

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

MEMORANDUM OF ASSOCIATION
OF
THE IRISH SEAL SANCTUARY LIMITED

1. The name of the Company is 'THE IRISH SEAL SANCTUARY LIMITED'
2. The objects for which the company is established are;
 - (a)
 - (a) As the principal object, the provision of a sanctuary for rescued marine wildlife and all other types of rescued wildlife and in particular seals and to provide shelter, rehabilitation and preparation for release for such wildlife and to protect, conserve and study such wildlife. To cultivate an interest, understanding and concern for welfare and conservation issues in Ireland in all matters relating to the nature, composition, condition and development of the environment and in particular the marine environment and all the life forms of whatsoever nature therein contained and to communicate such concerns to the international community.
 - (b) As subsidiary objects and without prejudice to the generality of sub-clause (ii) To maintain wildlife parks, aquariums, exhibits and exhibitions, museums and libraries and other places or facilities conducive to the pursuit of the principal object of the Company; and
 - (a) To associate for scientific, educational and related purposes with persons and organisations connected with or interested in the welfare, conservation, scientific and Educational interests of the Company in pursuit of the principal object of the Company; and
 - (b) To conduct non invasive research in relation to the pursuit of the principal object of the Company.
- (c) In furtherance exclusively of fulfilling the foregoing principal and subsidiary objects;
 - (i) To act as a consultant or adviser to any person or body in relation to the above activities;
 - (a) To pursue all such other activities as are in opinion of the Council conducive to the furtherance of the above principal object.

- (b) To rescue, take in exchange or otherwise acquire wildlife, to release breed wildlife and or otherwise dispose of wildlife;
 - (c) To acquire, establish, maintain and operate libraries, shops, restaurants and such other places, facilities, services or amenities as may be useful or expedient in the furtherance of the foregoing principal subsidiary objects of the Company;
 - (d) To publish any newspapers, periodicals, journals, reports, circulars and leaflets, the publication of which is conducive to the furtherance of the foregoing principal and subsidiary objects of the company;
 - (e) To take such steps by way of personal or written appeals, public meetings or fund raising activities of any kind whatsoever as may from time to time be deemed expedient for the purpose of acquiring funds for the Company;
 - (f) To disseminate information by way of the holding of lectures, seminars and courses of lectures, and by way of the provision of facilities to persons engaged in dissemination of information.
-
- (d) To purchase, take lease on or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of for its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the company.
 - (e) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the company or any of them.
 - (f) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
 - (g) To undertake and execute any trusts which may lawfully be undertaken by the company and may be conducive to its objects.
 - (h) To borrow or raise money for the purposes of the company on such terms and on such security as may be thought fit.
-
- (a) To invest the moneys of the company not immediately required for its purposes in or upon such Investments, securities or property as may be thought fit, provided however that notification shall be given to the Revenue Commissioners in any case where income has been accumulated for a period in excess of two years and the Revenue Commissioners shall be informed of the purpose of such accumulation.

- (j) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for purposes in any way connected with the company or calculated to further its objects.
- (k) To do all such other things as are incidental or conducive to the promotion or attainment of the main objective of the company.
- (l) To accept donations and subscriptions from persons or bodies desiring to promote the objects of the company.
- (m) The company shall not be affiliated with any political party and shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which, if an object of the company, would make it a Trade Union.

(b) The income and property of the Company, whencesoever derived, shall be applied solely toward the promotion of the main 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 dividend, bonus, or otherwise howsoever by way of profit, to the members of the Company. Provided that nothing herein shall prevent 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 five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no Council member shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any Council Member.

PROVIDED HOWEVER that nothing contained herein shall prevent the payment of remuneration to one member of the Council of Members for executive services to the Company provided that his salary is commensurate with comparable positions in other similar organisations and provided that he is not present at the meetings of the Council members when his remuneration is discussed and voted upon.

- 4. The liability of the members is limited.
- 5. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the Company being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member and 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 one pound.

6. 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 another charitable institution or institutions having object similar to the 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 3 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.
7. No addition, alteration or amendments to the Memorandum or Articles of Association for the time being in force shall be made unless the same shall have previously been submitted to and approved by the Revenue Commissioners.
8. No amendments of any kind shall be made to the provisions of the Memorandum of Articles of Association for the time being in force unless the same shall have been previously approved by the **Minister for Enterprise and Employment**, provided that such approval shall be given only after consultation with the **Minister for Finance** in respect of clause 3 and 8 of the Memorandum of Association.
9. True accounts shall be kept of the sums of money received and expended by the company, and the matter in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company of the time being, shall be open to inspection of the members. Once at least in every year the accounts of the company shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors. The accounts shall be available to the Revenue Commissioners on request.

