

COMPANIES ACTS, 1963 TO 1999

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

Section 13

MEMORANDUM & ARTICLES OF ASSOCIATION

**OF
THE MILITARY HERITAGE OF IRELAND TRUST
LIMITED**

*Baynes & Co.
Solicitors
77 Benburb Street
Dublin 7*


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

MEMORANDUM OF ASSOCIATION

OF

THE MILITARY HERITAGE OF IRELAND TRUST LIMITED

1. The name of the Company is The Military Heritage of Ireland Trust Limited.
 2. The main object for which the Company is established is to promote a knowledge of the military heritage of Ireland including its relationship to economic, political, social and cultural affairs thereby encouraging a general interest in that heritage and fostering an appreciation of it.
 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 that main object and any income generated therefrom is to be applied for the main object only :-
 - (1) to identify, acquire (by any means), maintain and record, as appropriate, military and historical objects and information including archival material, of every description associated or connected with the military heritage of Ireland and to conserve, restore, repair, re-construct and preserve the same ;
 - (2) to present, promote, organise, manage and produce exhibitions, conferences, projects, lectures and seminars ;
 - (3) to promote, encourage or undertake research and disseminate the useful results thereof ;
 - (4) to cause to be written and printed, published, issued, circulated or otherwise disseminated relevant literary, visual and aural material ;
 - (5) to promote the study of military history ;
 - (6) to assist and support the National Museum of Ireland and such other promoters of museums, heritage centres and exhibition venues as the Company may from time to time decide, in the development, maintenance and display of military galleries.
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4. The following are the powers of the company;

- (1) (1) To furnish and provide the Company's property with such furniture, implements, machinery and conveniences as the Company may think desirable.
- (2) To provide gardens, greenhouses and grounds for recreation and amusement.
- (3) To raise funds and help raise funds for any charitable purpose.
- (4) To provide places and facilities for curricular and extra curricular activities for pupils of the Schools of the Parish.
- (5) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main objects or any of them or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
- (6) To make, draw, accept, endorse, issue, discount, an otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- (7) To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent; any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (8) 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 principle 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.
- (9) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the main object (s).
- (10) To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to

undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (11) To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may see directly or indirectly calculated to benefit the Company.
- (12) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main objects and to obtain from any such government, authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- (13) To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charge upon, or by mortgage, charge, hypothecation, lien or ledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed; and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- (14) To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose of the Company.
- (15) To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes.
- (16) To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.

- (17) To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.
- (18) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone or in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's business by any person or company.
- (19) To do all such other things as may be deemed incidental or conducive to the attainment of the main object (s).

And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

- 5. The liability of the members is limited.
- 6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound.

WINDING UP

- 7. 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 8 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 provision, then to some charitable object.

INCOME AND PROPERTY

- 8. The income and property of the company shall be applied solely towards the promotion of its main object (s) as set forth in this Memorandum of Association. 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 members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Company. However, nothing shall prevent any payment in good faith by the company of;

- (a) Reasonable and proper remuneration to any member, officer or servant of the company (not being a Director) for any services rendered to the Company;
- (b) Interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the Company to the Company;
- (c) Reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
- (d) Reasonable and proper out of pocket expenses incurred by any Director in connection with their attendance to any matter effecting the Company;
- (e) Fees, remuneration or other benefit in money or moneys worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company.

ADDITIONS, ALTERATIONS OR AMENDMENTS

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

KEEPING OF ACCOUNTS

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Colonel Reginald Harvey Bicker,
Echo Hall, Spa, Co. Down, BT248PT.
Company Director.

Mr. John Cullinane,
The Cullinane Group Incorporated,
One Exeter Plaza, Boston,
USA.
Company Director.

Sir John R. Gorman,
The Forge,
Jericho Road, Killyleagh,
Co. Down, BT309TE
Assembly Member.

Mr. Kevin McGoran,
Fitzwilton Plc, 1-2 Upper Hatch Street,
Dublin.
Company Director.

Major General Patrick F. Nowlan,
Cnoc-An-Bhogha,
Ballymore Eustace,
Co. Kildare.
Retired Army Officer.

Professor Eunan J. O'Halpin,
2, Parnell Road,
Dublin 12.
Academic.

Major General David Nial O'Morchoe,
Ardgarry, Ballinacarrig,
Gorey, Co. Wexford.
Company Director.

Dated this 26th day of April, 2000

Witness to the above Signatures:

*Michael J. Baynes, Solicitor
4 Lombard Street East, Dublin*

(Copy)

Number

329565

CERTIFICATE OF INCORPORATION

I hereby certify that

THE MILITARY HERITAGE OF IRELAND TRUST 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

Friday, the 30th day of June, 2000