

COMPANIES ACTS 1963 TO 1986
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION
OF
GREYSTONES BRIDGE CENTRE LIMITED**

1. The name of the Company is GREYSTONES BRIDGE CENTRE LIMITED.
2. The main objectives for which the Company is established are: To carry on the business of organising and running a bridge club. To advertise and promote this club and the playing of bridge in the community. To organise games and teams to compete locally, nationally and internationally. To manage fund-raising events for the benefit of the club and for charities.
3. In furtherance exclusively of the aforementioned main objects, the Company shall have the following ancillary object.
 - i) To carry on business as proprietors and managers of a club bar.
4. In furtherance exclusively of the above main objects, the Company may exercise all or any of the following powers: -
 - i) Apply for all licences which may be required to further any of its objects.
 - ii) 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, 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.
 - iii) 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.
 - iv) Mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, of the Company .
 - v) Receive and acquire money by donation, gift, subscription or otherwise and apply or expend such funds to or upon all or any of the main objects of the Company, directly or indirectly.

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- vi) Receive money on loan upon such terms as the Company may approve, and guarantee the obligations and contracts of any person or corporation.
- vii) Make advances to customers and others with or without security, and upon such terms as the Company may approve.
- viii) Grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees of the Company or the dependants or connections of such persons. Establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or noncontributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and 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.
- ix) Draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- x) 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. Provided, however, that prior notification will always be given to the Revenue Commissioners where it is intended to accumulate funds over a period in excess of two years for any purpose.
- xi) 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.

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- xii) Sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, 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.
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 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 1R£1.00.
7. The income and property of the company, whencesoever derived, shall be applied solely toward the promotion of the objects of the company as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividends 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 5% per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Company, but so that no member of the Council of Management or Board of Directors of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or benefit in money or money's worth shall be given by the Company to any member of such Council or Board of Directors except repayment of out of pocket expenses and interest at the rate aforesaid on money lent, a 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 member of the Council of

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Management or Board of Directors may be a member and in which such member shall not hold more than 1/100th part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

8. Proper books of accounts to be kept and made available to the Revenue Commissioners on request.
9. No amendments/alterations shall be made to the Memorandum of Association except with the prior approval of the Revenue Commissioners
10. 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 7 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.