

Certificate Number 332093

Companies Act 1963 to 1999

Company Limited By Guarantee and not having A Share Capital

Memorandum and Articles
of
Association
Of

The Irish Whale and Dolphin Group
Limited

Incorporated in Dublin, Ireland this 5th Day of September, 2000

Company Consultants Ltd
6 Lower Hatch Street, Dublin 2, Ireland

Tel: (01) 6785618 / 6785529. Fax: 01 6624593
Confidential Express Companies Registration Agents – First in The Field

Number 332093

Certificate of Incorporation

I hereby certify that

The Irish Whale and Dolphin Group Limited

Is this day incorporated under
The Companies Acts 1963 to 1999
And that the company is limited.

Given under my hand at Dublin, this

Tuesday, the 5th day of September, 2000

For Registrar of Companies

N.A.C.E. 73. 10

P.1

The Companies Acts 1963 to 1999

Company Limited By Guarantee And Not Having a Share Capital

Memorandum of Association
of
The Irish Whale and Dolphin Group
Limited

1 The name of the company is:

THE IRISH WHALE AND DOLPHIN GROUP LIMITED.

2 **The main object for which the company is established is:**

The conservation in Irish waters and better understanding in Irish, contiguous, adjacent or other waters of cetaceans (whales, dolphins and porpoise) through activities, study, education and interpretation.

3 The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of the main object and any income generated therefrom is to be applied for the main object only.

The Subsidiary objects are;

- (i) To conduct, encourage and support any scientific research or other activity, as is deemed necessary by the Company and/or its directors and officers, to further our knowledge of cetaceans in Irish and other waters and to further their conservation; and
- (ii) To provide facilities, expertise and training for the rescue and rehabilitation of stranded, injured or diseased cetaceans in Irish waters and on the Irish shoreline; and
- (iii) To maintain aquaria, exhibits, exhibitions, museums, reference collections, libraries and other places or facilities conducive to the pursuit of the main objects of the group; and
- (iv) To associate for scientific, educational, welfare and related purposes with persons and/or organisations in pursuit of the main objects of the Group; and

- (v) To carry out diverse activities and/or to associate with diverse activists to enhance public awareness of the Company's objectives.

The above are the main and subsidiary objects for which the Company is established these being motivated solely by altruistic and charitable considerations.

The following are the powers of the Company:

- (1) To act as consultants or advisors to any person or group in relation to the above; to pursue all activities as are, in the opinion of the Company and/or its directors and officers, conducive to the furtherance of the above main objects;

to rescue or otherwise acquire cetaceans or other marine animals, to breed and/or release cetaceans and/or otherwise dispose of cetaceans;

to acquire, establish, maintain and operate libraries, shops, training centers, restaurants and other such places, facilities, services or amenities as may be useful or expedient in the furtherance of the foregoing main and subsidiary objects of the group;

to take such steps by way of personal or written appeals, public meetings or fund raising activities of any kind whatsoever as may be deemed expedient for the purpose of acquiring funds for the group;

to disseminate information through the holding of lectures, courses, exhibitions and by way or provision of facilities to persons engaged in the dissemination of information;

to enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the main object of the company and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.

- (2) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company; to sell, dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.

- (3) (a) To furnish and provide the Company's property with such furniture, implements, machinery and conveniences as the Company may think desirable.

(b) To provide grounds and/or buildings of brick/block, stone, wood, glass or composite material for administration, recreation and amusement in connection with the above main object.

(c) To raise funds and help raise funds for any charitable purpose.

(d) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.

(4) To borrow or raise money, without limitation as to amount, from any person or persons, and on such terms as the Directors may deem fit, upon banking account or otherwise, by the issue of or upon bonds, debentures, bills of exchange, promissory notes, mortgages or other securities of the Company; to undertake and execute any trusts for the advancement of the main and subsidiary objects of the Company; to accept donations and subscriptions from persons or bodies desirous of promoting the main object of the Company, and lend money either with or without security or give financial assistance by way of donation or subscription or otherwise to any person or body not formed or carrying on business for profit for the purpose of the advancement of the main and subsidiary objects of the Company or to any such person or body whose objects are similar to those of the Company, provided that the Company shall not at any time pay any of its assets to any person or body which is not restricted to any extent at least as great as is imposed on the Company under or by virtue of power 11 and

(5) To make, draw, accept, endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.

