

Companies Act 2014
DESIGNATED ACTIVITY COMPANY
LIMITED BY SHARES
CONSTITUTION
OF
ST. VINCENT'S HEALTHCARE GROUP
MEMORANDUM OF ASSOCIATION

Preamble

St Vincent's Hospital, the first hospital of the St Vincent's Healthcare Group, founded by Mary Aikenhead as part of her mission to provide Service to the Poor. It was funded by a fellow Sister's dowry, was established in a house on St Stephen's Green in 1834.

In the continuation of the fulfilment of this mission St. Vincent's Healthcare Group will strive to:

- Be a valuable part of an Irish Healthcare system that achieves best outcomes for patients and their families
- Be known for the highest standards of patient care, clinical excellence, medical research and staff education
- Be a private independent healthcare group which invests all of its funds in the treatment and care of its patients

- Be true to its core values of:

Human Dignity: Respect the dignity and uniqueness of each person

Compassion: Accept people as they are, bring empathy and care to all

Justice: Act with integrity which respects the rights of all

Quality: Strive for excellence in all aspects of care

Advocacy: Speak for the voiceless, act with and for them to achieve the appropriate quality of care.

The hospitals and facilities within the St. Vincent's Healthcare Group will strive to meet the needs of their patients and their families so that every individual can access the care and treatment they need to achieve health and well-being.

1. The name of the Company is St. Vincent's Healthcare Group.
2. The Company is a designated activity company limited by shares, that is to say a private company limited by shares registered under Part 16 of the Companies Act 2014.

3. The main objects for which the Company is established are:
 - (a) to provide medical, surgical, nursing services and accommodation at St. Vincent's University Hospital (Dublin), St. Michael's Hospital (Dun Laoghaire), St. Vincent's Private Hospital (Dublin) and/or at other healthcare facilities (together, the “**Facilities**”) for the treatment of sick persons and for the relief, cure, rehabilitation and prevention of sickness and disability both physical and mental;
 - (b) to provide a range of health services by the establishment of a new maternity, obstetrics, gynaecology and neonatal hospital;
 - (c) to conduct and maintain the Facilities in compliance with national and international best practice guidelines on medical ethics, and the laws of Ireland;
 - (d) to provide Healthcare and pastoral care services for the support of patients, relatives and staff; and
 - (e) to promote opportunities for education and research.

4. The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object.
 - 4.1 to determine, manage and control overall policies in and act as an administrative, coordinating and supervisory body for the Facilities;
 - 4.2 to make application on behalf of the Facilities to any Authority whether Government, Local, Medical or otherwise for financial funding of any kind;
 - 4.3 to decide and determine financial funding for the Facilities;
 - 4.4 to provide for and lay down plans, procedures, requirements, rules and regulations for accounting (financial or otherwise), discipline, education, staffing, teaching, patient care, patient records, purchasing, research, medical, nursing and surgical services and treatment of all kinds in the Facilities and for such other objectives and purposes in the interests of the Facilities as the Company shall deem fit;
 - 4.5 to continually evaluate, review and monitor the services and quality of care provided by the Facilities to patients and to co-operate with other neighbouring and related facilities;
 - 4.6 to establish health care policies for the Facilities;
 - 4.7 to represent the Facilities in any capacity and for any purpose;
 - 4.8 to appoint or direct the appointment of the Medical Consultant personnel/staff and Medical personnel/staff to the Facilities. For the purpose of this object, appointment shall include employment, secondment and engagement of any kind;
 - 4.9 to promote programmes and to provide a working environment for staff development and appraisal by means of teaching, continuing education and training activities;
 - 4.10 to be responsible for building, equipment and maintenance requirements of the Facilities;

- 4.11 to establish capital expenditure priorities and to control capital expenditure in the Facilities in respect of buildings, equipment, plant, resources and assets of any kind;
- 4.12 to undertake the office of Manager, Secretary, Registrar, Trustee, Executor, Administrator, Committee, Attorney, Delegate, Treasurer, or any office of Trust or confidence;
- 4.13 to employ such executive, administrative, clerical or such other staff as the Company may require from time to time;
- 4.14 to insure all of the property and assets of the Company against all manner of risks and to insure against losses and liabilities of any kind and to pay premiums on any such insurances;
- 4.15 to borrow and raise money in such manner as may be considered expedient and to issue debentures, debenture stock and other securities and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company;
- 4.16 to invest in such ways as shall seem desirable to the Directors any monies of the Company not immediately required for use in connection with any of its main objects and to place any such monies on deposit with Bankers and other Financial Institutions subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two (2) years for any purposes;
- 4.17 subject to the approval of the Board of Directors, to enter into or issue interest rate and currency hedging and swap arrangements, including agreements for cap, collar, floor and option transactions, forward rate agreements or commodity derivatives and other forms of financial instruments, and to purchase, redeem or pay off any other foregoing;
- 4.18 to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company;
- 4.19 for the purposes aforesaid to draw, accept, make, endorse, issue and negotiate bills of exchange, promissory notes and other negotiable instruments;
- 4.20 to acquire, purchase and hold lands, premises, other health-care facilities and all kinds of property for or in furtherance of the main objects of the Company;
- 4.21 to sell, improve, manage, develop, grant in fee simple or fee farm, lease, licence, dispose of and turn to account or otherwise deal with all or any part of the property of the Company;
- 4.22 to pay all expenses of and incidental to the incorporation and establishment of the Company;
- 4.23 to do any acts and enter into any agreements and covenants and provide any indemnities and any other assurance to facilitate the acquisition of the Company's shares;

4.24 to do all such other lawful things as shall be incidental to the foregoing main objects;

PROVIDED ALWAYS that the provisions of this clause shall be subject to the Company obtaining, where necessary, for the purpose of carrying any of its objects into effect, such licences, permits or authority as may be required by law.

