

COPY

COMMISSIONERS OF CHARITABLE DONATIONS & BEQUESTS FOR IRELAND

In the matter of the Charities Act, 1973

AND

Dun Laoghaire Refugee Project Trust

SCHEME OF INCORPORATION OF TRUSTEES

WHEREAS

- (A) Application has been made to the Commissioners of Charitable Donations & Bequests for Ireland (hereinafter called “the Commissioners”) for a Scheme of INCORPORATION under the Charities Act, 1973 establishing the Trustees of the above-mentioned charity as a Body Corporate.

AND

- (B) It appears to the Commissioners to be expedient that such a Scheme of Incorporation should be made as is hereinafter set fourth. The present Trustees are:

1. Gearoid Kilgallen

Trustee

Address: “Haven”

Crosthwaite Park South,

Dun Laoghaire, Co. Dublin

2. Niall Coleman

Trustee

Address: “Ashley”

Corrig Avenue

Dun Laoghaire, Co. Dublin

3. Eamon O Tuathail

Trustee

Address: 3 Marine Court

Crofton Road

Dun Laoghaire, Co. Dublin

4. Mary King

Secretary and Trustee

Address: 45 South Park

Foxrock, Dublin 18

(C) The property of the Charity consists of:

-moneys received from donors and lodged to the account of the Trust at the Bank of Ireland, Branch, Upper George's Street, Dun Laoghaire, in which account there was a balance in favour of the Trust on the last day of the month of February 2002 of €8,292.78 (eight thousand, two hundred and ninety two EURO and seventy eight cents). The Trust, at the present time, owns no other property of any description.

NOW THEREFORE THE COMMISSIONERS in exercise of the powers conferred upon them by Section 2 of the Charities Act, 1973 and of every other power enabling them in this behalf.

HEREBY MAKE THE FOLLOWING SCHEME:

1. In this Scheme unless the context otherwise requires the following expressions shall have the meaning hereby assigned to them:

“The Charity” shall mean the Charity known as the “Dun Laoghaire Refugee Project”, governed by a Deed of Trust dated 25 Day of October 2001, a copy of which is annexed hereto.

“The Constitution” shall mean the Body Corporate hereinafter established.

“Members” shall mean a member of the Corporation, and “Member” and “Membership” shall be construed accordingly.

“The Property of the Charity” shall mean and include all lands, buildings, tenements, hereditaments, rents, charges, monies, funds, securities, chattles, interest, dividends and income thereof due and accruing and all other property real and personal at the date of this Scheme held or possessed by any person or persons in trust for or applicable to all or any of the purposes of the Charity, and shall also include all or any other property real or personal which may at any time hereafter become or be vested in the Corporation for all or any of the purposes of the Charity, and shall also include all or any other property real or personal which may at any time hereafter become or be vested in the Corporation for all or any of the purposes of the Charity.

2. As from the date of this Scheme (hereinafter called “the Operative Date”) the Trustees of the Charity shall stand established as and shall constitute a Body Corporate with the name of “Dun Laoghaire Refugee Project” with perpetual succession and a Common Seal with power to acquire and hold property real and personal for the purposes of the Charity.

3. On the operative date the property of the charity, together with all rights and liabilities enjoyed or incurred in connection therewith by all or any of the persons who immediately before making of this Scheme held any of that property for the purposes of the Charity, shall by virtue of this Scheme and without further assurance vest in the Corporation upon and subject to the Trust declared by the said Deed of Declaration of Trust dated 25 Day of October 2001.

4. The Seal of the Corporation shall be used only by the authority of a Resolution of the Corporation and every instrument or other document to which the Seal is affixed shall be signed by the Chairperson of the Meeting at which such resolution is passed and by one other member then present.

5. On the Operative Date all existing members of the Trust shall be members of the Corporation.

6. The First Meeting of the Corporation shall be held within one month of the Operative Date and thereafter meetings shall be held at least once a year. Minutes shall be kept in a proper manner of all business transacted at each Meeting.

7. Members shall from time to time appoint from amongst themselves individuals for the performance of certain functions as best accords with roles defined in and the requirements of the Constitutions of the Dun Laoghaire Refugee Project and any rules, regulations, or dispositions from time to time laid down pursuant to the said Constitutions and such individuals shall hold such said appointments for such periods as the members shall determine, bearing in mind the requirements and limitations of the said Constitution.

8. Such members from time to time so appointed shall be the officers of the Corporation and shall not number more than seven and the members from time to time of the General Council, if any, shall be ex-officio officers of the Corporation.

9. The Corporation may, on unanimous vote of its members, apply to the Commissioners of Charitable Donations and Bequests for Ireland to effect such variations in this Scheme as they, from time to time, appear expedient.

However no addition alteration or amendment shall be made to or in the provisions of this Scheme for the time being in force unless same shall have previously been approved in writing by the Revenue Commissioners.

10. Any reasonable expenses in the preparation and perfecting of this Scheme shall be met out of the assets of the Charity.

11. The income and property of the Corporation whatsoever derived shall be applied solely towards the promotion of the main objects of the Trust as set forth in this Scheme 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.

Provided that nothing herein shall prevent the payments, in good faith, of reasonable or proper remuneration to any officer or servant of the Corporation or to any members in return for any services actually rendered by the member, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable or proper rent for premises demised or let by any member; but so that no member shall be appointed to any salaried office of the Corporation or any office of the Corporation paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Corporation to any members, except payment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises

demised or let to the Corporation; provided that the provision last aforesaid shall not apply to any payment to any Company of which a member may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profit(s) he may receive in respect of any such payment.

12. Proper books of Accounts shall be kept, and annual accounts shall be prepared and audited and shall be presented to the Corporation for adopting at the first Meeting of the Corporation occurring after the completion of the Audit. Within 15 days after the adoption of the Annual Accounts of the Corporation by the members of the Corporation, the Corporation shall send a copy of such Accounts certified by the Auditor to the Commissioners. The Corporation shall at all times allow any person nominated by the Commissioners to inspect and make copies of any or all of their books of accounts. Annual audited account shall be made available to the Revenue Commissioners.

13. All agreements duly made in connection with the property of the Charity or the administration of the Trusts as set out in the Deed aforesaid and not fully executed or completed before the Operative Date shall continue in force and shall be construed and have effect as if the agreements had been made by the Body Corporate established by this Scheme.

14. In every action or other legal proceeding other than proceedings for the alleged offence or proceedings in relation to an alleged breach of trust in respect of the property of the Charity or arising on or in connection with the administration of the Trusts aforesaid which was pending immediately before the Operative Date and to which the Trustees aforesaid are a party, the Body Corporate established by the Scheme shall be substituted as a party in place of such trustee and the proceedings shall continue accordingly.

15. If upon the winding up or dissolution of the Trust Corporation 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 but shall be given or transferred to some other institution or institutions having main objects similar to the main objects of the Corporation 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 in the Trust under or by virtue of Clause 11 hereof, such institution or institutions to be determined by the members at or before the time of dissolution and if and so far as effect cannot be given to such provisions (?) them to such charitable object

Given under the Common Seal of the Commissioners of Charitable Donations and Bequests for Ireland.

This 14th day of April 2003

PRESENT when Seal affixed:-