(5) Winding Up

If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the company, but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the company at or before the time of dissolution and if and so far as effect cannot be given to such provisions, then to some charitable object

(6) Income and Property

The income and property of the company, whomsoever derived, shall be applied solely towards the promotion of the main objects of the company as set forth in this Memorandum and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the company, or to any member of the company, in return for any services actually rendered to the company, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable or proper rent for premises demised or let by any member to the company, but so that no Director of the company shall be appointed to any salaried 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, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the company provided that the provision last aforesaid shall not apply to any payment to any Company of which a Director of the company may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits she/he may receive in respect of any such payment.

(7) Additions, alterations or amendments

No addition, alteration or amendment shall be made to or in the provisions of this Memorandum for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners

(8) Keeping of Accounts

Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

(9) To do all such other things as are incidental or conducive to the main object.

(10) The liability of the members is limited.

(11) Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while (s)he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before (s)he ceases to be a member, and the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1 cash.

We, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association.

Full Name and Residential Address and Occupation
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Dr Noirin Burke (Chair) Castlecreevy, Corrandulla, Co. Galway Ph. 085 7540836 Email: noirin@nationalaquarium.ie	Marine Biologist and Educator
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Frances Bermingham (Secretary) Einagh, Moyasta, Kilrush, Co Clare Ph. 087 2388433/065 9080500 Email: francesberminghan@gmail.com	Sea Fisheries Officer
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Karl Grabe Ti Bergen, Woodside, Kerry Pike, Cork, Co Cork Phone: 086 8110435 Email: incabrick@gmail.com	Lecturer in Institute of Technology
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Fiacc O'Brolchain 13 Marlboro Road, Dublin 4 Ph. 01 6680043/087 6699729 Email: fiaccob@gmail.com	Architect
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Brendan Quinn, Coole, Gort, Co Galway Ph. 086 2472507 Email: bqpharm@gmail.com	Pharmacist
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Niamh Ryan, Lahinch, Co Clare Ph. 087 9290873 Email: Niamh.email@gmail.com	Project Manager
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Dated the 11th day of July, 2000.

Witness to the above signatures:

John Edward Nolan
21, Yale, Ardilea,
Dublin 14.
Company Director.

Companies Acts 1963 to 1999

Company Limited by Guarantee and Not Having a Share Capital

Articles of Association Of The Irish Whale and Dolphin Group Limited

A: PRELIMINARY

The Regulations contained in Table C of the Companies Acts 1963 to 1983, save as amended, excluded and/or verified in these Articles, shall apply to the Company

Interpretation

1. In these Articles:-

“**the Act**” means the Companies Acts 1963 (No. 33 of 1963) to 1986;

“**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 include 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.

“**the Company**” means this body corporate, and includes any generic names used by the Company, e.g. “Institute”, “Association”, “Club” and/or the like.

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

Unless the contrary intention appears, words or expressions contained 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.

B; MEMBERSHIP

2, The number of members with which the Company but the Directors may alter this from time to time and have subsequently resolved that the membership be unlimited.

3. The subscribers to the Memorandum of Association and all such other persons who apply in writing for membership and whom the Directors shall admit to membership and whom are duly elected shall be members of the Company.

4 Where two or more persons jointly are the members they shall together constitute one member and the person whose name first appears in the register of members shall exercise the voting and other powers vested in such member.

The trustee in bankruptcy of any bankrupt member or the personal representative of any deceased member shall be entitled to become a member.

The rights and liabilities attaching to any or all members of the Company may be varied from time to time by a Special Resolution of the Company.

5. The Company may from time to time award honorary membership to persons who are willing to accept it and who are adjudged to have made a significant beneficial input into the activities of the Company.

