

COMPANIES ACT, 2014

CONSTITUTION

of

THE WICKLOW UPLANDS COUNCIL COMPANY LIMITED BY GUARANTEE

(“the Company”)

MEMORANDUM OF ASSOCIATION

1. The name of the company is The Wicklow Uplands Council Company Limited by Guarantee.
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The objects for which the company is established are:
 - a) To improve, protect and conserve, for the benefit of local communities and the public, the area known as the Wicklow Uplands (herein referred to as ‘The Uplands’), or, alone or in conjunction with any other body or bodies or persons, any other upland area or area of outstanding natural beauty in Ireland or elsewhere.
 - b) In furtherance of the foregoing object to organise concerted action and promote co-operation between local authorities, community councils, local societies and associations, and any other bodies or persons; to define the areas of particular interest to the company, and arrange for their signposting or other identification; to act as a centre for furnishing or procuring advice and information; to educate public opinion; to make representations at public enquiries, or to any public authority including the planning authorities; to publicise in any form the objectives or achievements of the company; to lobby public representatives; to seek to ensure that any scheme or structure for the management of The Uplands is based on true partnership amongst all the stakeholders, and to that end to seek adequate representation on any body or in any structure for the management of the Wicklow Uplands or any part of them; to seek environmental, heritage or conservation designations under Irish or European or United Nations law or regulations as appear desirable at any time; or to do such other things as the company may deem necessary from time to time.

- c) To promote projects, competitions and other initiatives directed to the sustainable and environmentally friendly development of the Wicklow Uplands or elsewhere or of the communities living therein or otherwise involved with or using the area.
- d) To promote dialogue and reasonable compromise between the different 'stakeholders' in The Uplands in regard to matters overlapping interest e.g. access to the hills, protection of residents' property and rights, grazing rights, tree planting etc.
- e) To support residents, farmers and other stakeholders, in obtaining grants, tax concessions, practical assistance, or other benefits for higher standards required under any conservation or heritage scheme, or for the limitation of development opportunities; to disseminate information on implications of environmental designations, on suitable methods of construction and maintenance, and on the range of State services available.
- f) To promote or organise conferences, seminars, workshops, study tours and visits, and/or academic studies of The Uplands or other areas related to natural features, land use, impact of environmental designations, or social, economic, recreational, conservation, or other activities or circumstances; to requisition recommendations in regard to the management or sustainable development of the areas; to organise bursaries for post-graduate theses relative to the foregoing.
- g) To promote or organise cross-border or international co-operation or twinning, and such conferences, studies, projects, competitions, bursaries, school interchanges or other initiatives as are deemed desirable or advantageous to such co-operation.
- h) To publish and disseminate, or promote the publication and dissemination of, pamphlets, posters, notices, newsletters, briefing material, books, maps, videos, slides, and other educational, environmental, heritage, social, economic or other material; to establish a website.
- i) To engage in any other activity in support of the foregoing objects or any of them, but for no other purpose.
- j) To employ staff, or to engage persons on contract, for the carrying out of the functions of the company; and to organise voluntary schemes, and the use of volunteers.
- k) To provide, or organise the provision of, funds and other assistance to, or for the purpose of, any trust or bodies of persons corporate and not corporate, the sole purposes or objects of which are similar to those of the company, and of which the capital, income and profits, if any, are applicable and applied to such purposes or objects only.
- l) To apply the whole or any part of the property vested in the company whether capital or income
 - i. In or towards payment of the expenses of the company, or
 - ii. For and towards all or any of the purposes aforesaid.

- m) For any of the purposes aforesaid, but for no other purpose
- i. Generally to purchase, take on lease or in exchange or otherwise acquire any real or personal property and rights or privileges.
 - ii. To borrow or raise money in such a manner as the company shall think fit, including the seeking of grant aid or subscriptions from public or private sources, and the charging of members an annual or periodic membership fee, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien on the whole or any part of the Company's property or assets, whether present or future, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company of any obligation or liability it may undertake; provided that no mortgagee or other person or company advancing money to the company shall be concerned to enquire into the necessity or propriety of raising money or as to the amount required or the application thereof.
 - iii. To invest any monies requiring investment in any manner which may be thought fit and whether or not trustee investments or in the purchase of freehold or leasehold properties with power from time to time to vary such investments.
 - iv. To draw, make, accept, endorse and execute promissory notes, bills of exchange, and other negotiable or transferable instruments.
 - v. To undertake and execute any trusts the undertaking whereof may seem desirable whether either gratuitously or otherwise.
- n) To accept hold receive and retain any gifts or real or personal property given, devised, or bequeathed by any person and to employ the same for the purposes of the company.
- o) To do all such other things as shall be deemed incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the members is limited.
5. Every member of the company undertakes to contribute to the assets of the company, if the company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for
- a) The payment of the debts and liabilities of the company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
 - b) The adjustment of the rights of contributories among themselves,
- such amount as may be required, not exceeding €1.

ARTICLES OF ASSOCIATION

(As amended by Special Resolution on the 21st June 2017)

The following Regulations shall apply to the company:

MEMBERS

1. In these Articles:

“the Act” means the Companies Act 2014;

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

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

“the seal” means the Common Seal of the Company;

“the office” means the Registered Office for the time being of the company.

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

Unless contrary intention appears, words or expressions in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

2. The total number of members of the Company shall not exceed 500 in number, but the Directors may from time to time register an increase in members at their discretion.
3. (a) The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company. The Directors may refuse to accept an application for membership, and shall not be required to state any reason for so doing.
(b) Every member of the Company shall be allocated by the Board of Directors to one of four panels consisting of:
 - (i) the Farming and Property Owning Panel;
 - (ii) the Economic and Tourism Panel;
 - (iii) the Community Panel; and
 - (iv) the Recreational and Environment Panel.

- (c) The allocation of members of the Company to each of the aforementioned panels shall be done at the discretion of the majority of the Board of Directors but may be changed at the request of any particular member in regard to his or her panel. A meeting of the Directors shall be held at least 7 days before the date of any duly convened general meeting at which a special resolution is proposed to allocate a new member or members to any one or more of the four panels.
 - (d) A separate meeting of each of the panels shall be held either before the annual general meeting, or (the annual general meeting being temporarily adjourned for the purpose) after the commencement of the annual general meeting, and each panel shall nominate from amongst its members, persons to the Board of Directors for approval of the members of the said annual general meeting. The panels shall decide, each for itself, the manner in which nominations shall be agreed.
 - (e) The number of members which the panels may nominate for appointment to the Board of Directors, and the maximum number permitted for approval by the general meeting shall be:
 - (i) the Farming and Property Owning Panel – 7 members;
 - (ii) the Economic and Tourism Panel – 4 members;
 - (iii) the Community Panel – 4 members; and
 - (iv) the Recreational and Environmental Panel – 4 members.
4. There shall be three categories of members of the Company, as follows:
- Category 1: Individuals;
 - Category 2: Groups or societies – to include any established local groups or societies not affiliated to any national organisations, but having a title and established committee structure, whether or not such a group or society is incorporated;
 - Category 3: Organisations – to include any national organisation or any body having affiliations with a national organisation, whether or not such body or organisation is incorporated.
5. An annual membership subscription of the Company shall be charged to any member, and the rate of any such subscription shall be set from time to time at the annual general meeting (AGM) of the members of the Company. There may be different rates set for each of the categories or membership, or for any subdivisions thereof.
6. The rights and liabilities attaching to any member of the Company may be varied from time to time by a Special Resolution passed at a general meeting of the Company.

7. (i) The Directors may terminate the membership of any member if the relevant member has not paid the appropriate subscription, or has been deemed to have acted in a manner inconsistent with the objects of the Company as set out in the Memorandum of Association, provided that –
- a) notice has been given to all of the Directors of the intention to propose the termination of a member's membership, with the notice convening the meeting of the Board of Directors; and
 - b) similar notice has been given to the member concerned, and the member concerned shall be given the opportunity to attend part of the meeting of the Directors at which the matter is to be considered in order to present a case against termination, prior to a decision being taken in the matter by the Directors.
- (ii) The termination of the membership of a member shall not be effective unless at least 75% of those attending the meeting of Directors and entitled to vote, vote in favour of the termination.

GENERAL MEETINGS

8. All general meetings of the Company shall be held within the State.
9. (1) The Company shall in each year hold an annual general meeting of its members in addition to any other meetings in that year, and shall specify the meeting as such in the notices convening it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
- (2) Subject to Article 7, the annual general meeting shall be held at such time and at such place as the Directors shall direct.
10. All general meetings of the Company other than annual general meetings shall be called extraordinary general meetings.
11. The Directors may, whenever they think fit, convene an extraordinary general meeting, and shall do so if requested in writing by not less than four group/society and/or organisation members, and extraordinary general meetings may also be convened by such requisitionists as are provided by Section 178 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum to hold a meeting of the Board of Directors to convene a general meeting of the Company, then 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 Board of Directors.

NOTICE OF GENERAL MEETINGS

12. Subject to Sections 181 and 193 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 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 of the meeting, and shall specify the place, the day and the hour of meeting, and in the case of special business the general nature of the business, and shall be given in manner hereafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the Company.

13. Any notice convening an annual general meeting shall have attached to it the agenda for the meeting, a copy of the audited financial statements of the company for the accounting period ending next before the meeting, a report from the chairman or the secretary summarising the activities of the Company since the date of the last preceding annual general meeting, and a copy of any motion of which prior written notice has been given under Article 15 below.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. 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 audited financial statements, the reports of the Directors and the Auditors, the approval of nominations to the Board of Directors, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors. No special business shall be transacted at a general meeting unless notice has been given of the nature of such business in accordance with Article 11 herein.
16. Motions and/or resolutions for consideration at any general meeting of the Company shall be in writing and shall be submitted to the Secretary at least one week before the date for issue of the notice convening the general meeting and shall be attached to that notice.
17. Subject to Article 17 hereunder no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting is called to order by the chairman of the meeting; and save as herein otherwise provided, three members (as defined in Article 3 above) present in person shall be a quorum if the total membership of the Company is 20 or less, and ten members (including at least 2 from each of at least three of the panels referred to in Article 27(1)(a) present in person shall be a quorum where the total membership of the Company exceeds 20. For the purpose of establishing the quorum of a general meeting, a group or society member, or an organisation member shall be deemed in each case to be one member irrespective of the number of individuals present representing the group, society or organisation.

18. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
19. The chairman (if any) of the Board of Directors shall preside as chairman of every general meeting of the Company, and if there is no such chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the vice-chairman (if any) of the Board of Directors shall preside at the meeting. If there is no such vice-chairman, or if he is not present or is unwilling to act, then the members present shall elect one of their number to be chairman of the meeting.
20. The chairman of any meeting may with the consent of the members present at 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 the meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
21.
 - (1) Every effort shall be made to arrive at decisions by the unanimous decision of the members of the Company present in person or by proxy.
 - (2) At any general meeting a resolution put to the vote of the members of the Company shall be decided in accordance with the following rules:
 - a) Each individual member shall be entitled to one vote;
 - b) Each group or society member, or each organisation member, shall be entitled to a number of votes equivalent to its own valid and paid-up membership, but in any event the maximum number of votes of any group or society shall not exceed 20 votes.
 - (4) All voting at a meeting of the members of the Company shall be by way of a poll of those present and entitled to vote, unless a postal poll of all members is (before or on the declaration of the result of those present at the meeting) demanded –
 - a) by the chairman; or
 - b) by at least five members present in person or by proxy.
 - (5) A poll or a postal vote shall be conducted 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 held or at which the postal vote was

adjournment thereof.

This form is to be used against/in favour of the resolution of
Unless otherwise instructed, the proxy will vote as he thinks fit.

Signed this day of

(Strike out whichever detail is not desired.)

- (5) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a postal poll.
 - (6) 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 intention is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
26. 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 the body corporate could exercise if it were an individual member of the Company.

DIRECTORS

27. The number of the Directors and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them. At the first general meeting of the company all the first directors shall retire, and new Directors shall be appointed in accordance with the procedures set out in Article 28.
- 27 (a) The Board of Directors shall consist initially of not more than 22 members appointed or co-opted under the following Articles, subject to Article 27(b) below.
- (b) Subject to Article 27(d) below, the directors may co-opt a number of members to the Board of Directors not exceeding 50% of those elected at the annual general meeting. Where a meeting at which the officers of the company are to be appointed under Article 43 herein, it is intended also to co-opt additional directors. Co-options to the Board of Directors shall be made by consensus of the members of the Board of Directors. If a co-option, or co-options, are not agreed through consensus there should be a secret vote with a majority of at least 75% of those voting required to secure the co-option of each Director to the Board of Directors.

- (c) All the Directors shall retire each year and shall be eligible for re nomination.
- (d) If any Director absents him or herself from three meetings in succession without an explanation which is considered adequate by the Directors he/she shall be deemed to have resigned, and his or her place may be filled by co-option from the relevant panel, having consulted with the former Director's organisation.
- (e) The total number of Directors, the numbers allocated to each panel of Directors and the numbers authorised for co-option to the Board of Directors may be changed by a special resolution passed at a duly convened general meeting of the members of the Company.

PROCEEDINGS OF DIRECTORS

- 28. The Directors shall meet at least six times a year. Subject to the foregoing, the Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The Secretary shall call a meeting of the Directors at any time if requested by at least three Directors.
- 29. Matters shall be decided in the meetings of the Directors as far as possible by consensus. If, however, there is a vote, then each member of the Board of Directors present and entitled to vote shall have one vote. In the event of equality of voting the chairman of the meeting shall have a casting vote.
- 30. The quorum for any meeting of Directors shall be eight or such other number as a 75% majority of all the Directors present shall at any time decide.
- 31. The Directors may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to such Directors, not being inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
- 32. 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, to be the attorney or attorneys of the Company for such purposes and with 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 may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 33. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for 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

determine.

34. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking a property or any part thereof, and to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability, obligation of the Company or of any third party.
35. The Directors or the Secretary shall cause to be made minutes of all meetings of the Company, of every general meeting thereof, of meetings of the Directors, and of the Executive Committee.
36. A general meeting of the Company may by ordinary resolution of which extended notice has been given in accordance with Section 146 of the Act remove any Director before the expiration of his period 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 or her and the Company.
37. 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 in pursuant to the Articles of their Company as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
38. Each meeting of the Directors shall be chaired by the Chairman of the Company, or by the Vice-Chairman in the absence of the Chairman, or by any Director decided upon by those present in the absence of the Chairman and Vice-Chairman.
39. All acts done by any meeting of the 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 such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if such person had been duly appointed and was qualified to be a Director.
40. 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 valid as if it had been passed at a meeting of the Directors duly convened and held.
41. A provision of the Act 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 place of, the Secretary.

DISQUALIFICATION OF A DIRECTOR

42. The office of Director shall be vacated if that Director:
 - (a) holds any other office or place of profit under the Company, or

- (b) is adjudged bankrupt in the State or in Northern Ireland or in Great Britain or makes any arrangement or composition with his creditors generally, or
- (c) becomes of unsound mind, or
- (d) resigns his office by notice in writing to the Company, or
- (e) is convicted of an indictable offence unless the Directors otherwise determine, or
- (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 231 of the Act.

OFFICERS

43. The Board of Directors shall each year appoint from among its members a Chairman, a Vice-Chairman, a Secretary and a Treasurer, and these four shall be called the Officers of the Company. Normally an office bearer shall be obliged to retire from office for a minimum of one year, if he or she has occupied that particular office for three consecutive years.

EXECUTIVE COMMITTEE

44. There shall be an Executive Committee, which shall consist of the Officers of the Company together with three other members appointed by the directors from amongst their number. All members of the Executive Committee shall retire each year but shall be eligible for re-appointment by the directors. If a member of the Executive Committee retires or his office becomes vacant for any reason during the year his or her place shall be filled at the next meeting of the directors. The Executive Committee may invite any person to attend all or part of any meeting in any advisory or consultative capacity.
45. The Company may from time to time by ordinary resolution increase or reduce the number of members of the Executive Committee.
46. The quorum necessary for the transaction of business of the Executive Committee may be fixed by the directors, but unless so fixed shall be two.
47. The Executive Committee shall carry out such duties as are delegated to it from time to time by the Directors, and shall give a report at each meeting of the Directors of matters dealt with by it since the last meeting of the Directors.

PAYMENT OF EXPENSES

48. A Director may be paid or reimbursed any expenditure properly incurred by him or her in the course of acting on behalf of the Company, and with the authority of the Directors as the case may be. If the Directors so decide a director may be paid all travelling, hotel and other expenses properly incurred by him or her in attending and returning from meetings of the Directors, or general meetings of the Company.

VOTING ON CONTRACTS

49. A Director may not vote in respect of any contract in which he or she is interested or any matter arising thereat.

THE SEAL

50. The seal shall be used by the authority of the Directors, 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 person appointed by the Directors for the purpose.

ACCOUNTS

51. The Directors shall cause proper books of account to be kept relating to all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place; all sales or chargeable services given by the Company, and all purchases and services received by the Company; and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain transactions.
52. The books of account shall be kept in the office or at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of a Director.
53. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.
54. The Directors shall from time to time in accordance with Sections 272, 288, 290, 291, 292, 293, 294, 295, 296, 325, 327, 341, 392, and 1217 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such income and expenditure accounts, balance sheets and reports as are required by those sections to be prepared and laid before the annual general meeting of the Company.
55. 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 the Auditor's report, shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

NOTICES

56. A notice may be given by the Company to any member either personally or by sending it by post or by facsimile or e-mail 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, repaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
57. Notice of every general meeting shall be given in any manner hereinafter authorised to:
- (a) every member, and
 - (b) every person being a personal representative or the Office Assignee in Bankruptcy of a member where the member but for his or her death or bankruptcy would be entitled to receive notice of the meeting, and
 - (c) the persons prescribed in Article 7 herein, and
 - (d) the auditors for the time being of the Company.

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

The provisions of the Companies Act 2014 are adopted.

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

Names, addresses and descriptions of subscribers:

1. Name
Address
Description
2. Name
Address
Description

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

Dated the day of 2017

Witness to the above Signatures:

Name: _____

Address: _____