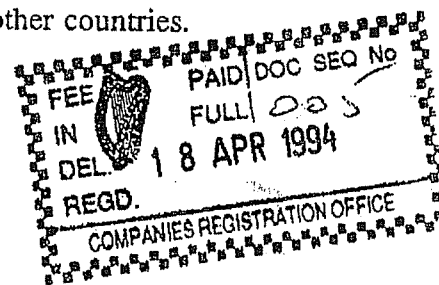


COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF LÉARGAS - THE EXCHANGE BUREAU

1. The name of the Company (hereinafter called Léargas) is "Léargas - The Exchange Bureau".
2. The primary object for which Léargas is established is to further the education of young people by promoting, assisting, encouraging and arranging the exchange of young people between Ireland and other countries in the world for the purpose of enabling them to develop an international perspective and awareness in all social, cultural, intellectual, educational, vocational, professional and economic matters and affairs and, by embarking upon the establishment of relationships with people in other countries, to enable young people to: -
 - (a) broaden their understanding of the cultures and peoples of other countries.
 - (b) educate themselves in the widest sense.
 - (c) develop and acquire language and other skills.
 - (d) develop their abilities in vocational preparation and training.
 - (e) develop a sensitivity to and an appreciation and understanding of other cultures, economies and work ethics.
 - (f) promote, demonstrate, explain and interpret our national attitudes beliefs and understanding in all social, cultural, intellectual, educational, vocational, professional and economic matters and affairs.



AND for the purpose of achieving this object to establish as a central co-ordinating Body in Ireland for youth exchange.

3. Léargas is empowered to do all or any of the following things for the purpose of attaining, and insofar as they are consistent with, its primary object:-
 - (i) To conduct research into all aspects of youth exchange.
 - (ii) To establish, maintain and provide an information service and data base to enable Léargas to co-ordinate and furnish all relevant information and data to persons and organisations involved or interested in youth exchange.

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Tara Campbell 9/8/93
For Registrar of Companies Dublin

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- (iii) To liaise with groups of Bodies or Organisations having similar or related objectives in Ireland or abroad.
- (iv) To establish criteria and standards within which youth exchange programmes should operate.
- (v) To establish, determine, distinguish between and where necessary classify the areas in geographic, social and economic terms where the primary object can be implemented and apply in whatever manner Léargas considers relevant and appropriate to its funding at such times and in such manner and in such amounts for the purpose of most effectively achieving its primary object.
- (vi) To promote the primary object of Léargas both in Ireland and abroad.
- (vii) To apply for, seek and obtain funding both here and abroad from all sources prepared to grant such funding whether governmental, intergovernmental, semi-governmental, public, private, local or statutory, or any other source from which Léargas is satisfied funding may be obtained to enable it to achieve its primary object.
- (viii) To develop and encourage and sponsor programmes which would lead to the acquisition of work experience and language improvement through youth exchange programmes.
- (ix) To apply for, obtain and use any state or other grants or funding for the purposes of Léargas and to give full effect to the objects and terms of such Grants to Léargas.
- (x) To apply for, collect, and receive donations, subscriptions and funds, both from the public and from private sources, and to determine their appropriate application in support of the primary object of Léargas and to receive and apply subscriptions from persons or bodies desiring to promote the primary object and to hold funds in trust for the same.
- (xi) To promote, hold and conduct and encourage other groups, bodies and organisations involved in youth exchange to promote, hold and conduct training courses, seminars, research and other matters which are likely to produce information calculated to assist Léargas in achieving its primary object and where necessary to provide funding and such other assistance as may be deemed appropriate by Léargas to this end.
- (xii) To establish a Policy both in national and international terms in relation to youth exchange programmes.

- (xiii) To establish youth leader courses, teacher training courses and such other related activities as Léargas considers appropriate to assist in implementing youth exchange programmes.
- (xiv) To liaise with, encourage and develop formal and informal educational programmes between all individuals and groups concerned and interested in youth exchange programmes.
- (xv) To determine, assess, assist and where it considers necessary to co-ordinate or become involved in co-ordinating and improving any other youth exchange programmes now or at any time in the future that may become established both in Ireland and abroad.
- (xvi) To promote Ireland internationally as a country suitable for consideration as a youth exchange partner.
- (xvii) To make provision for and afford the facilities for the preliminary training of persons who are or will become involved in youth exchange programmes with a view to their understanding and appreciating the cultural and other special conditions in host countries.
- (xviii) To establish and support or aid in the establishment and support of associations, institutions, funds and trusts, calculated to benefit the primary object of Léargas, provided such associations, institutions, funds or trust prohibit the distribution of their income and profit among their members to an extent at least as great as is imposed on Léargas by virtue of Clause 4 hereof.
- (xvix) To acquire by purchase or otherwise the property and to undertake liabilities (so far as it lawfully may be) either wholly or in part, of any society or body formed for the primary object of Léargas, and possessed of property suitable to such a primary object.
- (xx) To make arrangements for carrying on the work of Léargas, and for this purpose to engage and provide in whole or in part for the salaries or maintenance of officers and employees or of any person or persons engaged in promoting the primary object.
- (xxi) To grant pensions, gratuities and other allowances on retirement or death to or in respect of such whole time employees of Léargas as it may think fit.
- (xxii) To perform any lawful duty, function or act, in compliance with, and to carry into effect any lawful directions or instructions relating to any trust property vested in Léargas which may be given to Léargas by any duly constituted body entitled to give such directions or instructions, whether the same relate to the corpus or to the income of such trust or property.

- (xxiii) To administer, manage and conduct, as trustee, factor or agent, in accordance with any trusts, expressed or implied, affecting the same, any trust property vested in Léargas otherwise than as bare trustee, and to exercise any rights of ownership, or any rights or powers discretionary or otherwise, relating to the administration, management and conduct of, or in any manner to, any such trust property, and to give bonds or guarantees on account of any covenants, titles, trusts, or agencies that may be undertaken by Léargas.
- (xxiv) For the purpose of promoting the primary object to purchase, acquire, hold, manage, improve, sell, exchange, demise, let, mortgage or dispose of any lands, buildings, houses, businesses, goodwill, or other property of any nature or any estate or interest therein, and either with or without buildings on such land as may be deemed expedient with a view to the promotion of the primary object of Léargas.
- (xxv) To erect, maintain, alter, repair, or restore any building, office, room or other building, or any part of the same held by Léargas, or assist any such object and to provide the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences and accommodations.
- (xxvi) To borrow or raise money at interest, upon banking account or otherwise, by the issue of or upon bonds, debentures, bills of exchange, promissory notes, mortgages or other obligations or securities of Léargas.
- (xxvii) To lend money either with or without security or give financial assistance by way of grant donation or subscription or otherwise to any society, body or person for the purpose of forwarding the primary object of Léargas.
- (xxviii) To do all such other lawful things and to exercise all other powers as are incidental to, or are considered by Léargas to be desirable or conducive to the attainment of the primary object of Léargas, insofar as they may be done by a body of persons established for charitable purposes and not otherwise.

Provided that Léargas shall not support with its funds any object or endeavour to impose on, or to procure to be observed by its members or others any regulations, restriction or conditions which if an object of Léargas would render it a trade union.

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4. The income and property of Léargas, whencesoever derived, shall be applied solely towards the promotion of the Primary objects of Léargas as set forth in this Memorandum of Association, 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 of Léargas.

Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of Léargas, or to any member of Léargas, in return for any services actually rendered to Léargas, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to Léargas; but so that no member of the Council of Management or Board of Directors of Léargas shall be appointed to any salaried office of Léargas or any office of Léargas paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by Léargas to any member of such Council or Board of Directors, except repayment 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 Léargas provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council of Management or Board of Directors 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 profits he may receive in respect of any such payment.

5. No addition, alteration, or amendments shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Minister for Industry and Commerce and the office of the Revenue Commissioners provided that in respect of Clauses 4 and 9 of the Memorandum of Association, such approval shall be given only after consultation with the Minister for Finance.
6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the Minister for Industry and Commerce to Léargas in pursuance of Section 24 of the Companies Act, 1963 is subject.
7. The liability of the members is limited.
8. Every member of Léargas undertakes to contribute to the assets of Léargas 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 Léargas 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 one pound.

9. If upon the winding up or dissolution of Léargas 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 of Léargas but shall be given or transferred to some other charitable institution or institutions having a primary object similar to the primary object of Léargas 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 Léargas under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of Léargas 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.
10. True accounts shall be kept of the sums of money received and expended by Léargas and the matters in respect of which such income and expenditure take place, and of the property, credits and liabilities of Léargas, and, subject to any reasonable restrictions and to the time and manner of inspecting the same that may be imposed in accordance with the regulations of Léargas for the time being in force, such accounts shall be open to the inspection of the Members and made available to the Revenue Commissioners on request. Once at least in every year the accounts of Léargas shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors, or at the direction of the Minister by the Comptroller and Auditor General.

WE, the several persons whose names and addresses and descriptions are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.

NAME	ADDRESS	DESCRIPTION
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Dated this day of 1993

Witness to the above signatures: