

**THE COMPANIES ACTS 1963 -2006**  
**COMPANIES LIMITED BY GUARANTEE AND NOT HAVING**  
**A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**THE CATHOLIC INSTITUTE FOR DEAF PEOPLE**

1. The name of the Company is the "The Catholic Institute for Deaf People ”.
2. The Company is intended to be the successor in Title to certain unincorporated bodies which have carried on the work of the body founded in 1845 under the patronage of the Roman Catholic Archbishops and Bishops of Ireland and known as .the Catholic Institution for the Deaf and Dumb Cabra and as such it is intended to be a charitable and non-profit making body deriving its inspiration from the mission of the Roman Catholic Church to spread the Kingdom of God upon Earth, and to lead people to salvation in Jesus Christ which inspiration has been sustained for more than 140 years by the dedication of the Dominican Sisters, the Irish Christian Brothers, the Vincentian Fathers and other communities involved in the education and pastoral care of deaf people and accordingly the objects for which the Company is established are:
  - (i) To engage in service to deaf people, those profoundly deaf and hard of hearing in Ireland (hereinafter referred to collectively as "deaf people ”).
  - (ii) To endow, foster, promote, support, operate, manage and assist the establishment carrying on or maintenance of schools for the education of deaf people, facilities for technical or higher education of deaf people, recreational and residential accommodation for the care of adult deaf people,
  - (iii) To ensure fruitful continuity of the National Chaplaincy for Deaf People being the body for the time being charged with the pastoral and religious care of deaf people.

And in furtherance of the aforesaid objects the Company shall have the following powers:-

- a) Power to acquire the assets liabilities privileges rights and obligations (contractual or otherwise) of the unincorporated body now known as the Catholic Institute for The Deaf and formerly known as the Catholic Institute for the Deaf and Dumb Cabra referred to above.
- b) Power to act as trustee and to accept and undertake any trust of which the Catholic Institute for The Deaf or the members of the Committee of that Institute is or are a trustee or trustees and the trusts of which are charitable and accord with the objects set out herein.
- c) Power to initiate promote support develop any society or organisation engaged in any activity or undertaking for the welfare or care for deaf people.
- d) Power to employ teachers, chaplains, social workers, instructors and other personnel for deaf people and provide all necessary or desirable or useful appliances, equipment, machinery, goods, supplies, materials and things for the provision of suitable educational training for deaf people.
- e) Power to provide educate and train personnel as may be deemed expedient for the furtherance of any or all of the objects of the Company.
- f) Power to provide expert advice, courses of instruction, tuition, lectures, films, videos, conferences, exhibitions and literature in relation to the above objects or any of them.
- g) Power to establish schools, clubs, training centres or work shops for the purposes of the said objects.
- h) With the prior approval of the Roman Catholic Archbishop of Dublin for the time being power to delegate from time to time to any Roman Catholic religious order or to any society or body of persons the operation and management of any school, house, club, training, centre, workshop, clinic or hall for deaf people for which the Company is responsible in accordance with these objects upon such terms and conditions as the Company may from time to time think fit and to revoke any such delegation at any time.
- (i) Power to invest any monies of the Company for and on behalf of the Company in such investments and in such manner as may from time to time be determined by the Board of the Company.
- (j) Power to hold, sell or deal with such investments and generally to sell purchase, take on lease or in exchange or otherwise acquire any real and personal property and right or privileges.

- (k) Power to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (l) Power to enter into guarantees or indemnities.
- (m) Power to borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets whether present or future, and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company of any obligation or liability that may be undertaken provided that no mortgagee or other legal person advancing money to the Company shall be concerned to enquire into the necessity or propriety of raising money or as to the amount required or the application thereof and to purchase redeem or pay off any such securities.
- (n) Power to adopt such means of making known the Company and its activities as may seem expedient and to encourage contributions to the funds of the Company in the form of donations, annual subscriptions or otherwise.
- (o) Power to sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property undertaking rights or assets of the Company and for such consideration as the Company may think fit.
- (p) Power to apply for purchase or otherwise acquire any patents, brevets d'invention, licences, trade, marks, technology and know-how and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention or technology which may seem capable of being used, for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property rights or information so required.
- (q) Power to enter into a partnership or into any arrangement for union of interests, co-operation, joint venture or otherwise with any, person body of persons company or other incorporated or unincorporated body or engage in any transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (r) Power to grant pensions or gratuities (to include death benefits) to any officers or employees or ex-officers or ex-employees of the Company or the relations families

or dependants of any such persons and to establish or support any non-contributory or contributory pension superannuation funds or any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered or calculated to benefit any such persons or otherwise advance the interests of the Company or its members.

- (s) Power to promote a subsidiary Company or Companies with objects associated , with those of the Company and to subscribe for and hold capital therein the entire profit from such Company or Companies to be devoted to the Company.
  - (t) Power to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debenture, letters of credit and other negotiable or transferable instruments.
  - (u) Power to undertake and execute any trusts the undertaking whereof may seem desirable, whether gratuitously or otherwise.
  - (v) Power to join any federation union or association with a view to promoting the Company's activities and safeguarding the same.
  - (w) Power to do all or any of the above things as principal, agent, contractor, trustee or other wise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
  - (x) Power to accept, hold and receive any gifts or liens of real or personal property given devised or bequeathed by any person, Government Department, Local Authority or other public or private body and to employ the same for the purposes of the company.
  - (y) Power to do all such other things as may be deemed incidental or conducive to the attainment of the objects of the Company.
3. The income and property of the company shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. No portion of the company's income and property shall be paid or transferred directly, or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the company. No director shall be appointed to any office of the company paid by salary or fees, or receive any remuneration or other benefit or money or money's worth from the company. However, nothing shall prevent any payment in good faith by the company of:
- a. Reasonable or proper remuneration to any member or servant of the company (not being a Director) for any services rendered to the company.
  - b. interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the company to the company;

- c. Reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the company;
- d. Fees, remuneration of other benefit in money or money's worth to any Company of which a director may be a member holding not more than one hundredth part of the issued capital of such Company.

**PROVIDED HOWEVER** that nothing contained herein shall prevent the payment of remuneration to the **Chairman**, for executive services to the company provided that his salary is commensurate with comparable positions in other similar organisations and provided that he/she is not present at the meetings of the Directors when his/her remuneration is discussed and voted upon.

- 4. No addition alteration or amendment shall be made to or in the provisions of the Memorandum and Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Minister for Enterprise, Trade & Employment provided that in respect of clauses 3 and 8 of the Memorandum of Association, such approval shall be give only after consultation with the Minister for Finance.
- 5. The two preceding paragraphs of this Memorandum contain the conditions on which a licence is granted by the Minister for Enterprise, Trade & Employment to the company pursuant to Section 24 of the Companies Act 1963.
- 6. The liability of the members is limited.
- 7. Every member of the Company undertakes to contribute to the assets of the Company in the event of its 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 such amount as may be required not exceeding €1.27.
- 8. If upon winding up or dissolution of the Company there remains, after the satisfaction 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 a body or bodies of persons (within the meaning of the Income Tax Acts) or trust established for charitable purposes only 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 upon the Company under and by virtue of clause 3 hereof such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions then to some charitable object.
- 9. True accounts shall be kept of all monies received and expended by the Company and the matters in respect of which such receipts and expenditure takes place, of all sales and purchases by the Company and of the property, assets and liabilities of the Company. Once at least in each year the accounts of the Company shall be examined and the

correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditors or auditors.

We, the several persons whose names and addresses are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association

**Names, Addresses and Descriptions of Subscribers:**

1. Diarmuid O'Farrell, 42, Park View, Dublin 7. Vincentian Priest
2. Sr. Mary Nicholas Griffey, OP. St. Joseph's House for Deaf/Blind Brewery Road, Stillorgan, County Dublin.
3. Christopher Carroll, 39, Sycamore Road, Mount Merrion, County Dublin. Retired / Central Bank of Ireland.
4. Dermot J. O'Flynn, 8, Churchtown Drive, Dublin 14.
5. Louis J. Heelan, Inchavore, Kill Lane, Foxrock, Dublin 18.
6. Sr. Rosanne Doyle, O.P. Dominican Convent, Cabra, Dublin 7.
7. Br. J.P. Hannon, C.F.C. St. Joseph's School for Deaf Boys, Cabra.
8. Cecil Johnston, P.P. Parochial House, Dunmanus Road, Dublin 11.
9. Aidan Burke, P.P. 55, Lower Rathmines Road, Dublin 6.

Dated the 18th Day of February 1992.

Witness to the above signatures.

L.P. Booth,  
14 Castle Road, Clontarf, Dublin 3.