Annual Subscriptions

The Directors shall be entitled from time to time to determine any Annual Subscriptions to be payable by any member of the Company. Such subscriptions shall be payable in advance of the 1st day of January in each year. A person becoming a member of the Company after the 1st day of January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to 31st day of December in any year that member shall not be entitled to any rebate of his/her Annual Subscription paid for that year.

The terms and conditions attached to Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

Resignation, cessation and expulsion of Members

(i) A member of any class may by notice in writing to the Secretary of the Company resign his/her membership of the Company.

(ii) Membership of the Company shall automatically cease on any member's death.

(iii) If any member shall refuse or willfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him/her unfit to remain a member of the Company or shall be injurious to the Company or if the Directors shall for any other good reason require that a member shall be expelled, such members may by a resolution of the Directors be expelled from membership provided that (s)he shall have been given notice of the intended resolution for his/her expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defense as (s)he may think fit.

Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 70? Maybe 71 or 72? of these Articles whether or not it is actually received by the member intended to be served with such notice.

C: GENERAL MEETINGS

6. All general meetings of the Company shall be held in the State.

7.

(i) So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 6, the Annual General Meeting shall be held at such time and at such a place in the State as the Directors shall appoint.

(ii) Subject to paragraph (i) above, the Company shall in each subsequent year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.

8. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

9. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisitions, or, in default, may be convened by such requisitions as provided by Section 132 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any 3 Directors or any ten per cent of members of the Company may convene an Extraordinary General Meeting in the same manner as possible as that in which meetings may be convened by the Directors.

Notice of General Meetings

10. Subject to sections 133 and 141 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 for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under the articles of the Company entitled to receive notices from the Company.

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

Proceedings at General Meetings

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.

13 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten members present in person shall be a quorum.

14 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 an 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.

15. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall select one of their number to be Chairman of the meeting.

16. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be Chairman of the meeting.

17. The Chairman may with the consent of any meeting at which the quorum is present (and shall, if so directed by he 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 adjournment or of the business to be transacted at an adjourned meeting.

18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) is demanded -

- (a) by the Chairman or;
- (b) by at least ten members in number or fifteen per cent of the members present in person or by proxy ;or
- (c) by any member or members present in person or by proxy and representing not less than ten per cent of the voting rights of all the members having the right to vote at the meeting.

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

- 19. Except as provided in article 21 or 22?, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 20. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 21. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 22. Subject to section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorized representatives) shall be as valid and effective for all the purposes as if the resolution had been passed at a General Meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

Votes of Members

- 23. Every member shall have one vote.
- 24. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
- 25. No member shall be entitled to vote at any General Meeting unless all moneys immediately payable by him to the company have been paid
- 26. No objection shall be raised to the qualification of any voter at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- 27. Votes may be given either personally or by proxy.
- 28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company..
- 29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a nocturnally certified copy of that power or authority shall be deposited at the office or such other place within the State as is specified for the purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 30. An instrument appointing a proxy shall be in the following form or in a form as near thereto as circumstances permit:

IRISH WHALE AND DOLPHIN GROUP

"I/We.....
of

in the County of..... being a member/members of the above named Company, hereby appoint:-

.....
of.....
or failing him,

of.....

as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be)

General Meeting of the Company to be held on the day

of (year) ---and at any adjournment thereof.

Signed: _____ .

This.....day of.....(year)198___

This form is to be used *IN FAVOUR OF AGAINST
(Strike out whichever is not desired) the resolution.

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

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

32. A vote cast in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Representatives acting for

33. Anybody 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 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.

D: DIRECTORS

34. The number of the Directors and the names of the first Directors shall be the persons named in the Statement delivered pursuant to Section 3 of the Companies (Amendment) Act, 1982.

The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

35 All Directors of the Company shall hold honorary office and shall not be entitled to any fees, salaries, wages or income for holding such office. However, the Directors may be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

36. The Directors may exercise all the powers of the Company from time to time and at their discretion to borrow any sum or sums of money from any person or persons (including the Directors) for the purposes of the Company and there shall be no limit to the amount that may be borrowed.

