



00482837

21

Statement of first directors and secretary
and intended situation of registered office

This form should be completed in black

Company name (in full)

CN

for official use

An Carn Translations C.I.C.

Registered office of the company on incorporation

RO

An Carn, 140 Bóthar Thír Chianna

Post Town Machaire Rátha

County/Region Dhoire

Postcode

BT46 5NH

If the memorandum is delivered by an agent for the
subscribers of the memorandum mark 'x' in the box
opposite and give the agents name and address

☐

Name

RA

Post Town

County/Region

Postcode

Number of continuation sheets attached

2

To whom should Companies Registry direct any
queries about the information shown on this form?

Niall O Catháin

An Carn, 140, Bóthar Thír Chianna

Machaire Rátha, Co. Dhoire

Postcode BT46 5NH

Telephone 028 7954 9978

Extension

Company Secretary

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

CS

Philip James

Nicholls

AD

54, Orchardville Gardens

Post town Belfast

County/Region

Postcode BT10 0JX

Country

I consent to act as secretary of the company named on page 1

Consent signature

Signed

Date

24.1.08

Directors

Please list directors in alphabetical order.

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

CD

AD

Post town

County/Region

Postcode

Country

Date of birth

DO

Nationality

AD

Business occupation

OC

Other directorships

OD

I consent to act as director of the company named on page 1

Consent signature

Signed

Date

*Voluntary details

Directors (continued)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

*Voluntary details

Consent signature

CD

NIALL

O'CATHAN

AD

49 BÖTHAR THIR AN OMHNAI

Post town MACHARE RATHA

County/Region DOIRE

Postcode BT46 5RE Country EIRE

DO

02 12 68

Nationality AD IRISH.

OC

CHARTERED SURVEYOR

OD

CARSTONER COMMUNITY ASSOCIATION

AN CARN CONSULTING LTD, CARN MEDIA LTD

I consent to act as director of the company named on page 1

Signed

N O'Catban

Date 24-01-08

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed

N O'Catban

Date 24-01-08

Signed

Seamus MacLennan

Date 24-01-08

Signed

N O'Catban

Date 24-01-08

Signed

Date

Signed

Date

Signed

Date

Directors (continued)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

*Voluntary details

Consent signature

AD UAS

SEAMUS

MAC CONNOLLE

AD 2 CORRAN DOIRE

QUALA DHUBH

Post town MACHAIRE FÍOLTA

County/Region CO. DHOIRE

Postcode BT45 8PR Country ÉIRE

DO 16 7 72 Nationality AD IRISH

OC STÁTSEIRBHÍSEACH

OD NONE

I consent to act as director of the company named on page 1

Signed Seamus Mac Connolly Date 24-01-08

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed M O Cathain Date 24-01-08

Signed Seamus Mac Connolly Date 24/01/08

Signed None Date 24-01-08

Signed Date

Signed Date

Signed Date

Directors (continued)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

*Voluntary details

Consent signature

CD

NIAL

COMER

AD

7 Ratharc an Ghleanna, An Bóthar Breacach,
Glenn Folaigh, Garbha.

Post town GARBHACHADH, CUIL RAITHIN

County/Region DOIRE

Postcode BT51502 Country Eire

DO

07

05

75

Nationality

AD

IRISH

OC

FREELANCE TRANSLATOR

OD

BOARD OF DIRECTORS AN IULTACH

I consent to act as director of the company named on page 1

Signed

N. Comer

Date

24/01/08

Delete if the form is signed by the subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed

M O Cathain

Date 24-01-08

Signed

Seamus Melanville

Date 24-01-08

Signed

N. Comer

Date 24/01/08

Signed

Date

Signed

Date

Signed

Date



00482836

G

COMPANIES FORM No 23

Statutory Declaration of compliance with requirements on application for registration of a company



CR 20

23

Please do not write in this margin

Pursuant to Article 23(3) of the Companies (Northern Ireland) Order 1986.

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

For official use

--	--	--

--

Name of company

* An Cam Translations C.I.C.

