

COMPANIES ACT 2014

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

CONSTITUTION

of

ROYAL HORTICULTURAL SOCIETY OF IRELAND

O'Connell Brennan
Solicitors
Armitage House
10 Lower Hatch Street
Dublin 2
ROY001/0001/AMN/123,753

INDEX

MEMORANDUM OF ASSOCIATION

Clause 1.	Name of the Company
Clause 2.	Company Type
Clause 3.	Objects
Clause 4.	Powers
Clause 5.	Income and property
Clause 6.	Restriction on Amendments
Clause 7.	Section 1180 exemption
Clause 8.	Limited Liability
Clause 9.	Contribution
Clause 10.	Winding up
Clause 11.	Accounts

ARTICLES OF ASSOCIATION

Articles 1-2	PRELIMINARY
Articles 3-12	MEMBERS
Articles 13-16	GENERAL MEETINGS
Articles 17-18	NOTICE OF GENERAL MEETINGS
Articles 19-28	PROCEEDINGS AT GENERAL MEETINGS
Articles 29-38	VOTES OF MEMBERS
Articles 39	BODIES CORPORATE ACTING BY REPRESENTATIVES
Articles 40-41	THE DIRECTORS
Articles 42	BORROWING POWERS
Articles 43-49	POWERS AND DUTIES OF THE DIRECTORS
Articles 50	DISQUALIFICATION OF THE DIRECTORS
Articles 51-59	ROTATION OF DIRECTORS
Articles 60-70	PROCEEDINGS OF THE DIRECTORS
Articles 71-72	COMPANY SECRETARY
Articles 73	SEAL
Articles 74-79	ACCOUNTS
Articles 80-81	AUDITORS
Articles 82-89	NOTICES
Articles 90-91	INDEMNITY

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

CONSTITUTION
of
ROYAL HORTICULTURAL SOCIETY OF IRELAND
MEMORANDUM OF ASSOCIATION

1. The name of the Company is Royal Horticultural Society of Ireland.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main objects for which the Company is established are:
 - (a) the advancement of education through the promotion of the knowledge, skill and practice of horticulture and arboriculture in Ireland for educational purposes relating to all aspects of horticulture and arboriculture;
 - (b) the protection of the natural environment through the promotion and encouragement of environmental protection and sustainability in gardening practice;
 - (c) the advancement of education and heritage through the promotion of and assistance in the restoration and maintenance of gardens for the use and education of the general public.
4. The following are the powers of the Company:
 - (d) To provide courses, seminars, exhibitions and general public lectures.
 - (e) To hold, license, supervise and regulate plant, flower, vegetable and other horticultural or arboricultural shows or competitions, in the cultivation or propagation of plants and in the art of flower arrangement.
 - (f) To supply and keep educational books, reference books and information dealing with all aspects of botany and gardening.
 - (g) To establish and support or aid in the establishment and support of any charitable, educational or benevolent association or institution and to subscribe or guarantee moneys for charitable, educational or benevolent purposes.
 - (h) To promote and further the main objects of the Company by conferences, public or private meetings, discussions, publications or by such other means as may be deemed desirable or necessary.
 - (i) To promote, establish, co-operate with, become a member of, or assist by advice or by the grant of loans, donations or gifts or otherwise, any association, institution or body whatsoever and whether established or incorporated in Ireland or elsewhere having main object(s) or purposes wholly or partially similar to those of the Company.

- (j) To advertise and make known the Company and its main objects, purposes and aims by such means as may be deemed expedient, and to solicit, receive and hold donations, subscriptions, gifts, and bequests of all kinds.
- (k) To act as trustees of any property real or personal for any of the main objects of the Company, or for any other purpose that may seem conducive to the main objects of the Company.
- (l) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property that may be legally held, and any rights or privileges which the Company may think necessary or convenient for the purposes of its undertaking.
- (m) To invest and deal with the monies and property of the Company not immediately required in such manner as may from time to time be determined (prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years).
- (n) To borrow and raise money including, without limitation, by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
- (o) To secure or otherwise collateralise on such terms and in such manner as may be thought fit, any indebtedness or obligation of the Company, either with or without the Company receiving any consideration or benefit, whether by personal covenant of the Company, or by mortgage, charge, pledge, assignment, trust or any other means involving the creation of security over all or any part of the undertaking, assets, property, rights, goodwill and revenues of the Company of whatever kind both present and future or by any other means of collateralisation including, without limitation, by way of transfer of title to any of such undertaking, assets, property, rights, goodwill and revenues.
- (p) To guarantee the payment of any debts or the performance of any contract or obligation of any company or association or undertaking or of any person and to give indemnities of all kinds and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) either with or without the Company receiving any consideration or benefit by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon all or any of the undertaking, assets, property, rights, goodwill and revenues of the Company both present and future.
- (q) To draw, make, accept, endorse or issue promissory notes and other negotiable instruments.
- (r) To accept stock or shares in, or the debentures, mortgages or other securities of any other company in payment or part payment for any services rendered, or for any sale made to, or debt owing from any such company, whether such shares shall be wholly or only partly paid up, and to hold and retain or re-issue with or without guarantee, or sell, mortgage or deal with any stock, shares, debentures, mortgages or other securities so received, and to give by way of consideration for any of the acts and things aforesaid, or property acquired, any stock, shares, debentures, mortgages or other securities of this or any other company.
- (s) To sell or dispose of the undertaking or property of the Company or any part thereof for such consideration as the Company may think fit.

- (t) To sell, improve, manage, develop, exchange, lease, mortgage, charge, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company.
- (u) To acquire and become registered proprietors of copyrights and trademarks and any other form of intellectual property.
- (v) 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 dependants 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.
- (w) To do all such other lawful things as are incidental or conducive to the attainment of the main objects of the Company.

Provided that the Company shall not support with its funds any object nor endeavour to impose on or procure to be observed by its members or others any regulation or restriction which, if an object of the Company, would make it a trade union.

5. The income and property of the Company, whensoever derived, shall be applied solely towards the promotion of the main objects of the Company 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. Nothing herein shall prevent the payment in good faith of:

- reasonable and proportionate remuneration to any member, officer or servant of the Company not having a personal connection with a director within the meaning of sections 2(1) and 2(2) of the Charities Act 2009 in return for services actually rendered to the Company, or
- reasonable and proportionate remuneration to any member, officer or servant of the Company with whom a director has a personal connection within the meaning of sections 2(1) and 2(2) of the Charities Act 2009 in return for services actually rendered to the Company provided that such remuneration is paid in compliance with section 2(1) and section 89 of the Charities Act 2009, or
- interest at a rate not exceeding 5 per cent per annum on money lent by any member to the Company, or
- reasonable and proportionate rent for premises demised or let by any member to the Company.

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

- a payment permitted by section 89 of the Charities Act 2009, or

- the repayment of out-of-pocket expenses, or
 - interest at the rate aforesaid on money lent to the Company, or
 - reasonable and proportionate rent for premises demised or let to the Company, or
 - a payment to a company of which a member of the Board, Council or Committee may be a member holding not more than one per cent of the capital of that company, such member not to be bound to account for any share of profits he may receive in respect of such a payment.
6. 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 submitted to and approved in writing by the Revenue Commissioners and, if the amendment might affect the Company's status as a 'charitable organisation' under the Charities Act 2009, have been notified to and approved by the Charities Regulatory Authority. Once effective the amendment shall, if required, be notified to the Charities Regulatory Authority in accordance with section 39(11) of the Charities Act 2009.
7. No amendments of any kind shall be made to the provisions of clauses 5 and 10 of the memorandum of association and no amendments shall be made to the Constitution to such extent that they would alter the effect of clauses 5 and 10 of the memorandum of association, such that there would be non-compliance with the requirements of section 1180(1)(a) and (b) of the Companies Act 2014.
8. The liability of the members is limited.
9. 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,
- Such amount as may be required, not exceeding €1.
10. 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, in accordance with section 92 of the Charities Act 2009, not be paid to or distributed among the members of the Company, but shall be given or transferred to another company whose objects are the promotion of charity and which has main object(s) similar to the main objects of the Company, which other company also meets the requirements of paragraph (b) of section 1180(1) of the Companies Act 2014, such company to be determined by the members of this Company at or before the time of dissolution, or in default thereof by the Charities Regulatory Authority and if and so far as effect cannot be given to such provision, then to some charitable object.
11. Annual audited accounts of the Company shall be kept and made available to the Revenue Commissioners on request.

ARTICLES OF ASSOCIATION

PRELIMINARY

1. The provisions of the Companies Act 2014 are adopted save that all optional provisions contained in Parts 1 to 14 of the Companies Act 2014 shall not apply to the Company.
2. In these Articles, the following terms shall have the following meanings:

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

“**Charities Act**” means the Charities Act 2009;

“**Charities Regulator**” means the Charities Regulatory Authority established under the Charities Act;

“**Company Secretary**” means any person appointed to perform the duties of the secretary of the Company and includes an assistant or an acting secretary for the time being;

“**Directors**” means the Directors for the time being and from time to time of the Company or the Directors present at a meeting of the Board of Directors, as the context may require;

“**electronic address**” means any address or number used for the purposes of sending or receiving documents or information by electronic means;

“**electronic means**” are means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means;

“**Office**” means the registered office for the time being and from time to time of the Company;

“**Register**” means the register of members to be kept as required by section 169 of the Act;

“**Seal**” means the common seal of the Company;

“**these Articles**” means these Articles of Association, as originally framed, or as varied from time to time by special resolution.

Expressions in these Articles referring to writing shall be construed, unless the contrary intention appears, as including references to printing, lithography, photography and any other modes of representing or reproducing words in a legible and non-transitory form provided that it shall not include writing in electronic form except (i) as provided in these Articles and (ii) in the case of a notice, document or information to be given, served or delivered to the Company, where the Company has agreed to receipt in such form and such notice, document or information is given, served or delivered in such form and manner as may have been specified by the Directors from time to time for the giving, serving or delivery of notices, documents or information in electronic form.

Expressions in these Articles referring to execution of any document shall include any mode of execution whether under seal or under hand and any mode of electronic signature as may from time to time be approved by the Directors.

A notice, document or information is given, served or delivered in “*electronic form*” if it is

given, served or delivered by electronic means including, without limitation, by making such notice, document or information available on a website or by sending such notice, document or information by e-mail.

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

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

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

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

MEMBERS

3. The number of members with which the Company proposes to be registered is a minimum of 1 and a maximum of 5000 but the Directors may from time to time register an increase in members.
4. The subscribers to the Memorandum of Association and such other persons as the Directors in their absolute discretion shall admit to membership shall be members of the Company.
5. The Directors may from time to time determine the terms and conditions on which persons shall be admitted to membership of the Company and the classes (if more than one) of members and the privileges, rights and obligations of the members of each such class.
6. The entry of a member's name in the Register shall be evidence of membership but no member shall be entitled to request the Company to issue a certificate of membership.
7. The rights and privileges of a member as such shall be personal and accordingly shall not be transferable and shall cease on his death.
8. A member of the Company shall cease to be a member:
 - (a) if he resigns as a member by notice in writing sent to the Company Secretary at the Office;
 - (b) if he shall be in default for a period of four months in the payment of any subscription or other contribution payable by him to the Company;
 - (c) on his death;
 - (d) if he should be expelled from membership in accordance with the provisions of Articles 9 and 10; and
 - (e) if he should fail to provide written confirmation on request by the Company within forty-five days of the request that he wishes to continue to be a member and where

requested to furnish an updated address and/or email address. A request under this paragraph shall be sent to the address or email address of the member as appears in the Register and shall notify the member of the consequence of failing to respond to the request. Unless the member provides this confirmation in writing to the Company in accordance with this paragraph the member shall cease to be a member and his name shall be removed from the Register.

9. The Directors shall, subject to the provisions of Article 10, have power by resolution approved by not less than two-thirds of the Directors present and voting at a meeting specially convened for the purpose to expel from membership of the Company any member who refuses or wilfully neglects to comply with any of these Articles (or regulations or bye laws) or who have been guilty of such conduct as in the opinion of the Directors either has rendered him unfit to remain a member or whose continued membership would be injurious to the Company or where the Directors consider that expulsion would be in the best interests of the Company.
10. A member whose expulsion is to be taken into consideration by the Directors under the provisions of Article 9 shall receive not less than 14 days' notice in writing of such proposed expulsion and short particulars of the grounds thereof and upon his giving notice in writing to the Company Secretary of his intention to appear shall be heard by the Directors either in person or through his duly authorised agent but shall not be present at the voting or take further part in the proceedings otherwise than as the Directors shall permit. Alternatively or in addition he may submit a written statement which shall be taken into consideration by the Directors.
11. A former member of the Company shall remain liable for all subscriptions (if any) and contributions due or imposed on him up to the date on which he shall cease to be a member and for any sums due by him under clause 9 of the Memorandum of Association of the Company and shall forfeit all claim to a return of any money paid by him to the Company on his admission as a member or by way of subscription or otherwise.
12. Every member shall be bound to further to the best of his ability the objects and interests of the Company, and shall observe all bye-laws of the Company that may be made pursuant to Article 44.

GENERAL MEETINGS

13. All general meetings of the Company shall be held in the State.
14. (a) Subject to paragraph (b) 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 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.

(a) 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.
15. All general meetings other than annual general meetings shall be called extraordinary general meetings.
16. 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 1203 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 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

17. Subject to the provisions of the Act 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 any other meeting of the Company shall be called by 14 days' notice in writing at the least. The notice (which may be sent by electronic means to a member's electronic address) shall be exclusive of the date on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and in the case of special business the general nature of that business and shall be given in the manner hereinafter mentioned to such persons as are under these Articles entitled to receive such notices from the Company.
18. 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

19. 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 financial statements and the reports of the Directors and the auditors, the election of Directors in the place of those retiring, the reappointment of the retiring auditors and the fixing of the remuneration of the auditors.
20. No business shall be transacted at any general meeting unless a quorum is present. Twenty Five members present in person, or by proxy, or (being corporations) present by a representative shall be a quorum for all purposes.
21. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
22. The chairman, if any, of the Directors, shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman, the deputy chairman, if any, of the Directors if he is present and willing to act shall be chairman of the meeting, failing which the members present shall choose one of their number to be chairman of the meeting.
23. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

24. 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 chairman of the meeting; or
 - b) by at least three members present in person or by proxy; or
 - c) by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

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

25. Except as provided in Article 27, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. 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 be entitled to a second or casting vote.
27. A poll demanded on the election of a 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.
28. A resolution in writing (other than one in respect of which extended notice is required by the Act to be given) signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and, if described as a special resolution, shall be deemed to be a special resolution within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) and may be delivered by electronic means or facsimile transmission.

VOTES OF MEMBERS

29. Subject to any rights or restrictions for the time being attached to any class or classes of members pursuant to regulations made under Article 5, every member shall have one vote.
30. A member lacking mental capacity, or in respect of whom an order has been made by any court having jurisdiction in relation to decision-making capacity, may vote whether on a show of hands or on a poll by his decision-making representative, committee, receiver or guardian or attorney or other person appointed by that court and any such decision-making representative, committee, receiver or guardian or attorney or other person may vote by proxy on a show of hands or on a poll.

31. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.
32. 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.
33. Every member entitled to attend and vote at a general meeting may appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the Company. A proxy entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
34. The instrument appointing a proxy shall be in writing and shall be executed by or on behalf of the appointor. The signature on such instrument need not be witnessed. A body corporate may execute a form of proxy under its common seal or under the hand of a duly authorised officer thereof. The appointment of a proxy may, subject to the Directors so approving such appointment in the case of any particular meeting, notwithstanding any other provisions of these Articles, be made by electronic means:
 - (a) in a form specified by the Directors from time to time;
 - (b) executed with such electronic signature as may be specified by the Directors from time to time; and
 - (c) sent to such address as may be notified by the Directors for that purpose from time to time and provided that the Directors shall not be obliged to so approve in any particular case.
35. The instrument appointing a proxy and any authority under which it is executed or a copy, certified notarially or in some other way approved by the Directors, shall be deposited at the Office or at such other place or one of such other places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting or any instrument of proxy sent out by the Company in relation to the meeting not less than forty-eight hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid provided that:
 - a) in the case of a meeting which is adjourned to, or a poll which is to be taken on, a date which is less than seven days after the date of the meeting which was adjourned or at which the poll was demanded, it shall be sufficient if the instrument of proxy and any such authority and certification thereof as aforesaid is lodged with the Company Secretary at the commencement of the adjourned meeting or the taking of the poll; and
 - b) an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require to be delivered again for the purposes of any subsequent meeting to which it relates.
36. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

37. An instrument appointing a proxy shall be in the following form or in any other form which the Directors may accept:

“Royal Horticultural Society of Ireland

I/We [•] of [•] being a member/members of the above-named Company 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 [•] 20[•] and at any adjournment thereof.

Signed this [•] day of [•] 20[•]

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.”

38. 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 the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES

39. 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.

THE DIRECTORS

40. The number of Directors shall not be less than 3 or more than 15 or such other number as the Company in general meeting may from time to time determine. No person shall be qualified to be a Director unless he shall be a member of the Company entitled to attend and vote at general meetings of the Company.
41. No remuneration shall be payable to the Directors. Directors may be paid all such reasonable expenses as may be properly incurred in their attending and returning from meetings of the 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.

BORROWING POWERS

42. The Directors may without any limitation as to amount 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.

POWERS AND DUTIES OF THE DIRECTORS

43. The business and affairs of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the

Act and of these Articles 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 shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

44. Without prejudice to the general powers and authorities conferred by these Articles or any statute on the Directors, the Directors are hereby empowered to make, vary and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the affairs of the Company. The Directors shall adopt such means as they deem sufficient to bring to the notice of the members all such bye-laws and variations and repeals thereof and all such bye-laws so long as they are in force shall be binding upon all the members of the Company provided always that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Constitution of the Company or constitute such an amendment of or addition to these Articles as could lawfully be made only by special resolution.
45. The Directors may from time to time, and at any time, by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the 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 power 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 sub-delegate all or any of the powers, authorities and discretions vested in him.
46. A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Directors after he becomes so interested. A general notice given by a Director to the effect that:
 - (a) he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm; or
 - (b) he is to be regarded as interested in any transaction which may be made after the date of the notice with a specified person who is connected with him (within the meaning of section 220 of the Act or section 2(2) of the Charities Act),shall be sufficient declaration of interest under this Article, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Directors or the Director giving the notice takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given. The provisions of Article 50(j) shall apply to any failure to comply with this Article.
47. A Director shall not be entitled to vote in respect of any contract, appointment or arrangement in which he is interested and he shall not be counted in the quorum present at the meeting.
48. All cheques, promissory notes, drafts, bills of exchange, electronic funds transfers and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

49. The Directors shall cause minutes to be made in books provided for the purpose:
- (c) of all appointments of officers made by the Directors;
 - (d) 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 THE DIRECTORS

50. The office of Director shall be vacated automatically 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) if he is adjudicated bankrupt, or any event equivalent or analogous thereto occurs, in the State or any other jurisdiction or he makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a director of any company by reason of any order made under the Act, and in particular Part 14 of the Act; 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) has a declaration made in respect of him under section 819 of the Act; or
 - (h) is absent from meetings of the Directors for six consecutive months without leave, and the Directors resolve that his office be vacated; or
 - (i) ceases to be qualified to be a Director under Article 40; or
 - (j) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in a manner required by section 231 of the Act; or
 - (k) is disqualified from being a charity trustee of any charitable organisation pursuant to section 55 of the Charities Act.

ROTATION OF DIRECTORS

51. As and from the third annual general meeting of the Company and at each annual general meeting thereafter, 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 but if there is only one Director who is subject to retirement by rotation then he shall retire.
52. 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.

53. A retiring Director shall be eligible for re-election provided that the maximum number of terms which any Director may serve shall be two.
54. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto and in default the retiring member shall if offering himself for re-election subject to Article 53, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member has been put to the meeting and lost.
55. 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 3 nor more than 21 days before the date appointed for the meeting there has been left at the Office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that proposed person of his willingness to be elected.
56. 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.
57. 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 members, 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 members who are to retire by rotation at such meeting.
58. The Company may by ordinary resolution of which extended notice has been given in accordance with 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.
59. 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 57, the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional member. A person appointed in place of a member so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a member on the day on which the member in whose place he is appointed was last elected a member.

PROCEEDINGS OF THE DIRECTORS

60. The Directors may meet 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. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote. A Director may, and the Company Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
61. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be five. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Directors.

62. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed pursuant to these Articles as the necessary quorum of the Directors, the continuing Director or Directors may act for the purpose of increasing their number to that number, or of summoning a general meeting of the Company, but for no other purpose.
63. The Directors may from time to time appoint one of their number to be chairman of the Directors for such term and upon such conditions as they may think fit, and any chairman so appointed may be removed by the Directors. Any chairman so appointed shall hold the title of President of Royal Horticultural Society of Ireland.
64. The Directors may from time to time appoint one of their number to be deputy chairman of its meetings and determine the period for which such person is to hold office.
65. The chairman, if any, appointed under Article 63 shall act as chairman of the meetings of Directors but if at any meeting that chairman is not present within fifteen minutes after the time appointed for holding the same, the deputy chairman, if any, of the Directors if he is present and willing to act shall be chairman of the meeting, failing which the Directors present shall choose one of their number to be chairman of the meeting.
66. The Directors may delegate any of their powers to committees consisting of one or more Directors as they think fit together with such other persons (if any) as may be appointed to such committee by the Directors. 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. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating meetings and proceedings of the Directors insofar as same are not superseded by any regulations made by the Directors.
67. The Directors shall appoint a chairman of such committee meetings; if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
68. All acts done by any meeting of the Directors or of a committee of the Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Director or of any member of a committee or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or a member of such committee as the case may be.
69. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Such a resolution may (unless the Directors shall otherwise determine either generally or in any specific case) be delivered or transmitted by electronic means or facsimile.
70. (a) For the purposes of these Articles, the contemporaneous linking together by telephone or other means of electronic communication of a number of Directors not less than the quorum shall be deemed to constitute a meeting of the Directors, and all the provisions in these Articles as to meetings of the Directors shall apply to such meetings, provided that:
 - (i) each of the Directors taking part in such a meeting must be able hear, and speak to, each of the other Directors taking part; and

- (ii) at the commencement of such a meeting each Director must acknowledge his presence and that he accepts that the proceedings will be deemed to be a meeting of the Directors.
- (b) A Director may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the chairman of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the chairman of the meeting to leave the meeting.
- (c) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairman of the meeting.
- (d) The provisions of this Article shall apply, mutatis mutandis, to meetings of committees of the Directors.

COMPANY SECRETARY

- 71. The Company Secretary shall be appointed by the Directors for such term and at such remuneration (if any) and upon such conditions as they may think fit, and any Company Secretary so appointed may be removed by the Directors.
- 72. Anything by the Act or these Articles required or authorised to be done by or to the Company Secretary may be done by or to any assistant or acting Company Secretary, or if there is no assistant or acting Company Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors provided that any provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Company 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 Company Secretary.

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 countersigned by the Company Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

- 74. The Directors shall cause to be kept such accounting records as are necessary to comply with the provisions of the Act and the Charities Act. Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and fair view of the state of the Company's affairs and explain its transactions.
- 75. The accounting records shall be kept at the Office or subject to the provisions of the Act and in particular section 283 of the Act at such other place or places as the Directors think fit, and shall be open to the inspection of the Directors at all reasonable times.
- 76. The Directors shall from time to time determine whether and if so to what extent and at what times and places and under what conditions or regulations the 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 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 in accordance with the provisions of the Act cause to be prepared and to be laid before a general meeting of the Company such financial statements, group accounts (if any) and reports as may be necessary.
78. A copy of every financial statement which is to be laid before a general meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles.
79. Where the Company is obliged by the Act or by these Articles to send a member (i) copies of the Company's accounts and of the directors' and auditors' reports or (ii) any other document, such copies or other document may be sent by electronic means to such electronic address as may have been provided to the Company by that person.

AUDITORS

80. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act and in particular Chapters 18 to 21 of Part 6 of the Act.
81. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

NOTICES

82. Communications to the Company
 - (a) Subject to the Act and except where otherwise may be expressly provided in these Articles, any notice, document or information to be given, served or delivered to the Company pursuant to these Articles shall be in writing in a paper copy or, subject to paragraph (b), in electronic form.
 - (b) Subject to the Act and except where otherwise may be expressly provided in these Articles, a notice, document or information may be given, served or delivered to the Company in electronic form only if this is done in such form and manner as may have been specified by the Directors from time to time for the giving, service or delivery of notices, documents or information in electronic form. The Directors may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such notice, document or information given, served or delivered to it in electronic form.
83. Communications by the Company
 - (a) Subject to the Act and except where otherwise expressly may be provided in these Articles, any notice, communication, document or information to be given, served or delivered by the Company pursuant to these Articles shall be in writing in paper

copy or electronic form. The signature to any notice in paper copy to be given by the Company may be written or printed.

- (b) Subject to the Act and except where otherwise may be expressly provided in these Articles, any notice, document or information to be given, served or delivered in pursuance of these Articles may be given to, served on or delivered to any member by the Company:
 - (i) by handing same to him or his authorised agent;
 - (ii) by leaving the same at his registered address;
 - (iii) by sending the same by the post or other delivery service in a pre-paid cover addressed to him at his registered address; or
 - (iv) by sending the notice, the document or the information in electronic form to such electronic address as may from time to time be authorised by the member or by making it available on a website (provided the member receives, by any of the means at (i) to (iii) above or by electronic means to such electronic address as may from time to time be authorised by the member, notification complying with Article 84 of the fact that the notice, document or information has been placed on the website).
- (c) Where a notice, document or information is given, served or delivered pursuant to sub-paragraph (b)(i) or (ii), the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the member or his authorised agent, or left at his registered address (as the case may be).
- (d) Where a notice, document or information is given, served or delivered pursuant to sub-paragraph (b)(iii), the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twenty four hours after the cover containing it in paper copy form was posted or given to delivery agents (as the case may be). In proving such giving, service or delivery, it shall be sufficient to prove that such cover was properly addressed, pre-paid and posted or given to delivery agents.
- (e) Where a notice, document or information is given, served or delivered pursuant to sub-paragraph (b)(iv), the giving, service or delivery thereof shall be deemed to have been effected:
 - (i) if sent in electronic form to an electronic address, at the expiration of twenty four hours after the time it was sent; or
 - (ii) if made available on a website, at the expiration of twenty four hours after the time when it was first made available on the website.
- (f) Where any member has furnished his electronic address to the Company Secretary and has not notified the Company Secretary in writing (including by electronic mail) that he no longer wishes to receive communications by electronic mail, then the delivery to him of any notice, document or information by electronic mail (whether contained in the body of the electronic mail message or as an attachment to it) shall be deemed good delivery on the terms set out in sub-paragraph (e) above.
- (g) If the Company receives a delivery failure notification following the sending of a notice, document or other information in electronic form to an electronic address in accordance with sub-paragraph (b)(iv), the Company shall give, serve or deliver the

notice, document or information in paper copy (but not by electronic means) to the member either personally or by post addressed to the member at his registered address or (as applicable) by leaving it at that address. This shall not affect when the notice, document or information was deemed to be received in accordance with paragraph (e).

84. A notification to a member of the publication of a notice on a website pursuant to these Articles shall state:
- a) the fact of the publication of the notice on a website;
 - b) the address of that website and, where necessary, the place on that website where the notices may be accessed and how they may be accessed; and
 - c) in the case of a notice of a general meeting of members or class of members:
 - (i) that it concerns a notice of a meeting served in accordance with the Articles or by order of a court, as the case may be;
 - (ii) the place, date and time of the meeting;
 - (iii) whether the meeting is to be an annual general meeting or an extraordinary general meeting; and
 - (iv) the address of any other website (if such is the case) where procedures as to voting are stated or facilitated.
85. The notice referred to in Article 83 shall be published on that website, in the case of a notice of meeting, throughout the period beginning with the giving of that notification and ending with the conclusion of the meeting, and in any other case for a period of not less than one month from the giving of the notification.
86. Article 84 shall be treated as being complied with, and, in the case of a meeting, nothing in Articles 83 or Article 84 shall invalidate the proceedings of a meeting where:
- (a) any notice that is required to be published as mentioned in Article 83 is published for a part, but not all, of the period mentioned in Article 85; and
 - (b) the failure to publish that notice throughout that period is attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid, such as system, telecommunications or power outages.
87. Every legal personal representative, decision-making representative, committee, receiver, curator bonis or other legal curator, assignee in bankruptcy or liquidator of a member shall be bound by a notice given as provided for in these Articles if sent to the last registered address of such member (or otherwise given, served or delivered to such member in accordance with these Articles) notwithstanding that the Company may have notice of the death, mental incapacity, bankruptcy, personal insolvency, liquidation or disability of such member.
88. Without prejudice to the provisions of Article 82, if at any time by reason of the suspension or curtailment of postal services within the State, the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised on the same day in at least two leading national daily newspaper published in the State and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day on which the said advertisement or advertisements shall

appear. In any such case the Company shall send confirmatory copies of the notice through the post to those members whose registered addresses are outside the State (if or to the extent that in the opinion of the Directors it is practical so to do) or are in areas of the State unaffected by such suspension or curtailment of postal services and if at least ninety-six hours prior to the time appointed for the holding of the meeting the posting of notices to members in the State, or any part thereof which was previously affected, has become practical in the opinion of the Directors, the Directors shall send forthwith confirmatory copies of the notice by post to such members. The accidental omission to give any such confirmatory copy of a notice of a meeting to, or the non-receipt of any such confirmatory copy by, any person entitled to receive the same shall not invalidate the proceedings at the meeting.

89. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every member;
 - (b) every person being the Official Assignee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the auditor for the time being of the Company.

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

INDEMNITY

90. Subject to the provisions of and so far as may be permitted by the Act and the Charities Act, every Director, Company Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.
91. Subject to the provisions of the Act and the Charities Act, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors or officers of the Company including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in good faith in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in connection with their duties, powers or offices.

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

Names, Addresses and Descriptions of Subscribers

Robert Myerscough

Address:

Description:

Brooke Johns

Address:

Description:

Deirdre Ryan

Address:

Description:

John Quin

Address:

Description:

Signature in writing of the above subscribers, attested by witness as provided for below; or

Dated the ____ day of _____ 20__

Witness to the above Signatures:

Name: _____

Address: _____