS OF DIRECTORS

47. 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 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 a meeting of directors to any Director who being resident in the State is for the time being absent from the State.
48. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three.
49. 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 articles 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.
50. 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 5 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
51. The Directors may delegate any of their powers to committees consisting of such member or members of the Board of 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 Directors.
52. 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 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
53. 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 members present, and when there is an equality of votes, the chairman shall have a second or casting vote.
54. 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 or them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
55. 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 and may consist of several documents in like form, each signed by one or more persons.
56. The Directors and Members of the Council may be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directorate or the Council or general meetings of the company or in connection with the business of the company.

SECRETARY AND OTHER OFFICERS

57. The Directors may appoint a Secretary and such other officers of the company (including a chief executive or other chief officer, by whatever name described) for such term and at such remuneration and upon such conditions as they may think fit. All such officers so appointed may be suspended from office or removed by the Directors at any time, and the Directors may appoint others in their place. All such officers shall have only such powers and shall perform such duties as the Directors may from time to time prescribe.

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

THE SEAL

59. The Seal shall not be used except with the authority of a resolution of the Directors or of a committee of the Directors duly 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 Directors for that purpose.

ACCOUNTS

60. 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 and services by and to 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 accounts as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

61. The books of account shall be kept at the Office or, subject to section 147 of the Companies Act, 1963, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

62. 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 shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the Directors or by the company in general meeting; and except that any Member shall be entitled, on demanding the same and signing his name in a book to be kept for the purpose, to inspection between the hours of 10 in the forenoon and 12 noon on any weekday except Saturday of the accounts of the company mentioned in clause 10 of its memorandum of association.

63. The Directors shall from time to time in accordance with sections 148, 150, 157 and 158 of the Companies Act, 1963 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, in each case made up to a date not more than six months before the date of the meeting.

64. 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 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Acts to receive them.

AUDIT

65. Auditors shall be appointed and their duties regulated in accordance with sections 160 to 163 of the Companies Act, 1963 so however that:

- (a) no member may be appointed auditor of the company;
- (b) the remuneration of the auditors shall be fixed by the company in general meeting except that the remuneration of any auditor appointed to fill any casual vacancy may be fixed by the Directors.

NOTICES

66. A notice may be given by the company to any Member either personally or by sending it by post to him at 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 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would have been delivered in the ordinary course of post.
67. Any Member described in the register of Members by an address not within Ireland who shall from time to time give to the company an address within Ireland at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid no Member other than a Member described in the register of Members by an address within Ireland shall be entitled to receive any notice from the company.
68. Notice of every general meeting of the company 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 auditor for the time being of the company

No other person being shall be entitled to receive notices of general meetings of the company.

INDEMNITY

69. The Directors and the agents, Secretary, and other officers for the time being of the company and any trustees for the time being acting in relation to any of its affairs and every of them and every of their heirs, executors and administrators shall be indemnified and saved harmless out of the assets and revenue of the company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in, or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through or by their own dishonesty or wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the company shall or may be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of, or belonging to the company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto except the same shall happen by or through their own dishonesty or wilful neglect or default respectively.
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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. Professor George Eogan,
59 Brighton Road, Rathgar, Dublin 6
2. Professor Michael Baillie,
46 Harberton Park, Belfast BT9 6TS
3. Dr. Elizabeth Shee Twohig,
Woodfield, Shanakiel, Cork
4. Professor Michael Herity,
38 Claremont Road, Sandymount, Dublin 4
5. Professor John Waddell,
Rusheen, Ballymoneen West, Barna Road, Galway
6. Professor Peter Woodman,
Woodhill, Shanakiel, Cork
7. Professor Etienne Rynne
Athenry, Co. Galway

Dated the day of 1995.

Witness to the above signatures:

DATED the day of 1995.

COMPANIES ACTS, 1963 TO 1986

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF
ASSOCIATION

-of-

THE DISCOVERY PROGRAMME
LIMITED

ARTHUR COX
Solicitors
41/45 St. Stephen's Green
Dublin 2

DH758/aos 29.11.95

Revised 25/11/98