* insert full name of company

I Philip James Nicholls
of 54, Orchardville Gardens, Belfast, BT10 0JX

^ delete as appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]^ [person named as director or secretary of the company in the statement delivered to the registrar under Article 21(2)]^ and that all the requirements of the above Order in respect of the registration of the above company and of matters precedent and incidental to it have been complied with. And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 137B Upper Belvoir Rd

Declarant to sign below

the 22nd day of February
Two thousand and eight
before me Brian Mc Caffrey

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presentor's name, address and reference (if any):

For official use

Public Office

New Companies Section



00482838

**The Companies Northern Ireland Order 1986
and Companies Act 2006**

Company Limited by Shares

**Articles of Association
of
An Carn Translations C.I.C.**



TABLE OF CONTENTS

Subject	Articles
<i>Part One: Definitions and Interpretation</i>	
Definitions	1
Interpretation	2
Table A	3
<i>Part Two: Asset Lock</i>	
Transfer of assets	4
<i>Part Three: Directors' Functions</i>	
Directors' general authority to manage the Company	5
Directors' general authority to delegate functions	6
Committees of Directors	7
<i>Part Four: Decision-Making by Directors</i>	
Scope of rules	8
Directors to take decisions collectively	9
Unanimous decisions	10
Majority decisions	11
Meetings of Directors	12
Conflicts of interest	13
Records to be kept	14
Specified number of Directors for majority decisions	15
Chairing of majority decision making processes	16
Directors' discretion to make further rules	17
Defect in appointment	18
<i>Part Five: Directors' Appointment and Terms of Service</i>	
Minimum number of Directors	19
Appointment of Directors	20
Termination of Directors' appointment	21
Directors' remuneration and other terms of service	22

Directors' expenses	23
<i>Part Six: Shares</i>	
All shares to be fully paid and issued at nominal value	24
Share certificates	25
Transfer of shares	26
Transmission of shares	27
Purchase of own shares	28
Alteration of capital	29
<i>Part Seven: Dividends</i>	
Procedure of declaring dividends	30
Payment of dividends	31
Right to dividend forfeited if unclaimed for twelve years	32
<i>Part Eight: General Meetings</i>	
Annual general meeting	33
Other general meetings	34
Notice	35
Quorum	36
Conduct of business – general	37
Voting procedures	38
Minutes	39
<i>Part Nine: Miscellaneous</i>	
Company Secretary	40
Accounts and reports	41
Notices	42
Indemnity	43

PART ONE: DEFINITIONS AND INTERPRETATION

1 DEFINITIONS

In these Articles the following terms shall have the following meanings.

Term	Meaning
“1986 Order”	the Companies (Northern Ireland) Order 1986 and any statutory modification or re-enactment for the time being in force thereof and any provisions of the Companies Act 2006 for the time being in force;
“2004 Act”	the Companies (Audit, Investigations and Community Enterprise) Act 2004
“address”	in relation to electronic communications, includes any number or address used for the purposes of such communications
“Articles”	the Company’s Articles of Association
“Asset Locked Body”	a community interest company, Charity or Scottish Charity or a body established outside Great Britain that is equivalent to any of those persons
“Chair”	the meaning given in article 16
“Charity”	(except in the phrase, “Scottish Charity” and “Northern Ireland Charity”) the meaning given by Section 96 of the Charities Act 1993
“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
“Company”	An Carn Translations C.I.C.
“Director”	a Director of the Company, including any person occupying the position of Director, by whatever name called
“Directors’ functions”	the meaning given in article 5(1)
“electronic”	the meaning given in the Electronic Communications Act

communication	(Northern Ireland) 2001 (2001 C. 9)
“holder”	in relation to any shares, the Member whose name is entered in the Company’s register of Members as the holder of those shares
“in writing”	written printed or transmitted writing including by electronic communication
“majority decision”	the meaning given in article 11
“Members”	the members of the Company as defined in the 1986 Order
“Memorandum”	the Company’s Memorandum of Association
“Northern Ireland Charity”	as defined in The Charities (Northern Ireland) Order 2007
“Regulations”	the Community Interest Company Regulations 2005
“Regulator”	the Regulator of Community Interest Companies
“relevant quorum”	the meaning given in article 15(1)
“remuneration”	any reasonable payment or benefit received, or to be received, by a Director or employee of the Company in consideration for that Director’s or employee’s services to the Company, and any arrangement in connection with the payment of a pension, allowance or gratuity to or in respect of any person who is to be, is, or has been a Director or employee of the Company or any of its predecessors in business
“Scottish Charity”	the meaning given in section 1(7) of the Law Reform (Miscellaneous Provisions) Scotland Act 1990
“Secretary”	the individual appointed as Company Secretary under article 40
“shares”	shares in the Company
“subsidiary”	the meaning given in Article 4 of the Companies

(Northern Ireland) Order 1986

“unanimous decision” the meaning given in article 10.

2 INTERPRETATION

(1) Unless the context requires otherwise, words or expressions defined in:

- (a) the 1986 Order,
- (b) the 2004 Act, or
- (c) the Regulations,

have the same meaning in the Articles.