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 the Subscribers

Marc O'Connor
2 Glen Walk
Cabinteely
Dublin 18
Managing Director

Kim Convey
27 Oak Road
Donnycarney
Dublin 9
Production Assistant

Karen Corcoran
113 Melvin Road
Terenure
Dublin 6
Office Manager

Stephanie Corcoran
113 Melvin Road
Terenure
Dublin 6
Tele Sales Supervisor

Suzanne Norman
24 Glendoo Close
Walkinstown
Dublin 12
Tele Sales

Deirdre Colgan
2 Park Road
Navan Road
Dublin 7
Production Assistant

Karen O'Rourke
27 Newtown Drive
Dublin 13
Supervisor

Dated this 3rd day of October 1995

Witness to the above signatures;
Ann-Marie Grant
Castle River House
14/15 Parliament Street
Dublin 2

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

**ARTICLES OF ASSOCIATION
OF
THE IRISH SEAL SANCTUARY**

INTERPRETATION;

1. In these articles;

‘the Act’ means the Companies Act, 1963

‘the Acts’ means the Companies Acts, 1963 to 1990

‘the Company’ means the above named Company;

‘the Council Members’ means the Members of the Council of Management for the time being of the Company or the Council Members present at a meeting of the Council and includes any person occupying the position of Council member by whatever name called;

‘chairman’ means the chairman of the Council of Management.

‘secretary’ means any person appointed to perform the duties of the secretary of the Company.

‘the office’ means the registered office for the time being of the Company;

‘writing’ includes all modes of representing words in a visible form.

‘the Chief Executive’ means the Chief Executive appointed pursuant to Article 60.

‘the Executive Committee’ means the Executive Committee referred to in Article 71 hereof or the members thereof present at a meeting thereof.

Words and expressions used in these Articles shall have the same meaning as in the Act.

Words importing the masculine gender shall include the feminine gender.

2 Non-Application of Table C

None of the regulations in Table C in the first schedule to the Act shall apply to the Company.

MEMBERS

- 3 The number of ordinary members with which the Company proposes to be registered is seven but the council may for time to time register an increase of members.
- 4 The subscribers to the Memorandum of Association and such other persons as shall be admitted to ordinary membership in accordance with these articles, shall be ordinary members of the company and shall be entered in the Register of Members accordingly.
- 5 The Council may also admit non-voting members, such non-voting members shall have the same privileges as ordinary members except that they may not receive notice of attend or vote at general meetins of the Company and are not eligible for election to the Council or to any office of the Company. (Hereinafter ordinary members and non-voting members may collectively be referred to as members)
- 6 Every member shall be bound to further to the best of his ability the objects, interests and influence of the Company and shall observe all bye-laws of the Company made pursuant to the powers in that behalf hereinafter contained.
- 7 Save as provided by Article 4, no person shall be admitted a member of the Company unless he is first approved by the Council, and the Council shall have full discretion as to the admission of any person to membership.
- 8 Save as provided by Articles 4 and 5 where any person desires to be admitted to membership of the Company, he must sito the company an application for admission framed in such terms as the Council shall require.
- 9 Save as provided by Articles 4 and 5, a person wishing to become a member of the Company shall be proposed in writing to the Council by another Member of the Company and seconded by another Member.
- 10 Save as provided by Articles 4 and 5 immediately upon election as a Member, notice thereof shall be given to the candidate and he shall be requested to pay to the Company or to bankers of the Company within one month the amounts of any first annual subscription. Upon payment of such first annual subscription an elected candidate shall become a member of the Company. The Council may by regulation provide for the granting of provisional membership to candidate pending its decision on his membership application; **provided** that in the case of an Ordinary Member no person holding provisional membership shall be entitled to notice of or to attend or vote at general meetings of the Company nor shall such person be eligible for any elected position.
- 11 Every Ordinary Member and non-voting Member shall pay such annual subscription and levies as shall be fixed by the Council from time to time. The Council may fix different annual subscription rates and levies for the Ordinary Members and non-voting Members.
- 12 A Body Corporate, Partnership, Association or unincorporated body may with the approval of a majority of Council become a Member.

