

COMPANIES ACTS 1963 TO 1999  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION  
OF  
MINING HERITAGE TRUST of IRELAND LTD  
Iontaobhas Oidhreachta Mianadóireachta**

1. The name of the Company is MINING HERITAGE TRUST of IRELAND Ltd.  
(Iontaobhas Oidhreachta Mianadóireachta)
2. The objects for which the Company was established is to provide:

- Main Object (A) To provide an educational, training and expertise resource in all matters relating to the conservation and study of Ireland's Mining Heritage, to include historic mining technology, mining archaeology, conservation practices, genealogical research, historic mine site ecology, field study centres, archives, museum collections, local guide training courses.
- Subsidiary Object (B) (1) To identify, record and interpret the mine heritage of Ireland and maintain a National Mine Heritage Inventory for the benefit of the people of Ireland, visitors to Ireland and for the people of all nations.
- Subsidiary Object (2) To engage in the conservation of mining heritage features, landscapes, objects and archives throughout Ireland, either by sole agreements or partnerships.
- Subsidiary Object (3) To engage in research programmes and projects nationally and internationally which bear upon and advance the knowledge, understanding and public awareness of Ireland's mine heritage, nationally and internationally.
- Subsidiary Object (4) To engage, wherever appropriate, in long term management of selected sites through formally agreed partnerships with site owners/occupiers, or with local management groups/custodians, or through outright ownership. To provide a visible and acknowledged partner in the development and operation of the Irish mining heritage, through site-specific activities to regional Eco-Museums/Cultural Parks.
- Subsidiary Object (5) To actively participate in national and international mine heritage projects that will serve the national objectives.
- Subsidiary Object (6) To provide a centralised management, financial accounting and technical expertise capability for the entire group of mine heritage centres that might not be able to sustain such services individually.

Subsidiary  
Object

(7) To actively promote and facilitate appropriate technical training programmes in order to ensure a range of core competencies available across individual participating centres: e.g. licensed mining archaeologist and building surveyors. Provide a “pooled” technical resource competency.

3. The Company may have the following powers: -

(1) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in furtherance any of its main object.

(2) To apply for all licences, which may be required to further its main object.

(3) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock in trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(4) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company’s main object, and for the purposes of or in raising of money by the Company to become a member of any building society.

(5) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a Company deed or other assurance.

(6) To receive and acquire money by donation, gift, subscription or otherwise and to apply or expend such funds to or upon of the main objects of the company, directly or indirectly.

(7) To receive money on loan upon such terms as the Company may approve.

(8) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or

indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(9) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(10) To invest and deal with the moneys of the Company not immediately required for the purposes of its main objects in or upon such investments or securities and in such manner as may from time to time be determined. Prior permission must be obtained from the Revenue Commissioners where it is intended to accumulate funds over a period in excess of two (2) years.

(11) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(12) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company for such consideration as the Company may think fit.

(13) To amalgamate with any other company whose main objects are to include main objects similar to those of this Company.

(14) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub contractors or otherwise.

(15) To do all such things as are incidental or conducive to the above main objects.

(16) To provide in liaison with the relevant agencies a training service and courses on subjects relating to mine heritage conservation and interpretation training and education.

(17) To provide a mine heritage research and information service.

(18) To furnish and provide the Company's property with such furniture, implements, machinery, artefacts and conveniences as the Company may think desirable.

(19) To raise funds and to help raise funds for any charitable purpose.

(20) To engage in centralised fund raising activities with national and international agencies to achieve the main objects.

(21) To carry on any business, which may seem to the Company capable of being conveniently carried on in connection with the above main object.

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 same being wound up while he is a member or within one year after he ceases being a member, for payment of the debt 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 IR1.00.
6. The income and property of the Company shall be applied solely towards the promotion of its 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 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, officer 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 Director 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 a Director may be a member holding not more than one hundredth part of the issued capital of such Company.

7. No additions, alterations or amendments shall be made to or in the provisions of the Memorandum of Association for the time being in force unless the same shall have been previously submitted to and approved in writing by the Revenue Commissioners.
  
8. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred 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 6 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object.
  
9. Annual audited accounts shall be kept and made 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.

<i>Subscriber name</i>	<i>Address</i>	<i>Description</i>

*Dated this    day of    2000*  
*Witness to the above signatures :*