

Companies Registration Office

FEE PAID IN FULL	RECEIPT No.
- 8 OCT 2007	
COMPANIES REGISTRATION OFFICE Special Resolution	



Companies Acts 1963 to 1999

Registration fee stamp to be affixed above

This form must be typewritten

FORM NO

Section 141 of the Companies Act 1963

Company Number
433654

G1

(16)

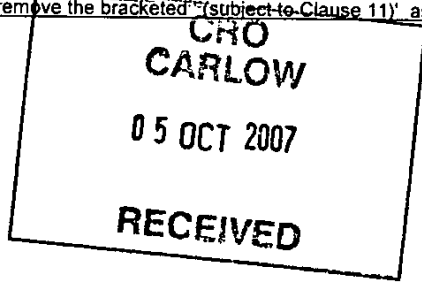
Company name *in full*
Tallaght West Childhood Development Initiative Limited

AT AN EXTRAORDINARY GENERAL MEETING of the members of the said company, duly convened and held at
St Marks Youth Services, Cookstown Lane, Fettercairn, Tallaght Dublin 24.

On the 4th Day September Month 2007 Year

The following Special resolution (s) was/were duly passed.

That Clause 7 of the existing Memorandum of Association of the company be deleted and an amended clause be inserted as per the attached.
In addition, other changes to the Memorandum of Association as noted in the attached document.
Clause 59 of the Articles of Association was amended to remove the bracketed '(subject to Clause 11)' as this clause is removed from the Memorandum.



I hereby certify that the above particulars are correct Director Company Secretary Date
Signature *Adrienne Molloy* 28/9/07

Name *Block letters please*
Adrienne Molloy

Presenter's name Evelyn Brennan Address St Mark's House, Cookstown Lane, Fettercairn, Tallaght, Dublin 24

Telephone Number 01-4940030

Reference

Tallaght West Childhood Development Initiative Ltd

CDI Board Extraordinary General Meeting

4th September 2007

MINUTES

Present: Noelle Spring, Heino Schonfeld, Anne Genockey, Katherine Zappone (Chair), Suzanne Guerin.

In Attendance : Marian Quinn

Proposed changes to the Memorandum of Association and Articles of Association were discussed and approved by the board.

Signed:


Katherine Zappone
Chair, CDI Board



NOTICE OF EXTRAORDINARY GENERAL MEETING
OF
TALLAGHT WEST CHILDHOOD DEVELOPMENT INITIATIVE LIMITED

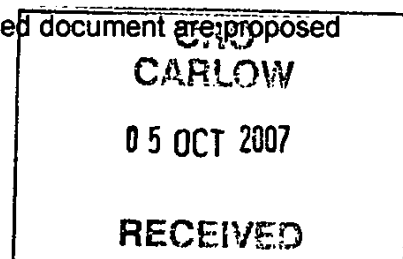
Notice is hereby given that an Extraordinary General Meeting of TALLAGHT WEST CHILDHOOD DEVELOPMENT INITIATIVE LIMITED will be held at

on September 4th 2007 at 2.30 p.m. at which the following Resolution will be proposed as a Special Resolution:-

“ That Clause 7 of the existing Memorandum of Association of the Company be deleted and the following Clause inserted in its place:-

7. The income and property of the company shall be applied solely towards the promotion of its main object 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, to the 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 in money or money's worth from the company. However, nothing shall prevent any payment in good faith by the company of:
- (a) reasonable and 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) Reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the company
 - (e) Fees, remuneration or other benefit in money or money's worth to any company of which the Director may be a member holding not more than one hundredth part of the issued capital of such company.”

In addition, other changes, as noted in the attached document are proposed as a Special Resolution.



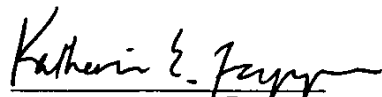
SIGNED:



Marian Quinn,

CEO

SIGNED:



Dr. Katherine Zappone

Chairperson of the Board

DATED September 4th 2007

7. The income and property of the company shall be applied solely towards the promotion of its main object 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, to the 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 in money or money's worth from the company. However, nothing shall prevent any payment in good faith by the company of:

- (a) reasonable and 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) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the company
- (e) fees, remuneration or other benefit in money or money's worth to any company of which the 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 one member of the Board for executive services to the company provided that his/her salary or fee is commensurate with comparable positions in other similar organisations and provided that s/he is not present at the meetings of the Board when his/her remuneration is discussed and voted upon

11. Clauses 7, 8, 9 and 10 of the Memorandum of Association contain conditions required by the Revenue Commissioners where relief from tax is granted to charities by the Revenue Commissioners pursuant to the Taxes Consolidation Act, 1997, amendments thereto and other relevant legislation and shall come into force only from such date as the company is granted the said relief from tax by the Revenue Commissioners.