CESSATION OF MEMBERSHIP

13.
 - (a) If at any time the Council is of opinion that it is in the interest of the Company to do so, the Council may by letter invite any member of the Company to withdraw from membership within a time stated in the letter. Such letter must contain a statement of the reasons why it is proposed to invite such withdrawal from membership.
 - (b) If the member in question does not withdraw from membership, the Council may submit a resolution for the member's expulsion to an extraordinary general meeting convened by the Council. Not less than 21 days notice of such an extraordinary general meeting shall be given to the Members. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day which it is given.
 - (c) The Member in question shall be afforded an opportunity of answering the complaints against him and explaining his conduct verbally and in writing at such extraordinary general meeting and may be represented at the meeting by a person of his choice.
 - (d) If two thirds of the Members of the company present and voting at such extraordinary general meeting shall vote in favour of the resolution to expel the member in question, such member shall thereupon cease to be a member of the Company.
 - (e) Voting upon such resolution shall be by show of hands provided however that the Chairman of the meeting or any three Members of the Company shall have power at such meeting to demand the vote to be taken by secret ballot.
 - (f) The Council shall have power to suspend such member from privileges of membership (including access to the property and premises of the company) until such an extraordinary general meeting is held.
14. If any Member fails to pay any membership subscription or any sum due to the Company, or is adjudged a bankrupt (or in the case of a Corporate Member is placed in liquidation), or makes any composition or arrangement with his creditors or being engaged in any profession shall on account of misconduct be prohibited by the governing body of such profession from continuing to practice under its regulations, he shall *ipso facto* cease to be a member of the Company.
15. Any member desiring to cease to be a Member shall give or leave with the Secretary of the company, at the Registered Office of the Company, not less than three calendar months before the expiration of the current financial year of the company, a notice in

writing of his resignation. Upon the expiration of the then current year the Member by whom such notice shall have been given or left, shall cease to be a Member.

16. A Member expelled or ceasing to be a Member, shall forfeit all interests (if any) in the assets of the Company and all privileges of Membership.

GENERAL MEETINGS

17. All general meetings of the Company shall be held in the state.
18. (1) Subject to paragraph (2) of this article, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.

(2) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
19. All general meetings other than annual general meetings shall be called extraordinary general meetings.
20. The Council may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or, in default may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the State sufficient Council Members capable of acting to form a quorum, any council Members or any two members of the company may convene an

extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

- (a) Subject to sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 day's notice in writing at the least and a meeting of the company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and hour of the meeting and, in the case of special business, the nature of that business shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles of the Company, entitled to receive such notices from the company.
- (b) 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 such notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

- (c) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Council Members and auditors, the election of Council Members in place of those retiring, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors.
- (d) No business shall be transacted at any general meeting unless a quorum of ordinary members is present at the time when the meeting proceeds to business.
- (e) A quorum shall consist of four ordinary members of the Company present in person or by proxy,
- (f) If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of ordinary 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 to such other day and at such other time and place as the Council Members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the ordinary members present shall be a quorum.
- (g) The chairman or vice-chairman if any, of the Council shall preside as chairman at every general meeting of the Company, or if there is no such chairman or vice-chairman or if they are not present within 15 minutes after the time appointed for

the holding of the meeting or are unwilling to act, the Council present shall elect one of their number to be chairman of the meeting.

- (h) If at any meeting no Council Member is willing to act as chairman or if no Council Member is present within 15 minutes after the time appointed for holding the meeting, the ordinary members present shall choose one of their number to be chairman of the meeting.
- (i) The chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
- (j) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded-
 - (a) by the chairman; or
 - (b) by at least three members present in person or by proxy.

Unless a poll is so demanded, a declaration by the chairman that a 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 containing the minutes or proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

The demand for a poll may be withdrawn.

- 31 Except as provided in Article 34, if a poll is duly demanded it shall be taken in such a manner as the chairman directs and the result of the poll shall be declared by the chairman and shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 32 Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 33 A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

34. Subject to section 141 of the Act, a resolution in writing signed by all the ordinary members for the time being entitled to attend and vote on such resolution at a general meeting shall be 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 if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

VOTES

35. Each Ordinary Member shall be entitled to be represented at General Meetings of the Company by such person as he may nominate. At such meetings each Ordinary Member shall be entitled to one vote.

