Companies Acts 1963 to 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

Care Alliance Ireland

As adopted by Special Resolution dated July 9th 2007

and as amended at an Annual General Meeting of May 4th 2010

PRELIMINARY

1. In these presents, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof:

"the Company"	shall mean this Company;
"the Act"	shall mean the Companies Act, 1963 (as amended from time to time);
"Directors"	shall mean the persons appointed as directors of the Company pursuant to these Articles;
"Office"	shall mean the registered office for the time being of the Company;
"Seal"	shall mean the Common Seal of the Company;
"Secretary"	shall mean any person appointed to perform the duties of the secretary of the Company and shall include any temporary assistant or acting secretary;
"Ireland"	shall mean the territory of the Republic of Ireland;
"Month"	shall mean Calendar month;
"Year"	shall mean calendar year;
"in writing"	shall mean written or produced by any substitute for writing, or partly one and partly another.

2. Expressions in these Articles referring to writing shall be construed, unless the contrary intention appears, as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form provided however that it shall not include writing in electronic form except as provided in these Articles and/or where it constitutes writing in electronic form sent to the Company, the Directors have approved its receipt in such form. Expressions in these Articles referring to execution of any document shall include any mode of execution under seal or under hand or any mode of electronic signature as shall be approved by the Directors. Expressions in these Articles referring to receipt of any electronic communications shall, unless the contrary intention appears, be limited to receipt in such manner as the Directors have approved.

3. Unless the contrary intention appears, the use of the word "address" in these Articles in relation to electronic communications includes any number or address used for the purpose of such communications.

MEMBERSHIP

4. The number of members which the Company proposes to register is 150 but the Directors may from time to time register an increase of members.

5. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company and shall be entered in the register of members kept in accordance with Section 116 of the Act.

6. The Directors may admit to membership individuals who are in agreement with the objects of the Company. The Directors may from time to time determine the terms and conditions on which persons shall be admitted to membership of the Company and the classes (if more than one) of members and the privileges, rights and obligations of the members of each such class.

7. There shall be an Associate Membership for individuals supporting the Aims of Care Alliance Ireland as well as for organisations who by virtue of their statutory nature would not be eligible for full membership. Associate members shall not have voting rights.

8. Membership of the Company shall cease:

   (a) On the member's death;

   (b) If the member resigns by notice in writing to the Secretary at the Company's Office;

   (c) If the member fails to observe the membership terms as set down in the "Terms of Membership of Care Alliance Ireland" within such period as the Directors may determine;

   (d) If the member should be expelled from membership in accordance with the provisions of sub-clause (e) hereof;

(e) The Directors shall, subject to the provisions of sub-clause (f) hereof, have power by resolution approved by not less than two-thirds of the company members present and voting at a meeting specially convened for the purpose to expel from membership of the Company any person whose continued membership they do not consider to be in the best interests of the Company;

(f) A member of the Company whose expulsion is to be taken into consideration by the Directors under the provisions of sub-clause (e) hereof shall receive not less than 14 days' notice in writing of such proposed expulsion and short particulars of the grounds thereof and upon his giving notice in writing to the Secretary of his intention to appear shall be heard by the Directors either in person or through his duly authorised agent but shall not be present at the voting or take further part in the proceedings otherwise than as the Directors shall permit. Alternatively or in addition he may submit a written statement which shall be taken into consideration by the Directors.

MEETINGS OF THE COMPANY

9. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Company and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Board. All other General Meetings shall be called Extraordinary General Meetings.

10. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting may also be convened on such requisition as is provided by Section 132 of the Act. If at any time there are not within Ireland sufficient Directors to form a quorum, any of the Directors may convene such a meeting.

11. Such members of the public may be admitted to any General Meeting of the Company as the Directors may decide.

12. Subject to the provision of Section 133 and 141 of the Act, 21 days' notice at the least (exclusive of the day upon which the notice was served or deemed to be served but inclusive of the day for which notice was given) specifying the place, the day and the hour of the meeting, and in case of special business the general nature of that business, shall be given in the manner hereinafter mentioned or in such other manner (if any as may be prescribed by the Company in General Meeting) to such as are entitled under the Articles of Association to receive such notice, but with the consent of all the members entitled to receive notice of some particular meeting and of the Auditor, that meeting may be convened by such shorter notice and in such a manner as these members may think fit.

13. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by any member shall not invalidate the proceedings of any General Meeting.

14. All business shall be deemed special that it is transacted at an Extraordinary General Meeting, and all the transactions at the Annual General Meeting shall be deemed special with the exception of the consideration of the accounts, balance sheets and the Report of the Directors and of the auditors of the Company (the "**Auditors**"), the fixing of the remuneration of the Auditors and the election of the Directors.

15. 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 a quorum of members shall be eight members, present in person and or by electronic means.

16. If within half-an-hour of the time appointed for a General Meeting a quorum is not present, the meeting, if convened upon a 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 such other place as the Chairperson may appoint, and if at the resumed meeting a quorum is not present within half-an-hour from the time appointed for the meeting the members present shall be a quorum.

17. The Chairperson of the Board of Directors shall preside as Chairperson at an Annual General Meeting or Extraordinary General Meeting. If the Chairperson of the Board of Directors is not present at any General Meeting, the Vice Chairperson shall preside as Chairperson and shall have all the powers and rights of the Chairperson. If neither the Chairperson nor the Vice Chairperson is present at the General Meeting, the members present shall choose one of their number to be chairperson of that meeting.

18. The Chairperson, with the consent of any General Meeting at which a quorum is present, may adjourn the meeting from time to time and from place to place, but no business shall be transacted at the resumed Meeting other than business left unfinished at the meeting from which the adjournment took place, save with the consent of a two-thirds majority of the members present at the resumed Meeting. When a General Meeting is adjourned for ten days or more notice of the resumed meeting shall be given as in the case of the original meeting.

19. At any General Meeting or Extraordinary General Meeting a resolution other than a resolution relating to the election of Directors put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by the Chairperson or by three members or by members representing one tenth of the voting rights and a declaration by the Chairperson that the 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 of the proceedings of the Company 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.

20. Subject to section 141 of the Act a resolution in writing signed by all of the members for the time being entitled to attend and vote on such resolutions at a general meeting (or being bodies corporate by their duly authorised representatives (subject to Article 19)) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and may consist of several documents in like form, each signed by one or more persons, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. Any such resolution shall be served on the Company.

21. Eligibility for voting on the election of directors shall be determined in accordance with the rules for election of directors which are produced by the Company and may be altered from time to time by the Company (the "**Election Rules**").

22. Any corporation which is a member of the Company may authorise such persons as it thinks fit to act as its representative at any meeting or meetings of the Company and the

person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. The corporation shall serve on the Company a copy of such resolution duly certified (whether under hand or by facsimile signature or by electronic signature (as defined in the Electronic Commerce Act, 2000)) by a director or other officer of such corporation.

DIRECTORS

23. Unless and until otherwise determined by the members by Special Resolution the number of the Directors shall not be more than sixteen. The first Directors of the Company shall be deemed to have been appointed pursuant to section 3(5) of the Companies (Amendment) Act, 1982.

24. The Board of Directors shall consist of up to 13 elected directors (the "**Elected Directors**") and up to 3 co-opted directors (the "**Co-Opted Directors**"), provided however that if there are less than 13 Elected Directors at any point in time, the Board may, in its absolute discretion, appoint such additional persons as directors (the "**Additional Co-opted Directors**"), provided that in such instance the total number of Elected Directors and Additional Co-Opted Directors shall not exceed 16.

25. Elected Directors shall serve for a period of six years. A maximum of four of the Elected Directors shall signal their intention to retire each year at the Annual General Meeting of the Company and shall be replaced by those persons who are elected in an open election process in which all members shall, subject to Article 18, be entitled to vote. The Directors who retire at the Annual General Meeting shall be chosen from amongst those members of the Board of Directors who have either (a) volunteered to resign, or (b) served on the Board of Directors for a term of six years or more, and in the case of either (a) and (b), who are not serving as an Officer of the Board at the date of that Annual General Meeting. If the number of Directors who meet these criteria is four or less, then all such Directors shall retire. If the number of Directors who meet these criteria is greater than four, then only four of those persons shall retire. In which case, a lottery shall be used to determine which four of those Directors who have completed a term of six years or more on the Board shall resign. If however more than four Directors indicate their intention to retire in writing, such resignations shall be accepted and an equivalent number of directors shall be elected pursuant to Article 25. In the event of there being less candidates for election than vacant positions amongst the Elected Directors, the number of positions to be filled at the Annual General Meeting shall be reduced to the same number as there are candidates.