(2) Without prejudice to the generality of paragraph (1):

- (a) **“community”** is to be construed in accordance with section 35 of the 2004 Act and Part 2 of the Regulations;
- (b) **“financial year”** has the meaning given in Article 231 of the 1986 Order; and
- (c) **“transfer”** includes every description of disposition, payment, release or distribution and the creation or extinction of an estate or interest in, or right over, any property, or, in Scotland, a right, title or interest in or over any property.

(3) Unless the context requires otherwise, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

(4) Unless the context requires otherwise, words in the singular include the plural and words in the plural include the singular.

(5) All headings and explanatory notes are included for convenience only: they do not form part of the Articles, and shall not be used in the interpretation of the Articles.

3 TABLE A

The provisions contained in Table A of the Schedule to the Companies (Table A to F) Regulations (Northern Ireland) 1986 (S.R. 1986 No. 264) as amended by the Companies (Tables A to F) (Amendment) Regulations (Northern Ireland) 2007 (S.R. 2007 No. 394) and the Companies (Tables A to F) (Amendment No. 2) Regulations (Northern Ireland) 2007 (S.R. 2007 No. 425) shall not apply.

PART TWO: ASSET LOCK

4 TRANSFER OF ASSETS

- (1) The Company shall not transfer any of its assets other than for full consideration.
- (2) Provided the conditions specified in paragraph (3) are satisfied, paragraph (1) shall not apply to:
 - (a) the transfer of assets to any Asset Locked Body specified in the Memorandum or Articles for the purposes of this article or (with the consent of the Regulator) to any other Asset Locked Body;
 - (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body;
 - (c) the payment of dividends in respect of shares in the Company;
 - (d) the distribution of assets on a winding up;
 - (e) payments on the redemption or purchase of the Company's own shares;
 - (f) payments on the reduction of share capital; and
 - (g) the extinguishing or reduction of the liability of Members in respect of share capital not paid up on the reduction of share capital.
- (3) The conditions are that the transfer of assets:
 - (a) must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum or the Articles; and
 - (b) must not exceed any limit imposed by, or by virtue of, Part 2 of the 2004 Act.
- (4) If:
 - (a) the Company is wound up under the Insolvency (Northern Ireland) Order 1989; and
 - (b) all its liabilities have been satisfied,then any remaining residual assets shall be given or transferred to the specified Asset Locked Body specified in the Memorandum and Articles for the purposes of this article.
- (5) For the purposes of this article, the following Asset Locked Body is specified as a potential recipient of the Company's assets under paragraphs (2) and (4).

Name: Carntogher Community Association

Charity Reference Number: XR41240

Registered Company Number: NI035332

Registered Office : An Carn, Tirkane, Maghera, Co. Derry, BT46 5NH

PART THREE: DIRECTORS' FUNCTIONS

5 DIRECTORS' GENERAL AUTHORITY TO MANAGE THE COMPANY

(1) The Directors' functions are:

- (a) to manage the Company's business; and
- (b) to exercise all the powers of the Company for any purpose connected with the Company's business.

(2) The Directors may delegate their functions in accordance with the Articles.

6 DIRECTORS' GENERAL AUTHORITY TO DELEGATE FUNCTIONS

(1) Subject to the Articles, the Directors may delegate any of their functions to any person they think fit.

(2) The Directors must not delegate to any person who is not a Director any decision connected with:

- (a) the taking of decisions by Directors;
- (b) the appointment of a Director or the termination of a Director's appointment; or
- (c) the declaration of a dividend.

(3) Any delegation under paragraph (1) may authorise further delegation of the Directors' functions by any person to whom they are delegated.

7 COMMITTEES OF DIRECTORS

(1) Two or more Directors are a "committee" if the Directors have:

- (a) delegated any of the Directors' functions to them; and
- (b) indicated that they should act together in relation to that function.

(2) The provisions of the Articles about how the Directors take decisions shall apply, as far as possible, to the taking of decisions by committees.

PART FOUR: DECISION-MAKING BY DIRECTORS

8 SCOPE OF RULES

- (1) References in the Articles to decisions of Directors are to decisions of Directors which are connected with their functions.
- (2) Except where the Articles expressly provide otherwise, provisions of the Articles about how the Directors take decisions do not apply:
 - (a) when the Company only has one Director; or
 - (b) to decisions delegated to a single Director.

9 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

Any decision which the Directors take:

- (a) must be either a unanimous decision or a majority decision; and
- (b) may, but need not, be taken at a meeting of Directors.

