

OS IN01

Registration of an overseas company opening a UK establishment



Companies House

COMPANIES HOUSE
FEE PAID
BELFAST

A fee is payable with this form
Please see 'How to pay' on the last page.

☒ **What this form is for**
You may use this form to register a
UK establishment.

☒ **What this form is NOT for**
You cannot use this form to ch
the details of an existing comp
officer or establishment.

MONDAY



J5FUVOX4

JNI 19/09/2016 #78

COMPANIES HOUSE

J5F5WGCO

JNI 09/09/2016 #114

COMPANIES HOUSE

J5EVWQ4H

JNI 05/09/2016 #25

COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use
FC 33707

A1 Corporate name of overseas company

Corporate name¹ Irish International Rugby Competitions Company Limited

By Guarantee

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**.
- To register using an alternative name, go to **Section A2**.

→ **Filling in this form**
Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

¹ This must be the corporate name in
the home state or country in which
the company is incorporated.

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business
in the UK.

Alternative name
(if applicable) ²

² A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK.

A3 Overseas company name restrictions³

This section does not apply to a European Economic Area (EEA) company
registering its corporate name.

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

³ Overseas company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.gov.uk/companieshouse

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Please give the period for which the company is required to prepare accounts by parent law.

From

d

d

m

m

To

d

d

m

m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period.

Months

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation.^①

☐ Yes.

Please indicate what documents have been disclosed.

☐ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts.

☒ Please tick this box if no accounts have been disclosed.

^① Please tick the appropriate box(es).

Part 3 Constitution

C1

Constitution of company

The following documents must be delivered with this application.

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

- ☒ I have enclosed a certified copy of the company's constitution. ^①
- ☐ I enclose a certified translation, if applicable. ^②

^① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

^② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

C2

EEA or non-EEA member state

Was the company formed outside the EEA?

- Yes Go to Section C3.
- No Go to Part 4 'Officers of the company'.

C3

Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

- Yes Go to Part 4 'Officers of the company'
- No If any of the above details are not included in the constitutional documents, please enter them in Section C4.

The information is not required if it is contained within the constitutional documents accompanying this registration.

C4

Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation. ^①

Building name/number

4th Floor

Street

45 Monmouth Street

Post town

London,

County/Region

Postcode

W C 2 H 9 D

Country

Please give the objects of the company and the amount of issued share capital.

Objects of the company ^②

To obtain and manage rugby events both inside or outside of Ireland and to carry on all activities in relation to same.

Amount of issued share capital ^③

The company is Limited by Gaurentee

^① This address will appear on the public record.

^② Please give a brief description of the company's business.

^③ Please specify the amount of shares issued and the value.

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form.
 → **No** Complete the officer details.

For a secretary who is an individual, go to **Section D1**; for a corporate secretary, go to **Section E1**; for a director who is an individual, go to **Section F1**; or for a corporate director, go to **Section G1**.

Continuation pages

Please use a continuation page if you need to enter more officer details.

Secretary**D1 Secretary details**

Use this section to list all the secretaries of the company. Please complete **Sections D1-D3**. For a corporate secretary, complete **Sections E1-E5**. Please use a continuation page if necessary.

Full forename(s)	Declan
Surname	McPhillips
Former name(s)	

Corporate details

Please use **Sections E1-E5** to enter corporate secretary details.

Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

D2 Secretary's service address

Building name/number	14
Street	The Palms Clonskeagh
Post town	Dublin 14
County/Region	
Postcode	
Country	Ireland

Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

D3 Secretary's authority

Please enter the extent of your authority as secretary. Please tick one box.

Extent of authority	<input type="checkbox"/> Limited <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly
If applicable, name(s) of person(s) with whom you are acting jointly	

If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Corporate secretary

E1	Corporate secretary details¹	
	Use this section to list all the corporate secretaries of the company. Please complete Sections E1-E5. Please use a continuation page if necessary.	
Name of corporate body or firm		¹Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies²	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	²EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ³This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ³		
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	⁴Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ⁴		
If applicable, the registration number		

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E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary. Please tick one box.		❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box.		
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Director

F1

Director details ¹

Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.

Full forename(s)	Declan
Surname	McPhillips
Former name(s) ²	
Country/State of residence ³	Ireland
Nationality	Irish
Month/year of birth ⁴	X X m1 m1 y1 y9 y5 y4
Business occupation (if any) ⁵	Company Director

1 Corporate details

Please use Sections G1-G5 to enter corporate director details.

2 Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

3 Country/State of residence

This is in respect of your usual residential address as stated in Section F5.

4 Month and year of birth

Please provide month and year only. Provide full date of birth in section F4.

5 Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

F2

Director's service address ⁶

Building name/number	14
Street	The Palms
	Clonskeagh
Post town	Dublin 14
County/Region	
Postcode	
Country	Ireland

6 Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

F3

Director's authority

Please enter the extent of your authority as director. Please tick one box.