26. The procedure of the election of Directors shall follow the Election Rules. In the event of conflict between the provisions of the Articles of Association and the Election Rules, the Articles of Association shall prevail. A copy of the Election Rules shall be furnished to every member of the Company.

27. The Company may by Ordinary Resolution of which extended notice has been given in accordance with the provisions of the Companies Acts 1963-2003 (the "**Acts**"), remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director.

28. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Article 31 (with the exception of a Director removed in accordance with Article 33(f), however such person shall hold office only until the next Annual General Meeting when such person shall retire from office but shall be re-eligible for re-election pursuant to the Election Rules at that Annual General Meeting.

29. Co-Opted Directors may be co-opted at the sole discretion of the Board of Directors provided that they are persons who: are qualified to make a substantial contribution to Care Alliance Ireland's activities having regard to their professional/technical expertise, and/or fundraising activities; facilitate liaison with other community and voluntary groupings; and ensure gender, geographical or sectoral balance on the Board of Directors. Co-Opted Directors shall serve from the time of their appointment to the next Annual General Meeting, when they are eligible for election pursuant to the Election Rules at that Annual General Meeting. Co-Opted Directors may be re-appointed for a second or subsequent year at the sole discretion of the Board of Directors.

30. The Board of Directors shall have a Chairperson and Vice Chairperson and such other Officers as the Board of Directors may from time to time decide. The Chairperson and Vice Chairperson shall serve for a period of two years, but this term may be extended at the sole discretion of the Board of Directors for an additional one-year period. The outgoing Chairperson shall remain in office until the Board meeting immediately following the Annual General Meeting in the year in which they are to resign so as to preside over the election of the new Chairperson. In the event of a casual vacancy arising in respect of the Chairperson, the Vice Chairperson shall serve as Chairperson on a temporary basis until a new Chairperson has been appointed by the Board.

31. The Company shall, by resolution passed at an Annual General Meeting, appoint one of its members, who has been recommended for appointment by the Board, to serve as President of the Company. The President shall hold office for an initial period of three years but shall be eligible for reappointment by the members of the Company. The role and duties of the President shall be determined by the Board from time to time. The office of President shall be an honorary one and the President shall not be entitled to any remuneration for his/her services. The Board may authorise the payment by the Company to any such President of any reasonable and proper out of pocket expenses incurred in the performance of his/her duties.

32. The Directors shall not be entitled to payment for their services, but the Board may authorise the payment by the Company to any such Director of any reasonable and proper out-of-pocket expenses incurred by him in the performance of his duties or otherwise in connection with the affairs of the Company.

33. A Director shall vacate that office if he:

    (a) resigns his office by notice in writing to the Company;

    (b) becomes of unsound mind;

    (c) is adjudged bankrupt in Ireland or Northern Ireland or Great Britain or makes any arrangement with his creditors generally;

(d) becomes prohibited from being a Director by reason of any order made under Part VII of the Companies Act, 1990;

(e) is convicted of an offence, unless the Board of Directors otherwise determines; or

(f) if the Directors resolve that he or she should cease to be a Director on the grounds that he or she by his or her conduct or actions has brought the good name of the Company into disrepute or has failed to adopt or promote the principles and policies of the Company or on such other grounds as in the opinion of the Directors justifies the cessation of his or her membership and notice in writing of such decision is given to him or her by prepaid post to the address given in the register of members.

POWERS AND DUTIES OF THE DIRECTORS

34. The Directors shall 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.

35. Subject to the control of the General Meeting the Directors shall have the sole and entire responsibility for the management of the business of the Company and may make, alter, or revoke rules and regulations other than the regulations of these Articles (provided that no such rule or regulation shall be made which would amount to such an addition or alteration to these Articles as could only legally be made by Special Resolution of the Company) and may appoint such officers and servants and pay them such salaries and remuneration as the Directors think fit and shall prescribe their respective duties and may remove them.

36. The Directors may from time to time delegate any of their powers to Sub-Committees consisting of at least one Director and such members of the Company or other persons as may be appointed by the Directors. However all such Sub-Committees, must be chaired by a Director. Any Sub-Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board of Directors. The meetings and proceedings of any such Sub-Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board of Directors so far as same are applicable hereto and are not superseded by the provisions of these Articles or any regulation made by the Board of Directors under this Article. The Chairperson of the Board of Directors shall ex officio be entitled to be a member of every committee established by the Directors.

37. The Directors may establish a Standing Sub-Committee which will comprise the Chair and Vice Chair of the Board in addition to the Chairs of any Sub-Committees which may be formed. The Standing Sub-Committee shall review nominations for the Board of Directors in accordance with the Election Rules, and shall subject to the provisions of Article 33, have the ability to make decisions on behalf of the Board in the periods when meetings of the Board of Directors are not held.

38. The Directors shall cause proper minutes in accordance with the Act to be made of the proceedings of all meetings of the Company and of the Directors and of any Sub-Committee thereof and all business transacted at such meeting and any such Minute of

any meeting, if purported to be signed by the chairman of the next succeeding meeting, shall be conclusive evidence, without further proof, of the facts therein stated.

PROCEEDINGS OF THE DIRECTORS

39. The Directors shall endeavour to meet once every two months. Directors may attend meetings in person or, subject to the agreement of the Chairperson, by telecommunications means such that each person may hear and be heard by all other persons attending such meeting. A quorum shall be four persons attending in person or by telecommunications means. A resolution in writing signed by all the 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.

40. A meeting of the Directors shall be called by three days notice in writing at the least. 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.

41. Any Director may and the Secretary for the time being of the Company on the requisition of a Director shall, at any time summon a meeting of the Board.

42. If, within fifteen minutes from the time appointed for the meeting, a quorum is not present the meeting, if convened upon the requisition of members of the Board of Directors 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 such other time and place as the Directors may determine.

43. Questions arising at any meeting of the Directors shall be decided by a majority of the votes of those Directors in attendance. When there is an equality of votes the Chairperson shall have a second or casting vote.

44. The Directors may invite persons, whether members of the Company or not, to attend at any meeting, or at any part of any meeting, of the Directors on a consultative basis, but so that such person shall not be entitled to vote at any such meeting.

SECRETARY

45. The National Development Officer of the Company for the time being shall assume the role of Secretary.

46. The Secretary will be responsible for overseeing the recording of the meetings of the Directors and that all decisions of the Directors are properly recorded.

47. The Secretary will be responsible to the Directors for ensuring that membership of the Company is fully registered in accordance with the Articles of Association and, subject to Article 5 for overseeing procedures for the promotion and admission of membership of the Company.

48. The Secretary may with the approval of the Directors delegate such of his or her functions as may be appropriate to other persons being Directors, members or staff of the Company.

49. The Directors may delegate to the Secretary their powers in respect of admission to membership of the Company in accordance with stipulated requirements.

BORROWING POWERS

50. The Directors may exercise all of the powers of the Company to borrow money, and 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 a security for any debt, liability or obligations of the Company or any third party without any limitation as to amount.

ACCOUNTS

51. The Directors shall cause proper books of account to be kept which shall contain:

(a) entries from day to day of all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;

(b) a record of the assets and liabilities of the company;

(c) a record of all goods purchased, and of all goods sold (except those sold for cash by way of ordinary retail trade), showing the goods and the sellers and buyers in sufficient detail to enable the goods and the sellers and buyers to be identified and a record of all the invoices relating to such purchases and sales;

Proper books of account shall be deemed to be kept if they comply with Section 202(1) and (2) of the Companies Act, 1990 and give a true and fair view of the state of affairs of the company and explain its transactions.

52. The books of account shall be kept at the Office or, subject to Section 202 of the Companies Act, 1990, at such other place as the Board of Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

53. Subject to section 159(3) of the Companies Act, 1963, a copy of every 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 report of the Directors and auditors' report shall be sent, by post, electronic mail or any other means of electronic communication not less than twenty-one days before the date of the annual general meeting, to every person entitled under the provisions of the Acts to receive them.