VOTES OF MEMBERS

36. No ordinary member shall be entitled to vote at any general meeting unless all moneys immediately payable by the ordinary member to the Company have been paid.
37. No objection shall be raised to the qualification of any voter except at the meeting or the adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such decision shall be final and conclusive.
38. Votes may be given personally or by proxy.
39. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
40. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting before the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, before the commencement of the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
41. An instrument of proxy may be in any common form or in such other form as the Council shall approve. Instruments of proxy need not be witnessed.
42. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

43. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed, if no intimation in writing or such death, insanity, or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

44. Any body corporate which is an Ordinary Member of the Company may by resolution of its Council Members or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Company.

APPOINTMENT OF MEMBERS OF COUNCIL OF MANAGEMENT

45. (a) Unless and until otherwise determined by an ordinary resolution of the Company the number of members of the Council of Management shall not be less than two nor more than ten and the names of the first Council Members shall be determined in writing by the subscribers of the Memorandum of Association, each such subscriber being entitled but not bound to appoint one Council Member.
- (b) Subject to paragraph (a) each ordinary member may from time to time nominate any person to be a Council Member or remove from office any Council Member so appointed.
- (c) Any such appointment or removal shall be in writing signed by or on behalf of the relevant ordinary member and shall be effective upon delivery to the Company at its office.
- (d) A Council Member appointed under Section 182 of the Companies Act, 1963 in place of a Council Member removed from office under the same section shall be deemed to have been appointed in the same manner as the Council Member in whose place he was appointed under the said section.

In the event of the death of a Council Member appointed by a subscriber to the Memorandum of Association then the Council may fill such vacancy. In the event of the death of a Council Member appointed by a Member other than a subscriber to the Memorandum of Association then such Member may nominate another Council Member in lieu thereof.

BORROWING POWERS

46. The Council Members may exercise all 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 security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF COUNCIL OF MANAGEMENT

47. The business of the Company shall be managed by the Council of Management, who may 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 these articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of the articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting but no direction given by the Company in general meeting shall invalidate any prior act of the Council Members which would have been valid if that direction had not been given.
48. The Council may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Council, to be attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
49. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by vote or order of the Council Members and signed by one Council Member and the Secretary of the Company or as may be determined by resolution of the council.
50. The Council shall cause minutes to be made in books provided for the purpose.
 - (a) of all appointments of officers made by the Council;
 - (b) of the names of the Council Members present at each meeting of the Council Members and of any committee of Council;
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Council and of any committee of Council.

DISQUALIFICATION OF COUNCIL MEMBERS

51. The office of Council Member shall be vacated if the Council Member-
 - (a) holds any other office or place of profit beyond extent permitted by Clause 3 of the Memo.

- (b) Is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally, or
- (c) Becomes prohibited from being a Council Member by reason of any order made under Part VII of the Companies Act; or
- (d) Becomes of unsound mind; or
- (e) Resigns his office by notice in writing to the Company; or
- (f) Is convicted of an indictable offence unless the Council Members otherwise determine; or

VOTING ON CONTRACTS

52. A Council Member may not vote in respect of any contract in which he is interested or any matter arising thereout unless he has declared the nature of his interest in such contract and a majority of the other Council Members have approved his right to vote on the said contract.

ROTATION OF COUNCIL

53. At the first annual general meeting of the Company all the Council Members other than those appointed by the subscribers shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Council Members for the time being other than those appointed by the subscribers, or, if such number is not three or a multiple of three, then the number nearest one-third shall retire from office.
54. Subject to Article 53 the Council Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Council Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
55. A retiring Council Member shall be eligible for re-election.
56. If a Council Member is appointed by an ordinary Member and such Ordinary Member ceases to be an Ordinary Member then upon such cessation of membership the appointment of such Council Member shall immediately cease.

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

MEMORANDUM AND ARTICLES OF ASSOCIATION

THE IRISH SEAL SANCTUARY LIMITED

COMPANY NO; 239396
INCORPORATED ON; 10th day of October 1995

KPMG STOKES KENNEDY CROWLEY
CHARTERED ACCOUNTANTS
1, STOKES PLACE
ST. STEPHENS GREEN
DUBLIN 2

TEL; 708 1000