10 UNANIMOUS DECISIONS

- (1) The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter.
- (2) A unanimous decision need not involve any discussion between Directors.

11 MAJORITY DECISIONS

- (1) The Directors take a majority decision if:
 - (a) every Director has been made aware of a matter to be decided by the Directors;
 - (b) all the Directors who indicate that they wish to discuss the matter have had a reasonable opportunity to communicate their views on it to each other; and
 - (c) a majority of those Directors vote in favour of a particular conclusion on that matter.
- (2) Paragraph (1)(a) does not require communication with any Director with whom it is not practicable to communicate, having regard to the urgency and importance of the matter to be decided.

- (3) In case of an equality of votes, the Chair shall have a second or casting vote.
- (4) A Director who is an alternate director shall be entitled in the absence of his/her appointer to a separate vote on behalf of his/her appointer in addition to his own vote.
- (5) Except as provided by paragraphs (3) and (4), in all proceedings of Directors each Director must not have more than one vote.
- (6) Directors participating in the taking of a majority decision otherwise than at a meeting of Directors:
 - (a) may be in different places, and may participate at different times; and
 - (b) may communicate with each other by any means.

12 MEETINGS OF DIRECTORS

- (1) Any Director may call a meeting of Directors.
- (2) Every Director must be given reasonable notice of a meeting of Directors.
- (3) Paragraph (2) does not require notice to be given:
 - (a) in writing; or
 - (b) to Directors to whom it is not practicable to give notice, having regard to the urgency and importance of the matters to be decided, or who have waived their entitlement to notice.
- (4) Directors participating in a meeting of Directors:
 - (a) must participate at the same time, but may be in different places; and
 - (b) may communicate with each other by any means.

13 CONFLICTS OF INTEREST

- (1) In this article, a “relevant interest” is:
 - (a) any interest which a Director has in; or
 - (b) any duty which a Director owes to a person other than the Company in respect of, an actual or proposed transaction or arrangement with the Company.
- (2) For the purposes of paragraph (1)(a), a Director shall be deemed to have an interest in a transaction or arrangement if:

- (a) the Director or any partner or other close relative of the Director has an actual or potential financial interest in that transaction or arrangement;
 - (b) any person specified in paragraph (2)(a) is a partner in a firm or limited partnership, or a director of or a substantial shareholder in any Company, which has an actual or potential commercial interest in that transaction or arrangement; or
 - (c) any other person who is deemed to be connected with that Director for the purposes of Article 325 of the 1986 Order has a personal interest in that transaction or arrangement.
- (3) Subject to paragraph (8)(b), a Director who has a relevant interest must disclose the nature and extent of that interest to the other Directors.
- (4) Subject to paragraphs (5) and (6), when the Directors take a majority decision on any matter relating to a transaction or arrangement in which a Director has a relevant interest:
- (a) no Director who has such a relevant interest may vote on that matter; and
 - (b) for the purposes of determining whether a relevant quorum is present, or whether a majority decision has been taken in relation to that matter, such a Director's participation in the decision-making process shall be ignored.
- (5) Paragraph (4) does not apply:
- (a) if the Director's interest cannot reasonably be regarded as giving rise to any real possibility of a conflict between the interests of the Director and the Company; or
 - (b) if the Director's interest only arises because the Director has given, or has been given, a guarantee, security or indemnity in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries.
- (6) The Members may by ordinary resolution decide to disapply paragraph (4), either in relation to majority decisions generally or in relation to a particular decision.
- (7) Subject to the 1986 Order, if a Director complies with paragraph (3):
- (a) that Director:
 - (i) may be a party to, or otherwise interested in, the transaction or arrangement in which that Director has a relevant interest; and
 - (ii) shall not, by reason of being a Director, be accountable to the Company for any benefit derived from that transaction or arrangement; and
 - (b) the transaction or arrangement in which that Director has a relevant interest shall not be liable to be treated as void as a result of that interest.
- (8) For the purposes of paragraph (3):

- (a) a general notice given to the Directors that a Director is to be regarded as having a specified interest in any transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction or arrangement of the nature and extent so specified; and
- (b) any interest of which a Director has no knowledge, and could not reasonably be expected to have knowledge, shall be disregarded.

14 RECORDS TO BE KEPT

- (1) The Directors are responsible for ensuring that the Company keeps a record in writing of:
 - (a) every unanimous or majority decision taken by the Directors; and
 - (b) every declaration by a Director of an interest in an actual or proposed transaction with the Company.
- (2) Any record kept under paragraph (1) must be kept:
 - (a) for at least ten years from the date of the decision or declaration recorded in it;
 - (b) together with other such records; and
 - (c) in such a way that it is easy to distinguish such records from the Company's other records.

