

The Companies Acts 1963 to 1990
Company Limited by Guarantee and Not Having a Share Capital

MEMORANDUM AND ARTICLES OF ASSOCIATION

CENTER FOR INDEPENDENT LIVING LIMITED

Company No: 186468
Incorporated On: 27th Day of March 1992

COMPANY FORMATIONS INTERNATIONAL LIMITED
Castle River House
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Dublin 2

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COMPANIES ACTS 1963 TO 1990
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

CENTER FOR INDEPENDENT LIVING LIMITED

1. The name of the Company is **CENTER FOR INDEPENDENT LIVING LIMITED**

2. The objects for which the Company is established are:-

(a)(i) The main object for which the Company is established is the empowerment of severely physically disabled persons through promoting the development of an appropriate range of personal assistance services aimed at removing attitudinal and material restrictions that unnecessarily limit the lives of such persons. For the particular development of the main object the Company has the following ancillary objects:

(ii) To promote and develop the concept of independent living for severely physically disabled persons and, in particular, design and implement programmes aimed at:

- providing a range of appropriate personal assistance services and

- educating and training both carers and disabled persons in the acquisition of positive attitudes and skills pertinent to the realisation of efficient services.

(b) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(c) To apply for all licences which may be required to further any of its objects.

(d) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

*(e) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's objects, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

- (f) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's objects, and for the purposes of or in raising of money by the Company to become a member of any building society.
- x (g) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (h) To receive and acquire money by donation, gift, subscription or otherwise and to apply or expend such funds to or upon all or any of the objects of the company, directly or indirectly.
- (i) To receive money on loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (j) To make advances to customers and others with or without security, and upon such terms as the Company may approve.
- (k) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (l) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (m) To invest and deal with the moneys of the Company not immediately required for the purposes of its objects in or upon such investments or securities and in such manner as may from time to time be determined.
- (n) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (o) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- x (p) To amalgamate with any other company whose objects are to include objects similar to those of this Company.
- ✓ (q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company.

(r) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

x (s) To do all such things as are incidental or conducive to the above objects or any of them.

3. The liability of the members is limited.

4. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member or within one year after he ceases being a member, for payment of the debt and liabilities of the Company contracted before he ceases to be a member, and of 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 IR£1.00.

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.

Names, Addresses and Description
of Subscribers

Marc O'Connor
2 Glen Walk,
The Park,
Cabinteely,
Dublin 18.

Managing Director

Sean Kavanagh,
31 Iona Road,
Glasnevin,
Dublin 9.

Director

Suzanne Lawlor
32 Raheen Road
Tallaght,
Dublin 24.

Production Assistant

Karen O'Rourke,
27 Newtown Drive,
Ayrfield,
Dublin 13.

Production Assistant

Karen Corcoran
113 Melvin Road,
Terenure,
Dublin 6.

Office Manager

Deirdre Colgan,
2 Park Road,
Navan Road,
Dublin 7.

Production Assistant

Mary Yeates
26 St. Patricks Park,
Stepaside,
Co. Dublin

Production Assistant

Dated this 2nd day of March 1992

Witness to the above signatures :

Colm Hennessy,
Castle River House,
14/15 Parliament Street,
Dublin 2.