Extent of authority	<input type="checkbox"/> Limited ⁷ <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box.
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ⁸
If applicable, name(s) of person(s) with whom you are acting jointly	

7 If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

8 If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Director

F1	Director details ^①	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	Kevin George	
Surname	Potts	
Former name(s) ^②		
Country/State of residence ^③	Ireland	
Nationality	Irish	
Month/year of birth ^④	X X m1 m1 y1 y9 6 6	
Business occupation (if any) ^⑤	Company Director	

① Corporate details
Please use Sections G1-G5 to enter corporate director details.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section F5.

④ Month and year of birth
Please provide month and year only. Provide full date of birth in section F4.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

F2	Director's service address ^①	
Building name/number	77, Wainsfort Road	
Street	Terenure	
Post town	Dublin 6w.	
County/Region		
Postcode	D 6 W T F 8 9	
Country	Ireland	

① Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

F3	Director's authority	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited ^① <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ^②	
If applicable, name(s) of person(s) with whom you are acting jointly		

① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Corporate director

G1**Corporate director details ①**

Use this section to list all the corporate directors of the company.
Please complete G1-G5. Please use a continuation page if necessary.

Name of corporate
body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

G2**Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?

- Yes Complete Section G3 only
- No Complete Section G4 only

G3**EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/
firm is registered ③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance:
www.gov.uk/companieshouse

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

G4**Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ④If applicable, the
registration number**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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G5

Corporate director's authority

	Please enter the extent of your authority as corporate director. Please tick one box.		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

- No Go to Section H3.
- Yes Please enter the UK establishment number below and then go to Section H2.

UK establishment
registration number

B R

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

- No Go to Section H3.
- Yes Please enter the UK establishment number below and then go to Section H3.

UK establishment
registration number

B R

H3 Delivery of accounts and reports

This section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ^①

- ☒ In respect of this establishment. Please go to Section H4.
- ☐ In respect of another UK establishment. Please give the registration number below, then go to Section H4.

UK establishment
registration number

B R

^① Please tick the appropriate box.

H4 Particulars of UK establishment ^①

You **must** enter the name and address of the UK establishment.

Name of establishment

First Names

Building name/number

45

Street

Monmouth Street, 4th Floor

Post town

London

County/Region

Postcode

W C 2 H 9 D G

Country

United Kingdom

Date establishment
opened

^d 1 ^d 3 ^m 0 ^m 7 ^y 2 ^y 0 ^y 1 ^y 6

Business carried on at
the UK establishment

Adminsitration of the UK Branch

^① Address

This is the address that will appear on the public record.

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company. Please complete Sections J1-J4.

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s) McPhilips

Surname Declan

J2 Permanent representative's service address ^①

Building name/number 14 the Palms

Street Clonskeagh

Post town Dublin

County/Region Dublin 14

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority
☐ Limited ^②
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☒ Alone
☐ Jointly ^③

If applicable, name(s) of person(s) with whom you are acting jointly

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company. Please complete Sections J1-J4.

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s) Kevin George

Surname Potts

J2 Permanent representative's service address ¹

Building name/number 77, Wainsfort Road

Street Terenure

Post town Dublin

County/Region Dublin 6w

Postcode D 6 W T F 8 9

Country

¹ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority

- ☐ Limited ²
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☒ Alone
☐ Jointly ³

If applicable, name(s) of person(s) with whom you are acting jointly

² If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

³ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

Part 7**Person authorised to accept service**

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below.

→ **No** Tick the box below then go to **Part 8** 'Signature'.

☒ If there is no such person, please tick this box.

K1**Details of person authorised to accept service of documents in the UK**

Please use this section to list all the persons' authorised to accept service below. Please complete **Sections K1-K2**.

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Surname

K2**Service address of person authorised to accept service ^①**

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

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Part 8

Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X

D M Phillips

X

This form may be signed by:
Director, Secretary, Permanent representative.

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Charlotte Partington-McDermott**

Company name **PwC**

Address **One Spencer Dock**

North Wall Quay

Post town **Dublin 1**

County/Region

Postcode

Country **Ireland**

DX

Telephone **+35317927544**

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly.
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.

**How to pay**

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House.'

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

COMPANIES ACT 2014

SCHEDULE 10

FORM OF CONSTITUTION OF COMPANY LIMITED BY GUARANTEE

Section 1176.

CONSTITUTION

OF

IRISH INTERNATIONAL RUGBY COMPETITIONS COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. The name of the company is: **IRISH INTERNATIONAL RUGBY COMPETITIONS COMPANY LIMITED BY GUARANTEE**
2. The company is a company limited by guarantee, registered under *Part 18* of the *Companies Act 2014*.
3. The objects for which the company is established are as follows:

To obtain and manage rugby events both inside or outside Ireland and to carry on all activities in relation to same.
4. To carry on all such other things as are incidental or conducive to the attainment of the above object.
5. The liability of the members is limited.
6. Every member of the company undertakes to contribute to the assets of the company, if the company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for
 - (a) the payment of the debts and liabilities of the company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
 - (b) the adjustment of the rights of contributories among themselves.such amount as may be required, not exceeding €1.00.