15 SPECIFIED NUMBER OF DIRECTORS FOR MAJORITY DECISIONS

- (1) Subject to paragraph (2), no majority decision shall be taken by the Directors unless three (the "relevant quorum") participate in the process by which the decision is taken and are entitled to vote on the matter on which the decision is to be taken.
- (2) If the Company has one or more Directors, but the total number of Directors is less than the relevant quorum, the Directors may take a majority decision:
 - (a) to appoint further Directors; or
 - (b) that will enable the Members to appoint further Directors.

16 CHAIRING OF MAJORITY DECISION MAKING PROCESSES

- (1) The Directors shall appoint a Director to chair the taking of all majority decisions by them.
- (2) If the person appointed under paragraph (1) is for any reason unable or unwilling to chair a particular majority decision making process, the Directors shall appoint another Director to chair that process.

- (3) The Directors may terminate an appointment made under paragraph (1) or paragraph (2) at any time.
- (4) A Director appointed under this article shall be known as the Chair for as long as such appointment lasts.

17 DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- (1) Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions.
- (2) The Directors must ensure that any rule which they make about how they take decisions is communicated to all persons who are Directors while that rule remains in force.

18 DEFECT IN APPOINTMENT

- (1) This article applies if:

- (a) a decision is taken by the Directors, or a committee of the Directors, or a person acting as a Director; and
- (b) it is subsequently discovered that a person who, acting as a Director, took, or participated in taking, that decision:
 - (i) was not validly appointed as a Director;
 - (ii) had ceased to hold office as a Director at the time of the decision;
 - (iii) was not entitled to take that decision; or
 - (iv) should, in consequence of a conflict of interest, not have voted in the process by which that decision was taken.

- (2) Where this article applies:

- (a) the discovery of any defect of the kind specified in paragraph (1)(b) shall not invalidate any decision which has been taken by, or with the participation of, the person in relation to whom that defect exists; and
- (b) any such decision shall be as valid as if no such defect existed in relation to any person who took it or participated in taking it.

PART FIVE: DIRECTORS' APPOINTMENT AND TERMS OF SERVICE

19 MINIMUM NUMBER OF DIRECTORS

The number of Directors shall not be less than three.

20 APPOINTMENT OF DIRECTORS

- (1) The first Directors shall be determined in writing by the subscribers to the Memorandum of Association.
- (2) Thereafter, Directors may be appointed by decision of the Directors.
- (3) No person may be appointed as a Director:
 - (a) unless that person is a Member and (if that person is an individual) is willing to serve as a Director and has attained the age of 18 years; or
 - (b) in circumstances which, if that person had already been a Director, would have resulted in that person ceasing to be a Director under the Articles.
- (4) No powers to appoint Directors may be given to persons who are not Members which immediately after their exercise could result in the majority of the Directors having been appointed by persons who are not Members.
- (5) Upon appointment each Director shall subscribe for at least one share.

21 TERMINATION OF DIRECTORS' APPOINTMENT

- (1) A person shall cease to be a Director if:
 - (a) that person ceases to be a Member;
 - (b) that person ceases to be a Director by virtue of any provision of the 1986 Order, or is prohibited by law from being a Director;
 - (c) any notice to the Company that that person is resigning or retiring from office as Director takes effect (except that where such resignation or retirement would otherwise lead to the Company having fewer than two Directors, it shall not take effect until sufficient replacement Directors have been appointed);
 - (d) a contract under which that person is appointed as a Director of, or personally performs services for, the Company or any of its subsidiaries terminates, and the Directors decide that that person should cease to be a Director;

- (e) the Directors decide, at a meeting of Directors, that that person should be removed from office, but such a decision shall not be taken unless the person in question has been given:
 - (i) at least fourteen clear days' notice in writing of the proposal to remove that person from office, specifying the circumstances alleged to justify removal from office; and
 - (ii) a reasonable opportunity of being heard by, or of making representations in writing to, the Directors.
- (2) No powers to remove Directors may be given to persons who are not Members which immediately after their exercise could result in either:
 - (a) the majority of the remaining Directors having been appointed by persons who are not Members; or
 - (b) the number of Directors removed during the financial year of the Company by persons who are not Members exceeding the number of the remaining Directors,
But this shall not prevent a Director from appointing, or subsequently removing, an alternate director, if permitted to do so by the Articles.