The Directors also may exercise all the powers of the Company to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright, or as security for any debt, liability or obligation of the Company or of any third party.

Powers and duties of Directors

37. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles required

to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in General Meeting: but no direction given by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

38. The Directors may from time to time and any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

39. 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 by resolution determine.

40. The Directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings of all meetings of the company, and of the Directors and of committees of Directors.

41. The office of Director shall be vacated if the Director -

- (a) without the consent of the Company in General Meeting holds any other office or place of profit under the Company; or
- (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 184 of the Act; or,
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) is convicted of an indictable offence unless the directors otherwise determine; or
- (g) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by section 194 of the Act; or
- (h) holds a position or acts in a manner which is deemed by the members or other Directors to be in conflict with the interests of the Company.

Voting on Contracts

42. A Director may not vote in respect of any contract in which he is interested or on any matter arising thereout

Rotation of Directors

43. At the first Annual General Meeting of the Company, all the Directors shall retire from office and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

44. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

45. A retiring Director shall be eligible for re-election.

46. The Company at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.

47. No person other than a Director retiring at the meeting shall unless recommended by the Directors, be eligible for election to the office of Director at any General Meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, a written notice of proposed nomination, signed by a member duly qualified to attend and vote at the meeting for which such notice is given of his attention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.

48. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

49. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any Director before the expiration of his/her period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

50. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 51. Without prejudice to the powers of the Directors under Article 50 the Company in General Meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

Proceedings of Directors

51. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve, it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.

52. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be four.

53. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.

54. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

55. The Directors may delegate any of their powers to committees consisting of such member or members of the board as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

56. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

57. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairman shall have a second or casting vote.

58. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or

person acting as aforesaid; or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

59. A resolution in writing signed by all Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

60. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

61. 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.

THE SEAL

62. The Seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

63. The Directors shall cause proper books of account to be kept relating to-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company, and
- (c) the assets and liabilities of the Company..

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

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

65. 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 rights of inspecting any account or book or document of the Company except as conferred by statute or authorized by the Directors or by the Company in General Meeting.

66. The Directors shall from time to time and in accordance with sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the Annual General Meeting of the Company.

67. A copy of all balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report and Auditors' report shall, not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

68. Auditors shall be appointed and their duties regulated in accordance with section 160 to 163 of the Act.

NOTICES

69. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and/or in any other case at the time at which the letter would be delivered in the ordinary course of post.

70. Notice of every General Meeting of the Company shall be given in any manner hereinbefore authorized to:
- (a) every member;
 - (b) every person being a personal representative or the Official Assignee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings

Full Name and Residential Address	Occupation
Dr Noirin Burke (Chair) Castlecreevy, Corrandulla, Co. Galway Ph. 085 7540836 Email: noirin@nationalaquarium.ie	Marine Biologist and Educator
Frances Bermingham (Secretary) Einagh, Moyasta, Kilrush, Co Clare Ph. 087 2388433/065 9080500 Email: francesberminghan@gmail.com	Sea Fisheries Officer
Karl Grabe Ti Bergen, Woodside, Kerry Pike, Cork, Co Cork Phone: 086 8110435 Email: incabrick@gmail.com	Lecturer in Institute of Technology
Fiacc O’Brolchain 13 Marlboro Road, Dublin 4 Ph. 01 6680043/087 6699729 Email: fiaccob@gmail.com	Architect
Brendan Quinn, Coole, Gort, Co Galway Ph. 086 2472507 Email: bqpharm@gmail.com	Pharmacist
Niamh Ryan, Lahinch, Co Clare Ph. 087 9290873 Email: Niamh.email@gmail.com	Project Manager

Dated the 11th day of July, 2000

Witness to the above signatures:-

 John Edward Nolan
 21, Yale, Ardilea,
 Dublin 14.
 Company Director.