5. The share capital of the Company is €100,000 divided into 1,000,000 ordinary shares of €0.10 each.
6. The shares in the Company may only be transferred in accordance with Article 12 of the Articles of Association.
7. The income and the property of the Company shall be applied solely towards the promotion of its main objects(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to a member of the Company. No director, except as provided for in the last paragraph of this Clause 8, shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
 - 7.1 reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company;
 - 7.2 interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by directors or other member of the Company to the Company;
 - 7.3 reasonable out-of-pocket expenses incurred by any director in connection with their attendance to any matter affecting the Company;
 - 7.4 reasonable and proper rent for premises demised and let by any member or director of the Company to the Company;
 - 7.5 fees, remuneration or other benefit in money or money's worth to any company of which a director of the Company may be a member holding not more than one percentage point (1%) of the issued capital of such company;
 - 7.6 insurance premia in respect of any director's liability indemnity insurance policy or policies; or
 - 7.7 payment by the Company to a person pursuant to any agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

Provided however, that nothing shall prevent the payment of remuneration to the Group Chief Executive Officer and nominated members of the Medical Board who are directors for services rendered to the Company as employees and provided that his/her salary is commensurate with comparable positions in other similar organisations and provided that he/she is not present at meeting of the Directors when his/her remuneration is discussed and voted upon.

8. No alterations or amendments shall be made to or in the provisions of the Memorandum of Association for the time being in force:

- 8.1 unless in the case of amendments for which the prior approval of the Charities Regulatory Authority is required under the Charities Act 2009 (as for the time being amended, extended or replaced), such amendments have been previously submitted to and approved in writing by the Charities Regulatory Authority; or
 - 8.2 which would contravene section 971 of the Companies Act 2014.
9. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed to the member of the Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 8 hereof. Members of the Company shall select the relevant company or companies (being a charitable institution or institutions) to which its property is to be so given or transferred at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some other company or companies (being a charitable institution or institutions) selected by the member of the Company whether having main objects similar to the main objects of the Company or not. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.
10. Audited financial statements shall be kept and made available to the Revenue Commissioners, on request.
11. The liability of the member(s) is limited.

ARTICLES OF ASSOCIATION

Interpretation and general

1. Sections 83 and 84 of the Act shall apply to the Company but, subject to that, the provisions set out in these articles of association shall constitute the whole of the articles applicable to the Company and no other “optional provisions” as defined by section 968(2) of the Act shall apply to the Company.
2. The Company is a designated activity company that has the status of a private company limited by shares registered under Part 16 of the Act and the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the termination of such employment to be members of the Company) is limited to one hundred and forty nine (149) (or such greater number as may be prescribed by the Act as being the maximum permitted number of members in a company of this type) so, however, that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this Article be treated as a single member.
3. In these articles of association:
 - 3.1 the “Act” means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force;
 - 3.2 the “Articles” are those rules and regulations set out in this document titled “Articles of Association”;
 - 3.3 the “Board of Directors” means the duly appointed executive and non-executive directors to the board of the Company;
 - 3.4 a “company”, other than the Company, shall be construed so as to include any company, corporation or body corporate, wherever and however incorporated or established; and
 - 3.5 a “Director” shall include an alternate director;
 - 3.6 the “Executive Management Team” (“**Executive Management**”) will be that team which has been proposed by the Group Chief Executive Officer and approved by the Board of Directors
 - 3.7 Group Personnel shall include an employee of the company or any of its subsidiaries or branches;
 - 3.8 “Insolvency Event” shall include the appointment of a receiver, examiner or liquidator, as the case may be a “member” shall include a member’s receiver in consequence of receivership, examiner in consequence of examinership and liquidator in consequence of liquidation, as the case may be;
 - 3.9 the “Nominations and Remuneration Committee” is the subcommittee of the board which reviews and advises on (a) executive remuneration (b) nominations to the Board of Directors and (c) executive appointments to the Company;
 - 3.10 a “person” includes any individual, firm, body corporate, association or partnership, government or state or agency of a state, local authority or government body or any joint venture association or partnership (whether or not having a separate legal

personality) and that person's personal representatives, successors or permitted assigns;

- 3.11 a "secretary" shall include any joint, assistant or deputy secretary;
- 3.12 a word or expression used in these articles of association which is not otherwise defined and which is also used in the Act shall have the same meaning here, as it has in the Act;
- 3.13 any phrase introduced by the terms "including, "include" and "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- 3.14 the singular shall include the plural and vice versa and references to one gender includes all genders.

Allotment and acquisition of shares

- 4. The following provisions apply to the allotment of shares (and 'allotment of shares' shall include issue of shares):
 - 4.1 for the purposes of section 69(1) of the Act, the allotment of shares (including redeemable shares) is not authorised generally and shares can only be allotted pursuant to the authority of an ordinary resolution;
 - 4.2 for the purposes of section 69(3) of the Act, any authorisation pursuant to the authority of an ordinary resolution for the allotment of shares in the Company may stipulate a period during which the allotment may occur; and
 - 4.3 section 69(6) of the Act shall apply to any allotment of shares in the Company.
- 5. The Company is authorised for the purposes of Section 105 (4) (a) of the Act, to acquire its own shares.
- 6. The Directors may without prejudice to Article 78, and subject to Article 4:
 - 6.1 allot, issue, grant options over and otherwise dispose of shares to an additional member if the authorisation for such a transfer is confirmed in writing by the board of St Vincent's Holdings CLG;
 - 6.2 exercise the Company's powers under Article 5,on such terms and subject to such conditions as they think fit, subject only to the provisions of the Act.
- 7. No share may be issued in the Company unless it is fully paid.

Variation of company capital

- 8. The Company may, by ordinary resolution and in accordance with section 83 of the Act, do any one or more of the following, from time to time:
 - 8.1 consolidate and divide all or any of its shares into shares of a larger nominal value than its existing shares;
 - 8.2 subdivide its shares, or any of them, into shares of a smaller nominal value, so however, that in the subdivision the proportion between the amount paid and the amount, if any,

- unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- 8.3 increase the nominal value of any of its shares by the addition to them of any undenominated capital;
 - 8.4 reduce the nominal value of any of its shares by the deduction from them of any part of that value, subject to the crediting of the amount of the deduction to undenominated capital, other than the share premium account;
 - 8.5 increase its share capital by new shares of such amount as it thinks expedient; or
 - 8.6 cancel shares of its share capital which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
9. The Company may, by special resolution and subject to the provisions of the Act governing the variation of rights attached to classes of shares and the amendment of a company's constitution, convert any of its shares into redeemable shares.
 10. The rights conferred upon the holders of the shares of any class issued by the Company with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

Reduction of company capital

11. The Company may, in accordance with the provisions of sections 84 to 87 of the Act, reduce its company capital in any way it thinks expedient and, without prejudice to the generality of the foregoing, may thereby:
 - 11.1 extinguish or reduce the liability on any of its shares in respect of share capital not paid up;
 - 11.2 either with or without extinguishing or reducing liability on any of its shares, cancel any paid up company capital which is lost or unrepresented by available assets; or
 - 11.3 either with or without extinguishing or reducing liability on any of its shares, pay off any paid up company capital which is in excess of the wants of the Company.

Transfer and transmission of shares

12. The Directors may in their absolute discretion and without assigning any reason for doing so, decline to register the transfer of any share.
13. The Directors' power to decline to register a transfer of shares shall not cease to be exercisable on the expiry of two months after the date of delivery to the Company of the instrument of transfer of the share.
14. In the case of the insolvency of a member, the receiver, examiner or liquidator (dependent on the insolvency event), shall be the only persons recognised by the Company as having any title in the shares.
15. Nothing in Article 14 shall release the estate of a deceased joint holder (if applicable) from any liability in respect of any share which had been jointly held by him or her with other persons.

16. Any person becoming entitled to a share in consequence of an insolvency event of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject to Article 17, elect either – (a) to be registered himself or herself as holder of the share; or (b) to have some person nominated by him or her (being a person who consents to being so registered) registered as the transferee thereof.
17. The Directors shall, in either of the cases referred to in Article 16, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before an insolvency event, as the case may be.
18. If the person becoming entitled as mentioned in Article 16 – (a) elects to be registered himself or herself, the person shall furnish to the Company a notice in writing signed by him or her stating that he or she so elects; or (b) elects to have another person registered, the person shall testify his or her election by executing to that other person a transfer of the share.
19. All the limitations, restrictions and provisions of Articles 12 to 18 shall be applicable to any notice or transfer as may be included in documents constituting the unanimous written resolution referred to in Article 18 as if the insolvency event of the member concerned had not occurred and the notice or transfer were a transfer signed by that member.
20. Subject to Article 21, a person becoming entitled to a share by reason of the insolvency event of the holder shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the share.
21. A person referred to in Article 20 shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.
22. The Company may charge a fee not exceeding €10.00 on the registration of every, vesting instrument, power of attorney, notice as to stock or other instrument or order.
23. The Directors may determine such procedures as they shall think fit in respect to the transmission of shares in the Company held by a body corporate that are transmitted by operation of law in consequence of a merger or division.

Dividends

24. No dividends may be declared or paid to the member of the Company.

General Meetings – General

25. Subject to Article 26 and, for the avoidance of doubt, section 175(3) of the Act, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
26. 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 year following.
27. The annual general meeting shall be held at such time and place as the Directors shall appoint.
28. All general meetings of the Company other than annual general meetings shall be called extraordinary general meetings.
29. The following provisions apply:

- 29.1 One or more members of the Company holding, or together holding, at any time not less than 50% of the paid up share capital of the company may convene an extraordinary general meeting of the company.
- 29.2 The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 178(3) to (7) of the Act. If at any time the number of Directors is less than the minimum number of Directors, any Director or any member 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.
30. An annual general meeting or extraordinary general meeting of the Company may be held outside the State provided that, the member entitled to attend and vote at such meeting consent in writing to its being held outside of the State the Company shall make, at its expense, all necessary arrangements to ensure that member can by technological means participate in any such meeting without leaving the State.
31. A general meeting of the Company may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides a member with a reasonable opportunity to participate.

Notice of general meetings

32. The only persons entitled to notice of and attend general meetings of the Company are:
- 32.1 the member/s;
- 32.2 the receiver, administrator, examiner or liquidator, as the case may be, in an insolvency event of a member.
- 32.3 the Directors and secretary of the Company; and
- 32.4 the Company's statutory auditors (who shall also be entitled to receive other communications relating to any general meeting to which a member is entitled to receive).
33. A meeting of the Company, other than an adjourned meeting, shall be called:
- 33.1 in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
- 33.2 in the case of any other extraordinary general meeting, by not less than seven days' notice; or
- 33.3 in either case, on such shorter notice as all of the member and the statutory auditors of the Company agree.
34. In determining the correct period of notice for a general meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
35. 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 the meeting.

Unanimous written resolutions

36. In accordance with section 193(1) of the Act (as modified in its application to a DAC by section 989 of the Act), notwithstanding any provision to the contrary in the Act:
- 36.1 a resolution in writing signed by all the members of the Company 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 (a “unanimous written resolution”);
 - 36.2 if described as a special resolution a unanimous written resolution shall be deemed to be a special resolution within the meaning of the Act, and
 - 36.3 a unanimous written resolution may consist of several documents in like form each signed by the member.
37. A unanimous written resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, it shall be taken that it was signed by him or her on that date.
38. Where a unanimous written resolution is not contemporaneously signed, the Company shall notify the member, within 21 days after the date of delivery to it of the document or documents constituting the unanimous written resolution of the fact that the resolution has been passed.
39. The signatories of unanimous written resolution shall, within 14 days after the date of its passing, procure delivery to the Company of the documents constituting the unanimous written resolution and without prejudice to the use of the other means of delivery generally permitted by the Act, such delivery may be effected by electronic mail or the use of a facsimile machine and the Company shall retain those documents as if they constituted the minutes of a general meeting of the Company.
40. A unanimous written resolution within the meaning of Article 36 shall be ineffective to remove a Director or a statutory auditor (or so as not to continue the statutory auditor in office).

Majority written resolutions

41. An ordinary resolution and special resolution may be passed as majority written resolutions in accordance with sections 194 (as modified in its application to a DAC by section 990 of the Act) and 195 of the Act.

Written decision of sole member

42. At any time that the Company is a single-member company, its sole member may pass any resolution as a written decision in accordance with section 196 of the Act.

Quorum for general meetings

43. Two members of a Company present in person or by proxy at a general meeting of it shall be a quorum provided that at any time when the Company is a single-member company, one member of the Company present in person or by proxy at a general meeting or it shall be a quorum.
44. If within 15 minutes after the time appointed for a general meeting a quorum is not present, then:

- 44.1 the meeting 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
- 44.2 if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall be a quorum.

Proxies

- 45. Every member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as its proxy to attend and vote instead of it. A member shall not be entitled to appoint more than one proxy to attend on the same occasion. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
- 46. The instrument appointing a proxy (the “instrument of proxy”) shall be in writing:
 - 46.1 under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - 46.2 if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
- 47. The instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be so deposited not later than:
 - 47.1 the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 47.2 in the case of a poll, 48 hours before the time appointed for the taking of the poll.
- 48. An instrument of proxy which is not in compliance with these Articles shall not be valid.
- 49. The depositing of the instrument of proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means.
- 50. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given provided however that it will not be valid if notice in writing of such death, insanity, revocation or transfer as is mentioned in that subsection is received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Form of proxy

- 51. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:

[NAME] (the “**Company**”)

[name of member] (the “**Member**”) of [address of member] being a member of the Company hereby appoint/s name and address of proxy] or failing him or her

[name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:

Voting Instructions to Proxy (choice to be marked with an 'x')			
Number or description of resolution:	In Favour	Abstain	Against
1			
2			
3			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			
Signature of member:.....			
Dated: [date].....			

Representative of bodies corporate

52. 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 or of any class of members 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 chairperson of a meeting may require a person claiming to be an authorised person within the meaning of this Article to produce such evidence of the person's authority as such as the chairperson may reasonably specify and, if such evidence is not produced, the chairperson may exclude such person from the meeting.