THE SEAL

54. The seal shall be used only by the authority of the Board of Directors or of a Sub-Committee thereof duly authorised by the Directors in that behalf and every instrument to which the Seal shall be affixed shall be countersigned by two Directors.

55. Any instrument in electronic form to which the Seal is required to be affixed, shall be sealed by means of an advanced electronic signature (as defined in the Electronic Commerce Act, 2000) based on a qualified certificate (as defined in the Electronic Commerce Act, 2000) of a Director and the Secretary or of a second Director or by some other person appointed by the Directors for the purpose.

AUDIT

56. Auditors shall be appointed and their duties regulated in accordance with Section 160 of the Act and Sections 187 and 193 of the Companies Act, 1990.

NOTICES

57. Any notice required to be given by the Company to any person ("the recipient") under these articles may be given by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the Directors, to the address or number of the recipient notified to the Company by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the Company). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Company and the recipient, to have been served at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 24 hours after despatch in the case of post, cables and telegrams and at the expiration of 12 hours after despatch in the case of telex, telefax, electronic mail or other method of communication approved by the Directors.

58. Any document (including, but not limited to, any notice, appointment, removal and resolution) required or authorised by these articles to be sent to or served on the Company shall be in writing sent to or served on the Company at its Office or its principal place of business in Ireland, and may be sent or served by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the Directors, and may bear a printed, facsimile signature or electronic signature (as defined in the Electronic Commerce Act, 2000) of the person or persons required by these articles to sign such document. The communication of such a document by such means shall be confirmed as soon as possible by delivery to the Company at its Office or principal place of business in Ireland of such document bearing an original signature of the person by whom it is required to be signed but (provided that the Directors are satisfied as to the authenticity of the document communicated as aforesaid) shall be acted upon by the Company and the Directors meanwhile; provided that any such document shall be valid and effective for all purposes notwithstanding that for any reason the document is not subsequently so confirmed. Any such document shall take effect, in the absence of any agreement to the contrary between the Company and the person by whom or on whose behalf the document was sent or served, at the time of receipt in the case of delivery and post, and at the expiration of six hours after receipt thereof at the Company's Office or principal place of business in Ireland in any other case.

WINDING UP

59. The provisions of Clause 8 of the Memorandum relating to winding up or dissolution shall have effect and be observed as if the same were repeated in full in those presents.

INDEMNITY

60. Subject to section 200 of the Act every Director or Secretary of the Company shall be indemnified by the Company against, and it shall be the duty of the Board of Directors out of the funds of the Company to pay, all costs, losses and expenses which any such Director or Secretary may incur or become liable to by reason of any contract entered into or any act or thing done by him as such director or secretary or in any way in the discharge of his duties. And no Director or Secretary shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be vested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act by any person with whom any moneys securities or effects shall be deposited, for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of this office or in relation thereto unless the same happen through his own wilful act or default.

Names, Addresses and Descriptions of Subscribers

Jean Day, 2 The Sidings, Ramsgate Village, Gorey, Co Wexford Training Instructor Signature:
Geraldine Fennell, Occupation, 6 St Ann's Ailesbury Road, Dublin 4 Signature:
Robin Webster 9 Seafort Gardens, Sandymount, Dublin 4 Company CEO Signature:
Catherine Keogh 77 The Malthouse, Marrowbone Lane, Dublin 8 Care Practice Co-Ordinator Signature:

Ann Kavanagh Ros Ban Gardens, Common, Raphoe, Co.Donegal Retired Adult Literacy Organiser Signature:
Colum Conway 29 Randswood, Banbridge, Co.Down, Northern Ireland Company CEO Signature:
Marie Lynch 7 The Court, Woodpark,Dublin 16 Programme Development Manager Signature:
Mary Healy Ardlea West, Tuosist, Killarney, Co Kerry. Co-Ordinator Signature:
Paula Lane "Shanovan Cottage" Ballinakill, Dunmore Rd, Waterford. Lecturer/Researcher Signature:

Dated this day of 2008

Witness to the above Signatures:-