22 DIRECTORS' REMUNERATION AND OTHER TERMS OF SERVICE

- (1) Subject to the 1986 Order, the Articles, the Company satisfying the community interest test, and any resolution passed under paragraph (2), the Directors may decide the terms (including as to remuneration) on which a Director is to perform Directors' functions, or otherwise perform any service for the Company or any of its subsidiaries.
- (2) The Members may by ordinary resolution limit or otherwise specify the remuneration to which any Director may be entitled, either generally or in particular cases.

23 DIRECTORS' EXPENSES

The Company may meet all reasonable expenses which the Directors properly incur in connection with:

- (a) the exercise of their functions; or
- (b) the performance of any other duty which they owe to, or service which they perform for, the Company or any of its subsidiaries.

PART SIX: SHARES

24 ALL SHARES TO BE FULLY PAID AND ISSUED AT NOMINAL VALUE TO A DIRECTOR

- (1) Upon allotment, all shares shall be fully paid-up in respect of their nominal value.
- (2) No share shall be issued at a price greater than its nominal value.
- (3) No share shall be issued to any person except a Director.

25 SHARE CERTIFICATES

The Company may issue Members with one or more certificates for their respective shares in such form as the Directors decide.

26 TRANSFER OF SHARES

- (1) The Directors may refuse to register the transfer of a share:
 - (a) to a person of whom they do not approve;
 - (b) if it is not lodged at the registered office of the Company or such other place as the Directors may appoint; or
 - (c) if it is not accompanied by:
 - (i) such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and
 - (ii) such other information as they may reasonably require.
- (2) If the Directors refuse to register a transfer of a share they shall, within 2 months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.
- (3) The provisions of this article apply in addition to any restrictions on the transfer of a share which may be set out elsewhere in the Memorandum or Articles.

27 TRANSMISSION OF SHARES

- (1) If a Member dies, or ceases to be a Director, the Company shall purchase that Member's shares in accordance with the Articles and that Member's personal representatives (or, in Scotland, executors), or that Member, shall sell such shares to the Company at their nominal value.
- (2) Each Member and each Member's personal representatives (or, in Scotland, executors) irrevocably appoint the Company to be his, her, its or their attorney or agent in his, her, its

or their name and on his, her, its or their behalf to do all such things and to sign all such documents as may be necessary in order to give the Company the full benefit of the provisions of this article (and in particular but without limitation, in respect of any third party a certificate signed by any duly authorised officer of the Company that any thing or document falls within the authority hereby conferred shall be conclusive evidence that this is the case).

28 PURCHASE OF OWN SHARES

Subject to the Articles the Company may purchase its own shares (including any redeemable shares) and may make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares. Any share so purchased shall be purchased at its nominal value.

29 ALTERATION OF CAPITAL

- (1) Subject to the 1986 Order and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Members by special resolution determine.
- (2) The Members may by special resolution:
 - (a) increase the Company's share capital by new shares of such amount as the resolution prescribes;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) subject to the 1986 Order, sub-divide its shares, or any of them, into shares of smaller amount, and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have preference or advantage as compared with others;
 - (d) cancel shares 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.

PART SEVEN: DIVIDENDS

30 PROCEDURE FOR DECLARING DIVIDENDS

Subject to the 1986 Order, the 2004 Act, the Regulations and the Articles, the Directors may decide to declare and pay such dividends to Members as:

- (a) appear to the Directors to be justified by the Company's profits;

- (b) are in accordance with Members' respective rights; and
- (c) are authorised by an ordinary resolution of the Members.

31 PAYMENT OF DIVIDENDS

- (1) Subject to paragraphs (2) and (3), the Company shall pay any dividend or other money payable by it in respect of a share by means of:
 - (a) a transfer to a bank account specified in writing by the holder; or
 - (b) a cheque sent by post to the registered address of the holder.
- (2) If two or more persons hold a share, or are jointly entitled to it by reason of the death or bankruptcy (or, in Scotland, sequestration) of the holder (or one of two or more joint holders), the Company shall pay any dividend or other money payable by it in respect of the share:
 - (a) by means of a transfer to a bank account specified in writing by the holder who is named first in the register of Members, or a cheque sent by post to that holder's registered address; or
 - (b) (if the death or bankruptcy (or, in Scotland, sequestration) of the first named holder has resulted in two or more persons becoming jointly entitled to the share), by means of a transfer to a bank account specified in writing by all the persons jointly entitled to it, or a cheque sent by post to an address specified in writing by them.
- (3) The Company may agree another means of paying such dividend or other money with any person entitled to specify a bank account for the payment of a dividend or other money under paragraph (2).