The business of general meetings

53. All business that is transacted at an extraordinary general meeting and that is transacted at an annual general meeting other than, in the case of an annual general meeting, the business specified in Article 54 which shall be ordinary business.
54. The business of the annual general meeting shall include:
- 54.1 the election, re-election or rotation of directors;
 - 54.2 the consideration of the Company's statutory financial statements and the report of the directors and the report of the statutory auditors on those statements ;
 - 54.3 the review by the member of the Company's affairs;
 - 54.4 the authorisation of the directors to approve the remuneration of the statutory auditors; and
 - 54.5 the appointment or re-appointment of statutory auditors.

Proceedings at general meetings

55. The chairperson, if any, of the Board of Directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present at the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.
56. If at any meeting no Director is willing to act as chairperson or if no Director is present at the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
57. The chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place.
58. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
59. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
60. Unless a poll is demanded in accordance with section 189 of the Act, at any general meeting:
 - 60.1 a resolution put to the vote of the meeting shall be decided on a show of hands; and
 - 60.2 a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of 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 such resolution.
61. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall not have a second or casting vote.
62. Subject to any rights or restrictions for the time being attached to any class or classes of shares, where a matter is being decided:
 - 62.1 on a show of hands, every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote; and
 - 62.2 on a poll, every member shall, whether present in person or by proxy, have one vote for each share of which he or she is the holder.
63. No member shall be entitled to vote at any general meeting of the Company unless all calls or other sums immediately payable by him or her in respect of shares in the Company have been paid.
64. 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 chairperson of the meeting, whose decision shall be final and conclusive.

Appointment of directors

65. The number of Directors, from time to time, shall be not less than two (2) and not more than fourteen (14). For the avoidance of doubt, the Board of Directors shall at all times consist of a greater number of non-executive Directors than the number of Directors appointed and drawn from the nominees set out in Article 66 - 67 below.
66. Upon the transfer of operations from the National Maternity Hospital (Holles St.) to Elm Park two of the directors of the Company shall be drawn from two nominees to The National Maternity Hospital at Elm Park (DAC). These two nominees will be drawn from the four directors nominated by the NMH Chartered Trust to act as directors of The National Maternity Hospital at Elm Park (DAC)- and will be subject to agreement with the Nominations and Remuneration Committee. The nominees will appointed at least six months prior to the anticipated completion of the construction of the new hospital.
67. The directors of the Company should consider including the following nominees:
 - 67.1 One (1) representative from University College Dublin subject to consultation and agreement with the Nominations and Remuneration Committee;
 - 67.2 The Group Clinical Director;
 - 67.3 A member of the Medical Board, in addition to the Group Clinical Director, as shall be nominated by the Nominations and Remuneration Committee in consultation with the Medical Board.

The Group Chief Executive Officer may be appointed as a Director of Board, subject to consultation with the Nominations and Remuneration Committee.

The Nominations and Remuneration Committee can nominate persons as directors of the Company.

68. Directors may be appointed by the member in general meeting, provided that no person other than a Director retiring at the meeting shall, save where recommended by the Directors, be eligible for election to the office of Director at any general meeting unless the requirements of Article 73 as to his or her eligibility for that purpose have been complied with.
69. The Directors may from time to time appoint any person to be a Director, either to fill up to two casual vacancies or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number as may be provided for in these articles of association.
70. A Director who is appointed pursuant to Article 69 shall be required to retire at the next following annual general meeting and may seek reappointment at that meeting.
71. The Company may from time to time, by ordinary resolution, increase or reduce the number of Directors provided that any resolution to appoint a director approved by the member that would result in the maximum number of Directors being exceeded shall be deemed to constitute an ordinary resolution increasing the number of Directors to the number in office following such a resolution of appointment.
72. The Company may, by ordinary resolution, appoint another person in place of a Director removed from office under section 146 of the Act and, without prejudice to the powers of the Directors under Article 69, the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.
73. The following are the requirements mentioned in Article 68 for the eligibility of a person (the "person concerned") for election as a Director at a general meeting, namely, not less than three

nor more than 21 days before the day appointed for the meeting there shall have been left at the Company's registered office:

- 73.1 notice in writing signed by a member of the Company duly qualified to attend and vote at the meeting for which such notice is given, of his or her intention to propose the person concerned for such election; and
- 73.2 notice in writing signed by the person concerned of his or her willingness to be so elected.

Term of office

- 74. The Directors shall serve for a fixed term of office of three (3) years. A Director may be re-appointed for a further two (2) terms, meaning a Director may serve the Company for a maximum term of office of nine (9) years.

Directors shall be permitted to serve for a maximum combined term of fourteen (14) years as a Director of the Company and a Director / Member of St. Vincent's Holdings Company Limited by Guarantee, so long as the maximum term of appointment to either entity (whether in the capacity of a Director or Member) is nine (9) years.

A director of the member may not act as director of SVHG except for the transitional phase whereby four transition directors during the transition period, said transition period being for no longer than one year. The transition period will commence on the date of appointment as a director of St Vincent's Holdings CLG. If said transition period is longer than one year, the transition director must resign from the board of the Company.