ARTICLES OF ASSOCIATION

The following Regulations shall apply to the company:

1. The number of members with which the company proposes to be registered is **one**.
2. The company may have for use in any place abroad an official seal which shall resemble the common seal of the company with the addition on its face of the name of every place abroad where it is to be used.
3. At the first annual general meeting of the company, all the directors shall retire from office. At every annual general meeting after that, one third, or, if that is not a whole number, the closest whole number to one third, shall retire from office. Those to retire shall be those who have been longest in office since last having been elected, except that, for those who became directors on the same day, those to retire out of them shall be decided by lot or agreed amongst themselves.
4. Where a director retires as required by Regulation 3, he or she shall be deemed to be re-elected if he or she offers himself or herself for re-election, a resolution for his or her re-election has not been put to the

meeting referred to in that Regulation and lost, there has been no express resolution not to fill his or her vacated office, and the members at that meeting do not elect someone as director in his or her place.

5. Where the company increases or reduces the number of directors, it may also decide in what rotation an increased or reduced number of directors is to go out of office.
6. Someone appointed by the directors to be a director, either to fill a casual vacancy or as an addition to the existing directors shall not be taken into account in determining the directors who are to retire at the next annual general meeting after that appointment.
7. In the case of a resolution to remove a director under *section 146* of the *Companies Act 2014* or to appoint somebody instead of the director so removed at the meeting at which he or she is removed, and where it is not practicable that the company give its members notice of any such resolution at the same time and in the same manner as it gives notice of that meeting, the company may give notice of such resolution in any manner which the directors may decide on.
8. The remuneration of the directors of the company shall be such as is determined, from time to time, by the company in general meeting.
9. A meeting of the directors or of a committee referred to in *section 160(9)* of the *Companies Act 2014* may consist of a conference between some or all of the directors or, as the case may be, members of the committee who are not all in one place, where each of them is able (directly or by means of telephonic, video or other electronic communication), to communicate with each of the others by sign language or in any other manner agreed to by the directors, as well as in any circumstance provided for by law.
10. At the start of a conference referred to in Regulation 9, whether occurring under that Regulation or as provided for by law, each director or, as the case may be, members of the committee must acknowledge that he or she accepts that the conference is such a conference and is a meeting of the directors or of a committee referred to in *section 160(9)* of the *Companies Act 2014*, as the case may be.
11. A director or, as the case may be, member of the committee taking part in a conference referred to in Regulation 9, whether occurring under that Regulation or as provided for by law, may not stop taking part in the conference without the express permission of the chairperson, and shall be conclusively deemed to have taken part in the meeting unless and until the chairperson gives such permission.
12. An extraordinary general meeting of the company not for the passing of a special resolution, other than an adjourned meeting, shall be called by not less than 14 days' notice.
13. *Subsection (5) of section 182* of the *Companies Act 2014* shall apply to the company, but as if it read 30 instead of 15 minutes.
14. The business of the annual general meeting shall include the election and re-election of directors and the remuneration of the directors.
15. *Subsection (5) of section 218* of the *Companies Act 2014* shall apply to the company.
16. The company shall indemnify every current or former officer of it, including a statutory auditor, against any liability incurred by him or her in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted, or in connection with any proceedings or application referred to in, or under, *section 233* or *234* of the *Companies Act 2014* in which relief is granted to him or her by the High Court.
17. The directors may, from time to time, set an annual subscription to be payable by any member of the company. That subscription shall be payable in advance on the 1st day of July in each year. Someone who becomes a member of the company after that date may be required to pay the entire annual subscription for that year and someone who stops being a member before that date shall not be entitled to any refund. The directors may also, from time to time, set terms and conditions for life subscriptions.

I, the person whose name and address is subscribed, wish to be formed into a company in pursuance of this constitution.

Names, Addresses and Descriptions of Subscribers
Stembridge Limited 22 Northumberland Road, Ballsbridge, Dublin 4 Corporate Body

As appropriate: signatures in writing of the above subscribers, attested by witness as provided for below; or authentication in the manner referred to in section 888.

Dated the 8th day of July 2016

Witness to the above Signatures:

Joanne Browne
22 Northumberland Road
Ballsbridge
Dublin 4

Certified a true copy of the Original

this 14th day of July 2016



Declan McPhillips.

Director/Secretary and Permanent Representative

Certified a true copy of the Original
to you
this
20



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEAS COMPANY**

(Registration of a UK establishment)

Company No. FC033707

UK Establishment No. BR018794

The Registrar of Companies hereby certifies that

**IRISH INTERNATIONAL RUGBY COMPETITIONS COMPANY
LIMITED BY GUARANTEE**

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

NFC033707Y

Given at Companies House on **26th September 2016**.



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES