

- (1). The name of the Company is- DUBLIN CITY BID COMPANY LIMITED
- (2). The Objects for which the Company is established are:-
 - (a)
 - (i) To organise and run a business improvement district in Dublin City Centre and to carry on all ancillary activities that the Company may deem convenient.
 - (ii) To implement or renew and administer and manage the Business Improvement District Scheme, in accordance with the Local Government (Business Improvement District) Act 2006
 - (iii) To ensure that each project, service and work under the scheme is carried out in accordance with the Local Government (Business Improvement Districts) Act 2006
 - (iv) To carry out the functions of the Company in accordance with the Local Government (Business Improvement Districts) Act 2006
 - (b) To furnish and provide the Company's property with such furniture, implements, machinery and convenience as the Company may think desirable.
 - (c) To raise funds and to help raise funds for any charitable purpose or for the purpose of any Company
 - (d) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above objects or any of them or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
 - (e) To formulate and enact By Laws for the purposes of organising and running the Business Improvement District in Dublin City Centre.
- (3). To subscribe for, take or otherwise acquire, and hold shares, of any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company, to amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted as directly or indirectly to benefit the Company.
- (4). To carry on the business of a trust and investment company and to invest the funds of the company in or upon or otherwise acquire, hold and deal in securities and investments of every kind.
- (5). To make, draw, accept, endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- (6). To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or other estate or interest, whether immediate or reversionary, and whether vested or contingent, any lands, tenements or hereditaments or any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies, any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent, or other rents or

encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the company in cash or debentures or obligations of the company whether fully paid or otherwise or in any other manner.

- (7). To undertake the office of trustee, executor, administrator, committee, manager, secretary, registrar, attorney, delegate, substitute or treasurer, and any other offices or situations of trust or confidence and to perform and discharge the duties and functions incident thereto, and generally to transact all kinds of trust and agency business either gratuitously or otherwise.
- (8). To facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligations, shares, stocks or securities and to act as trustees in connection with any securities and to take part in the conversion of the business concerns and undertakings into companies.
- (9). To take part in the management, supervision or control of the business or operation of any company or undertaking, and for that purpose to appoint and remunerate any Directors, accountants or other experts or agents.
- (10). To constitute any trusts with a view to the issue of preferred and deferred or any other special stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purposes of any such trust and to settle and regulate and if thought fit, to undertake and execute any such trusts and to issue, dispose of or hold any such preferred, deferred or other special stocks or securities.
- (11). To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interests of any person, firm or company of the dividend or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the company's holding company or a subsidiary or associated company.
- (12). To carry on and undertake any business, transaction or operation commonly carried on or undertaken by financial agents, financiers, underwriters, concessionaries, contractors for public and other works or merchants.
- (13). To carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above.
- (14). To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of the company carrying on or proposing to carry on any business which the company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the company, or possessed of property suitable for the purposes of the company and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with or enter into any arrangement for sharing profits, or for co-operation to for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (15). To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concession, co-operation or otherwise with any company carrying on or engaged in, any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and to lend money to, guarantee the contracts or debentures of or otherwise assist any such company, and to take or otherwise acquire and hold shares or stock in or securities of, and to subsidise or otherwise assist any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares, stocks or securities.

- (16). To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in Ireland or elsewhere, any patents, patent rights, brevets, exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or privilege which may seem capable of exercise, develop, manufacture under or grant licences or privileges in respect thereof or otherwise turn account the property, rights and information so acquired, and to carry on any business in any way connected therewith and to expend money in experimenting upon and testing and on improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.
- (17). To promote any company for the purpose of acquiring all or any of the property or liabilities of the company, or of undertaking any business or operations which may appear likely to assist or benefit the company to enhance the value of or render more profitable any property, assets or business of the company, or for any other purpose which may seem directly or indirectly calculated to benefit the company.
- (18). To guarantee the payments of dividends or interest on any stock, shares, debentures or other securities issued by, or any other contract or obligation of any company, societe anonyme, association, undertaking or public or private body and the performance of contracts by or become security for members of any company having dealings with the company.
- (19). To accumulate capital for any of the purposes of the company, and to appropriate any of the company's assets to specific purposes, either conditionally or unconditionally.
- (20). To apply for and obtain any legislative, municipal or other acts or authorisations for enabling the company to carry any of its subjects into effect or for any extension or alternation of its powers, for effecting any modification of the company's constitution, or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interest.
- (21). To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the company's objects or any of them, and to obtain from any such government, authority or company, any charters, contracts, decrees, rights, privileges and concessions, and to carry out, exercise and company with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- (22). To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the company's securities, for such consideration and on such terms as may be thought fit, including the power to pay a proportion of the profits of the company by way of interest on any money so raised or borrowed, and also by a similar mortgage, charge hypothecation, lien or pledge, to secure and guarantee the performance by the company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- (23). To advance and lend money, with or without security, to such persons or companies and upon such terms and subject to such conditions as may seem expedient.
- (24). To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the company, or for depreciation of works or stock, or any other purposes of the company.
- (25). To establish, join, support and subscribe to, or to aid in the establishment and support of associations, institutions, societies, co-operatives, clubs, funds, trusts or conveniences calculated to benefit the company or employees or ex-employees of the company or the dependants or connections of such persons or connected with any town or place where the

Company carries on business, and to grant pensions, gratuities, allowances or charitable aid to any person who may have served the company or to the wives, children or to her relatives or such person and to make payments towards insurance, and to form the contribute to provident and benefit funds for the benefit of any persons employed by the company and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

- (26). To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
 - (27). To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company's or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike off movement or organisation which may be thought detrimental to the interests of the company or its employees, and to subscribe to any association of fund for any such purposes.
 - (28). To procure the company to be registered or recognised in any foreign country, colony, dependency or place.
 - (29). To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the company.
 - (30). To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone or in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the company's business by any person or company.
 - (31). To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them. And it is hereby declared that in the construction of this Clause the word "company" except where used in reference to this company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere and words denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph be in nowise restricted by reference to or inference from the terms of any other paragraph or the name of the company.
3. The liability of the members is limited.
 4. 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 of within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member and 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 Euro.
 5. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly whether by way of dividend, bonus, distribution of profits, or otherwise howsoever to the members of the Company provided that nothing herein shall prevent payment in good faith of remuneration to any officer or servant of the Company, or prevent the payment or interest on monies lent to the Company or proper rent for any premises demised or let by any member to the Company, but so that no Council

Member of the Company shall be appointed to any office of the Company paid by fees and that no remuneration in money or money's worth shall be given to any Council Member.

6. If, upon the winding up or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities and any distribution pursuant to Section 129.3T of PART 13 of the Local Government Act 2001 as inserted by Section 6 of the Local Government (Business Improvement Districts) Act 2006, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but in regard to Business Improvement District funds shall be given or transferred to the Rating Authority of Dublin City Council and in regard to any other property, shall be given or transferred to some other Institution or institutions having objects 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 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and insofar as effect cannot be given to such provision, then to some other charitable object.