Vacation of office by Directors

- 75. In addition to the circumstances described in sections 146, 148(1) and 196(2) of the Act, the office of Director shall be vacated -

- 75.1 ipso facto, if that Director –
 - (a) resigns his or her office by notice in writing to the Company;
 - (b) becomes subject to a declaration of restriction under section 819 of the Act and the Directors, at any time during the currency of the declaration, resolve that his or her office be vacated;
 - (c) resigns his office by spoken declaration at any board meeting and such resignation is accepted by resolution of that meeting, in which case such resignation shall take effect at the conclusion of such meeting unless otherwise resolved;
 - (d) is adjudicated insolvent or bankrupt or makes any arrangement or compromise with his creditors generally (in any jurisdiction);
 - (e) is removed from office by notice in writing to the Company: where there is a sole member, by the sole member or where there is more than one member, by any member or members having the right to attend and vote at a general meeting of the Company on a resolution to remove a Director and holding for the time being not less than 90% in nominal value of the shares giving that right;
 - (f) is no longer qualified to act as a Director/Trustee pursuant to Section 55 of the Charities Act 2009;

- (g) if a director ceases to perform the role of the following, Group Clinical Director Group Chief Executive Officer, Member of the Medical Board or University College Dublin representative, then they shall be deemed to have vacated their position as director; or

75.2 by resolution of the Board of Directors where that Director -

- (a) can no longer be reasonably regarded as possessing an adequate decision making capacity by reason of his or her health;
- (b) is sentenced to a term of imprisonment (whether or not the term is suspended) following conviction of a criminal offence in any jurisdiction;
- (c) is for more than six months absent, without the permission of the Directors, from meetings of the Directors held during that period;

and a Director so removed shall have no right to prior notice or to raise any objection to his or her removal from office.

Directors' remuneration and expenses

- 76. No salary, fees or other remuneration shall be paid to the Directors for their role as directors except pursuant to Clause 8 of the Memorandum of Association.
- 77. The Directors may be paid all travelling, hotel and other expenses properly incurred by them - (a) in attending and returning from – (i) meetings of the Directors or any committee; or (ii) general meetings of the Company, or (b) otherwise in connection with the business of the Company.

General power of management and delegation

- 78. The business of the Company shall be managed by its Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting, but subject to:
 - 78.1 any article contained in these articles of association;
 - 78.2 the provisions of the Act; and
 - 78.3 such directions, not being inconsistent with the foregoing articles or provisions, as the Company in general meeting may (by special resolution) give.
- 79. The Directors may from time to time appoint any person(s) as an executive for such period and on such terms as they think fit, and fix, determine and vary his or her duties, powers and functions. The Directors may revoke such appointment(s), but without prejudice to any claims such Executive may have for damages for breach of any contract of service between him or her and the Company.
- 80. No direction given by the Company in general meeting under Article 78.3 shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
- 81. Without prejudice to the generality of Article 78, Article 78 operates to enable, subject to a limitation (if any) arising under any of paragraphs 78.1 to 78.3 of it, the Directors exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof.

82. Without prejudice to section 40 of the Act, the Directors may delegate any of their powers (including any power referred to in these articles of association) to such person or persons as they think fit, including committees; any such person or committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
83. The reference in Article 788 to a power of the Company required to be exercised by the Company in general meeting includes a reference to a power of the Company that, but for the power of the member to pass a written resolution to effect the first-mentioned power's exercise, would be required to be exercised by the Company in general meeting.
84. The acts of the Board of Directors or of any committee established by the Board of Directors or any delegee of the board or any such committee shall be valid notwithstanding any defect which may afterwards be discovered in the appointment or qualification of any Director, committee member or delegee.
85. The Directors may appoint the company secretary and any assistant company secretary and a deputy company secretary for such term, at such remuneration and upon such conditions as they may think fit; and any such person so appointed may be removed by them. The company secretary or any assistant or deputy shall not be the Group Chief Executive Officer.

Group Chief Executive Officer

86. The Directors may from time to time, in consultation with the Nominations and Remuneration Committee, appoint a person to the office of Group Chief Executive Officer for such period and on such terms as to remuneration and otherwise as they see fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The Group Chief Executive Officer may be appointed to the Board of Directors of the Company.
87. Without prejudice to section 40 of the Act, the Directors may confer upon a Group Chief Executive Officer any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and in conferring any such powers, the Directors may specify that the conferral is to operate either - (a) so that the powers concerned may be exercised concurrently by them and the Group Chief Executive Officer; or (b) to the exclusion of their own such powers.
88. The Directors may (a) revoke any conferral of powers under Article 87 or (b) amend any such conferral (whether as to the powers conferred or the terms, conditions or restrictions subject to which the conferral is made).

Meetings of Directors and committees

89. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any such meeting shall be decided by a majority of votes. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
90. All Directors shall be entitled to at least seven (7) days notice of any meeting of the Directors.
91. Nothing in Article 90 or any other provision of the Act enables a person, other than a Director, to object to the notice given for any meeting of the Directors.
92. The quorum necessary for the transaction of the business of the Directors shall be one third of appointed directors but no less than two and provided always that half or the majority of directors are non-executive directors.

93. 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 in accordance with these articles of association as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.
94. The Nominations and Remuneration Committee shall be comprised of non executive directors only.

Chairperson

95. The Directors may elect from one of their number, a chairperson of the Board of Directors and may determine the period for which he or she is to hold office. The chairperson should be a non-executive Director and must not be one of the Directors appointed pursuant to Article 66 of these Articles. The Group Chief Executive Officer may not be appointed as chairperson of the board of Directors. If no such chairperson is elected, or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.
96. The duties and responsibilities of the Chairperson may be determined by the Board of Directors but shall include:
 - 96.1 overseeing the governance and performance of the Company, setting the agenda for meetings and facilitating the effective contribution of other Directors;
 - 96.2 leading and representing the Directors to the Group Chief Executive Officer and other employees of the Company and to the member in general meeting;
 - 96.3 chairing meetings of the Board of Directors and ensuring that the Board functions effectively and efficiently;
 - 96.4 chairing general meetings of the Company.

Committees

97. The Directors may establish one or more committees consisting in whole or in part of members of the Board of Directors.
98. The Board of Directors shall appoint the chairperson of any committees established under Article 97 (a “committee”); if no such chairperson is elected, or if at any meeting of a committee the chairperson is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
99. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and where there is an equality of votes, the chairperson of the committee shall have a second or casting vote.
100. Where any committee is established by the Directors:
 - 100.1 the meetings and proceedings of such committee shall be governed by the provisions of these articles of association regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations imposed upon such committee by the Directors; and

- 100.2 the Directors may authorise, or may authorise such committee to authorise, any person who is not a Director to attend all or any meetings of any such committee on such terms as the Directors or the committee think fit, provided that any such person shall not be entitled to vote at meetings of the committee.

Written resolutions and telephonic meetings of Directors

101. A resolution in writing signed by all the Directors, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the Directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the Directors or such a committee duly convened and held.
102. Subject to Article 103, where one or more of the Directors (other than a majority of them) would not, by reason of:
- 102.1 the Act or any other enactment;
 - 102.2 these articles of association; or
 - 102.3 a rule of law,
- be permitted to vote on a resolution such as is referred to in Article 101, if it were sought to pass the resolution at a meeting of the Directors duly convened and held, then such a resolution, notwithstanding anything in Article 101, shall be valid for the purposes of that subsection if the resolution is signed by those of the Directors who would have been permitted to vote on it had it been sought to pass it at such a meeting.
103. In a case falling within Article 102, the resolution shall state the name of each Director who did not sign it and the basis on which he or she did not sign it.
104. For the avoidance of doubt, nothing in Articles 101 to 103 dealing with a resolution that is signed by other than all of the Directors shall be read as making available, in the case of an equality of votes, a second or casting vote to the one of their number who would, or might have been, if a meeting had been held to transact the business concerned, chairperson of that meeting.
105. The resolution referred to in Article 101 may consist of several documents in like form each signed by one or more Directors and for all purposes shall take effect from the time that it is signed by the last Director.
106. A meeting of the Directors or of a committee referred to in Article 97 may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:
- 106.1 a Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
 - 106.2 such a meeting shall be deemed to take place:
 - (a) where the largest group of those participating in the conference is assembled;
 - (b) if there is no such group, where the chairperson of the meeting then is; or

- (c) if neither subparagraph (a) or (b) applies, in such location as the meeting itself decides.

Directors' duties, conflicts of interest, etc.

- 107. A Director may not vote in respect of any contract, appointment or arrangement in which he or she is interested and shall not be counted in the quorum present at the meeting.
- 108. Nothing in section 228(1)(e) of the Act shall restrict a Director from entering into any commitment which has been approved by the Board or has been approved pursuant to such authority as may be delegated by the Board in accordance with these articles of association. It shall be the duty of each Director to obtain the prior approval of the Board, before entering into any commitment permitted by sections 228(1)(e)(ii) and 228(2) of the Act.
- 109. The Directors may exercise the voting powers conferred by the shares of any other company held or owned by the Company in such manner in all respects as they think fit and, in particular, they may exercise the voting powers in favour of any resolution – (a) appointing the Directors or any of them as Directors or officers of such other company; or (b) providing for the payment of remuneration or pensions to the Directors or officers of such other company.
- 110. Any Director may vote in favour of the exercise of such voting rights notwithstanding that he or she may be or may be about to become a Director or officer of the other company referred to in Article 109 and as such or in any other way is or may be interested in the exercise of such voting rights in the foregoing manner.
- 111. Without prejudice to the provisions of section 228 of the Act, a Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise.
- 112. A Director may act by himself or herself, or his or her firm, in a professional capacity for the Company; and any Director, in such a case, or his or her firm, shall be entitled to remuneration for professional services as if he or she were not a Director, but nothing in this Article authorises a Director, or his or her firm, to act as statutory auditor of the Company.