32 RIGHT TO DIVIDEND FORFEITED IF UNCLAIMED FOR TWELVE YEARS

Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so decide, be forfeited and cease to remain owing by the Company.

PART EIGHT: GENERAL MEETINGS (MEETINGS OF MEMBERS)

33 ANNUAL GENERAL MEETING

The Company shall hold an annual general meeting:

- (a) within 18 months of the Company's date of incorporation and afterwards once in each calendar year (provided that not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next); and

- (b) at such date, time and place as the Directors shall determine.

34 OTHER GENERAL MEETINGS

The Directors may decide to call a general meeting at any time.

35 NOTICE

- (1) Notice of general meetings shall be given to every Member, the Directors and the Company's auditors (if any).
- (2) All general meetings shall be called by at least 14 clear days' notice in writing.
- (3) Every notice calling a general meeting shall specify:
 - (a) the place, date and time of the meeting; and
 - (b) the general nature of the business to be transacted.
- (4) In the case of an annual general meeting, the notice shall specify that the meeting is an annual general meeting.
- (5) If a special resolution is to be proposed, the notice shall contain a statement to that effect and set out the text of the special resolution.

36 QUORUM

- (1) No business shall be transacted at any meeting unless a quorum is present.
- (2) The quorum for a general meeting shall be three Members present in person or by proxy (or, in the case of a corporate Member, by its duly appointed representative) and entitled to vote on the business to be transacted.
- (3) If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days until such time as the Directors determine.

37 CONDUCT OF BUSINESS – GENERAL

- (1) The Chair or, in the absence of the Chair, some other Member chosen by the Members shall preside as chair of the general meeting.
- (2) The chair:
 - (a) may adjourn the meeting from time to time and from place to place, with the consent of a meeting at which a quorum is present; and
 - (b) shall do so if so directed by the meeting or in accordance with the Articles.

- (3) No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- (4) When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- (5) Except as required by law, all decisions of the Members at a general meeting shall be made by ordinary resolution.

38 VOTING PROCEDURES

- (1) A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is duly demanded before, or on the declaration of, the show of hands.
- (2) A poll may be demanded by:
 - (a) the chair;
 - (b) at least two Members; or
 - (c) a Member or Members representing not less than one tenth of total voting rights of all the Members having the right to vote at the meeting.
- (3) On a show of hands every Member present in person or by proxy (or, in the case of a corporate Member, by its duly authorised representative) shall have one vote. On a poll Members shall have one vote for each share which they own.
- (4) A person who is not a Member shall not have any right to vote at a general meeting of the Company (except as the proxy or (in the case of a corporate Member) duly authorised representative of a Member).
- (5) Paragraphs (3) and (4) are without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.
- (6) Unless a poll is held:
 - (a) a declaration by the chair that a resolution has been:
 - (i) carried;
 - (ii) carried unanimously, or by a particular majority;
 - (iii) lost; or
 - (iv) not carried by a particular majority, and

an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (7) A poll shall be taken at the general meeting as the chair directs and the chair may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (8) In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall not be entitled to a casting vote in addition to any other vote he or she may have as a Member.
- (9) The proceedings at any general meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including with regard to the giving of notice) or any want of qualification in any of the persons present or voting.
- (10) No objection shall be raised to the qualification of any voter except at the general meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

39 MINUTES

- (1) The Directors shall cause minutes to be made and kept, in writing, of all proceedings at general meetings of the Company.
- (2) Any such minute, if purported to be signed by the chair of the meeting, or by the chair of the next succeeding general meeting, shall be sufficient evidence of the proceedings.

PART NINE: MISCELLANEOUS

40 COMPANY SECRETARY

- (1) Subject to the provisions of the 1986 Order, the Directors shall decide to appoint an individual to act as Company Secretary for such term and at such remuneration and upon such other conditions as they may think fit.
- (2) The Directors may decide to remove a person from the office of Secretary at any time.

41 ACCOUNTS AND REPORTS

- (1) The Directors shall comply with the requirements of the 1986 Order and any other applicable law as to keeping financial records, the audit or examination of accounts and

the preparation and transmission to the Registrar of Companies of annual reports and accounts.

- (2) Subject to paragraph (3), the Company's statutory books and accounting records shall be open to inspection by the Members during usual business hours.
- (3) The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by Members.

42 NOTICES

- (1) Except where the Articles provide otherwise, any notice to be given to or by any person under the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice.
- (2) The Company may give any notice to any person under the Articles:
 - (a) in person;
 - (b) by sending it by post in a prepaid envelope addressed to that person at that person's registered address, or by leaving it at that address;
 - (c) by fax or by electronic communication to an address provided for that purpose; or
 - (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person.
- (3) A person present at any meeting shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- (4) Proof that:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted; or
 - (b) that an electronic communication or fax has been transmitted to the correct address or number,shall be conclusive evidence that the notice was given.
- (5) A notice shall, unless the contrary is proved, be deemed to be given:
 - (a) at the expiration of 48 hours after the envelope containing it was posted; or
 - (b) in the case of a notice contained in an electronic communication or fax, at the expiration of 48 hours after the time it was transmitted.

43 INDEMNITY

- (1) Subject to the 1986 Order, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs:
 - (a) in defending civil proceedings in relation to the affairs of the Company (unless judgement is given against the Director and the judgement is final);
 - (b) in defending criminal proceedings in relation to the affairs of the Company (unless the Director is convicted and the conviction is final);
 - (c) in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company (unless the Court refused to grant the Director relief, and the refusal is final).
- (2) Judgement, conviction or refusal of relief becomes final if the period for bringing an appeal or any further appeal has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect.
- (3) This article is without prejudice to any other indemnity to which a Director may be entitled.

**NAMES, ADDRESSES AND
SIGNATURES OF SUBSCRIBERS**

NIALL Ó CATHÁIN

N Ó Catháin

49 BÓTHAR THÍR AN OMHNAÍ

MACHAIRE RÁCHA.

CO DHOIRE

BT46 5 RE

SÉAMUS MAC CONNIDHE

2 ~~GA~~ GUALA DHUBH

MACHAIRE FÍOLTA

CO. DHOIRE

BT45 8 PR

Seamus Mac Connidhe

NIALL COMER

7, RADHARC AN GHLEANNA

AN BÓTHAR BREACACH

GARBHACHADH

CÚIL RAITHIN

CO. DHOIRE

BT51 502

N Comer

Dated the 24th day of January 2008

Name of Witness to the above signatures:

Signature of Witness:

Address of witness: 54, Orchardeville Gardens
Belfast, BT10 0JX

PHILIP NICHOLLS

P. Nicholls



00482839

12

The Companies (Northern Ireland) Order 1986

Company Limited by Shares



**Memorandum
and
Articles of Association
of
An Carn Translations C.I.C.**



The Companies (Northern Ireland) Order 1986

Company Limited by Shares

Memorandum of Association

of

An Carn Translations C.I.C.

1 COMMUNITY INTEREST COMPANY

The Company is to be a community interest company.

2 NAME

The Company's name is "An Carn Translations C.I.C.".

3 REGISTERED OFFICE

The Company's registered office will be in Northern Ireland.

4 OBJECTS

The Company's object is to carry on activities which benefit the community and in particular (without limitation) to provide translation and related services to the community, public and commercial sectors.

5 POWERS

The Company has the power to do anything which is incidental or conducive to the furtherance of its object.

6 LIMITED LIABILITY

The liability of the Members is limited.

7 SHARE CAPITAL

The Company's share capital £100 divided into 100 Ordinary Shares of £1 each.

We, the subscribers to the Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

**NAMES, SIGNATURES AND ADDRESSES
OF SUBSCRIBERS**

**Number of shares
taken by each
subscriber**

NIALL Ó CATHAÍN M Ó Cathain

#9 BÓTHAR THÍR AN OMHAI

MACHAIRE RÁTHA

CO. DHOIRE BT46 5RE

1

SÉAMUS MAC CONMIDHE

J MacConnille

2 CORRÁN DOIRE

QUALA DHUBH

MACHAIRE FÍOLTA

CO. DHOIRE

1

BT45 8PR

NIAL COMER

N Comer

7 RADHARC AN GHLEANNA

AN BÓTHAR BREACACH, GARBHACHAON

CUIL RATHIN,

CO. DHOIRE

BT51 5DL

1

Total shares taken

3

Dated the 24th day of January 2008

Name of Witness to the above signatures:

PHILIP NICHOLLS

Signature of Witness

P. Nicholls

Address of Witness:

54, Orchardville Gardens
Belfast, BT10 0SX



NI068741

I HEREBY CERTIFY that

An Carn Translations C.I.C.

is this day incorporated under the Companies (Northern Ireland)
Order 1986; and that the Company is limited

Given under my hand at Belfast, this the THIRD day of APRIL two-
thousand and EIGHT

Geraldine Gaugh

for Registrar of
Companies for Northern Ireland