Alternate Directors

- 113. Any Director (the “appointer”) may from time to time, subject to the agreement of the Nominations and Remuneration Committee, appoint any person to be an alternate director (the “appointee”) as respects him or her and any such appointment shall be subject to the approval of the Board of Directors.
- 114. One or more persons may stand appointed at a particular time to be an alternate director as respects a particular Director, although only one alternate in respect of each Director may attend an individual meeting.
- 115. The appointee, while he or she holds office as an alternate director, shall be entitled –
 - 115.1 to notice of meetings of the Directors;
 - 115.2 to attend at such meetings as a Director; and
 - 115.3 in place of the appointer, to vote at such meetings as a Director,but shall not be entitled to be remunerated otherwise than out of the remuneration of the appointer.

116. Any appointment under Article 113 shall be effected by notice in writing given by the appointer to the Company.
117. Any appointment so made may be revoked at any time by the appointer or by an ordinary resolution of the member and Articles 71 and 72 shall apply to each alternate director.
118. Revocation of such an appointment by the appointer shall be effected by notice in writing given by the appointer to the Company.
119. An appointee shall cease to be an alternate director ipso facto upon his or her appointer ceasing to be a Director.
120. The appointer and each appointee of that appointer shall be deemed to constitute but one and the same Director for the purposes of counting the number of Directors for all purposes under these articles of association or the Act, including for the purposes of determining the maximum number of directors, the quorum for a meeting of the Directors or a majority of the directors for the purposes of determining the approval of a resolution of the Directors or all the Directors for the purposes of a resolution in writing of the Directors.

The common seal

121. The Company's seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by its Directors in that behalf; and any instrument to which the Company's seal shall be affixed shall be:
 - 121.1 signed by a Director or by some other person appointed for the purpose by the Directors or by a committee of them; and
 - 121.2 countersigned by the secretary or by a second Director of it or by some other person appointed for the purpose by its directors or by a foregoing committee of them.

The expression "director" in this Article shall include any alternate director appointed pursuant to Article 113 of these Articles.

Service of notices on the member and the Company

122. A notice required or authorised to be served on or given to a member of the Company pursuant to a provision of the Act or these articles of association shall, save where the means of serving or giving it specified in Article 122.4 is used, be in writing and may be served on or given to the member in one of the following ways:
 - 122.1 by delivering it to the member;
 - 122.2 by leaving it at the registered address of the member;
 - 122.3 by sending it by post in a prepaid letter to the registered address of the member; or
 - 122.4 by electronic means; and

the member of the Company hereby consents to the use of electronic means in the form of email to serve or give notices in relation to them and further agrees to provide the Company with an email address to which notices may be served or given.

123. Any notice served or given in accordance with Article 122 shall be deemed, in the absence of any agreement to the contrary between the Company (or, as the case may be, the officer of it) and the member, to have been served or given:

- 123.1 in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
 - 123.2 in the case of its being left, at the time that it is left;
 - 123.3 in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address)—
 - (a) on a Friday — 72 hours after despatch; or
 - (b) on a Saturday or Sunday — 48 hours after despatch;
 - 123.4 in the case of electronic means being used in relation to it, twelve hours after despatch, but this Article is without prejudice to section 181(3) of the Act.
124. In addition to the means of service of documents set out in section 51 of the Act, a notice or other document may be served on the Company by an officer or member of the Company by email provided, however, that the Directors have designated an email address for that purpose and notified that email address to its members and officers for the express purpose of serving notices on the Company.

Sending statutory financial statements to the member

125. The member hereby agrees and consents that copies of the documents referred to in section 338(2) of the Act, are to be treated, for the purposes of section 338 of the Act, as sent to a it where:
- 125.1 the Company and St Vincent’s Holdings CLG have agreed to having access to the documents on a website (instead of their being sent to him or her);
 - 125.2 the documents are documents to which that agreement applies; and
 - 125.3 that St Vincent’s Holdings CLG is notified, in a manner for the time being agreed for the purpose between him or her and the Company, of –
 - (a) the publication of the documents on a website,
 - (b) the address of that website, and
 - (c) the place on that website where the documents may be accessed, and how they may be accessed.
126. Documents treated in accordance with Article 125 as sent to St Vincent’s Holdings CLG are to be treated as sent to it not less than 21 days before the date of a meeting if, and only if:
- 126.1 the documents are published on the website throughout a period beginning at least 21 days before the date of the meeting and ending with the conclusion of the meeting; and
 - 126.2 the notification given for the purposes of paragraph (c) of Article 125.3 is given not less than 21 days before the date of the meeting.
127. Any obligation by virtue of section 339(1) or (2) of the Act to furnish St Vincent’s Holdings CLG with a document may, unless these articles of association provides otherwise, be complied with by using electronic communications for sending that document to such address as may for the time being be notified to the Company by St Vincent’s Holdings CLG for that purpose.

Winding up

128. Subject to the provisions of the Act as to preferential payments, the property of the Company on its winding up shall, subject to such application, be distributed in accordance with Clause 9 of the Company's Memorandum of Association.

Indemnification

129. Subject to the provisions of and so far as may be permitted by section 235(3) of the Act every Director 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 any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer 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.

We, the persons whose names, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this constitution, and we agree to take the number of shares in the capital of the Company set opposite our names.

Name, address and description of subscriber	Number of shares taken ¹ by subscriber
--	--

Witness to the above signatures:
