

**CONSTITUTION
OF
Cork Biomanufacturing Park Designated Activity Company**

MEMORANDUM OF ASSOCIATION

1. The name of the Company is Cork Biomanufacturing Park Designated Activity Company.
2. The company is a designated activity company limited by shares, that is to say a private company limited by shares registered under Part 16 of the Companies Act 2014.
3. The main object for which the Company is established is to support and promote synergistic activity between University College Cork – National University of Ireland, Cork (UCC) and academic entities, public entities, and private enterprise, with the purpose of leading the development of the Cork Biomanufacturing Park, through the advancement of education, research and sustainable innovation in the areas of Biomanufacturing, Industrial Biotechnology, Precision Fermentation, the use of Green Hydrogen in Biomanufacturing, and the conversion of renewable electricity to products
4. In furtherance of the foregoing objects the Company may exercise the following powers:-
 - (a) To ensure the development and implementation of strategic and operational plans, policies, procedures and all other requirements necessary to support the management and operation of the Cork Biomanufacturing Park, to accept professional, managerial, financial and curatorial standards.

- (b) To encourage and promote participation in regional, national and international collaborative projects and, where appropriate, to enter into agreements, with other public bodies, galleries, museums, cultural bodies, educational institutions or comparable agencies inside and outside the Irish State.
- (c) To arrange for the dissemination (and promotion) of information about the Cork Biomanufacturing Park, which comply with professionally accepted standards.
- (d) To apply for funding to Irish, European Union or other international and/or philanthropic funding scheme.
- (e) To ensure the development and implementation of strategic and operational plans, policies, procedures and all other requirements necessary to support the main object.
- (f) To encourage and promote participation in regional, national and international collaborative projects and, where appropriate, to enter into agreements, with public bodies, private enterprises, educational institutions or comparable agencies inside and outside the State.
- (g) To acquire and make use of copyright, patents, licences, privileges and concessions as may be appropriate in relation to any matter connected with the Company's functions and activities.
- (h) To acquire whether on lease or by purchase for any estate, interest or tenure whether in fee simple or freehold or leasehold or other tenancies or estates, buildings, lands or other hereditaments.
- (i) To develop and turn to account any land owned by the Company or UCC or in which the Company or UCC has an interest and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating,

maintaining, fitting up and improving buildings and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

- (j) To make and lay down rules, regulations, restrictions and by-laws for users of premises occupied by the Company or any part thereof, and to alter, vary and amend and add to same.
- (k) To enter into management agreements and other Agreements in or in connection with premises occupied by the Company or any part thereof
- (l) To employ staff, advisers or professional agents as appropriate.
- (m) To repair, maintain, decorate, preserve, improve and insure any premises occupied by the Company and to make provision for the maintenance of the amenities of the Company.
- (n) To appoint agents to manage the premises occupied by the Company and to employ, delegate to and hire such persons and firms for such purposes and on such terms as to remuneration and otherwise as the Directors may from time to time deem appropriate.
- (o) To improve, manage, service, develop, exchange, lease, license, mortgage, enfranchise, dispose of, sell, turn to account or otherwise deal with all or any part of the property or rights of the Company as may be deemed expedient and do all or any of the above things either as principal, agent, contractor, trustees, agents, subsidiaries or otherwise if the same may be seen directly or indirectly to benefit the purposes for which the Company is established.

- (p) To take or otherwise acquire, and to hold, shares and securities of any company and to sell, hold, reissue, with or without guarantee, or otherwise deal with same.
 - (q) Generally, in the uncontrolled discretion of the Company, to provide for the furtherance of education and research.
 - (r) To borrow and raise money in such manner and on such security as the Directors shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed raised or owing by mortgage charge or lien upon the whole or any part of the Company's property or assets whether present or future and also by similar mortgage charge or lien to secure - and guarantee the performance by the Company of any obligation or liability it may undertake. Provided that no mortgagee or other person or company advancing money to the Company shall be concerned to enquire into the necessity or propriety of raising money or as to the amount required or the application thereof.
 - (s) To do all such other things as are incidental or conducive to the attainment of the above objects.
5. The income and property of the Company shall be applied solely towards the promotion of its main 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 however 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 Directors or other members of the Company to the Company;
 - (c) reasonable and proper rent for premises demised and let by a 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.
6. No payment (other than reasonable and proper payments for services rendered, vouched expenses or rent for premises let to the Company) transfer or distribution may be made directly or indirectly to a member and that, upon a winding up or dissolution of the company, no transfer, payment or distribution may be made to a member but that instead all net assets shall be given up or transferred to some other institution or institutions having main objects similar to the main objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company.
7. The liability of the members is limited.
8. The capital of the Company is €1,000,000 divided into 1,000,000 ordinary shares of €1.00 each.

ARTICLES OF ASSOCIATION

1. The provisions of the Companies Act 2014 are adopted save in so far as they are hereby excluded or modified.
2. SHARES

The Share Capital of the Company is €1,000,000 divided into 1,000,000 Ordinary Shares of €1.00 each.

TRANSFER OF SHARES

3. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and need not be attested.

DIRECTORS

4. The number of Directors shall not be less than four, and shall be appointed by and subject to removal by the President for the time being of University College Cork - National University of Ireland, Cork. The appointment of any Directors shall be for such period as the President may specify.
5. A Director shall not require a share qualification but nevertheless shall be entitled to receive notice of and to attend and speak at any general meeting of or any separate general meeting of the holders of any class of shares in the Company.
6. The office of a Director shall be vacated if the Director:-
 - (a) is adjudged bankrupt in the State or in any part of the World or makes any arrangement or composition with his creditors generally; or

- (b) becomes prohibited from becoming a Director by reason of any order made under the Companies Act; or
 - (c) in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director; or
 - (d) resigned such office by notice in writing to the Company; or
 - (e) is convicted of an indictable offence (other than an offence under the Road Traffic Acts for which he is not sentenced to imprisonment and actually imprisoned) unless the Directors otherwise determine; or
7. In addition to and without prejudice to the provisions of the Companies Act, the Company may by ordinary resolution remove any Director notwithstanding anything in these regulations or in any agreement between the Company and such Director. Any such removal shall be without prejudice to any claim such Director may have for damages for breach of contract of service between him and the Company. The President for the time being of UCC also may by notice in writing appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security of any debt, liability or obligation of the Company or of any third party. Debentures, debenture stock and other securities may be made assignable free from any equities between the Company and any person to whom the same may be issued.

Any debentures or debenture stock may be issued at a discount, premium or otherwise and with any special rights as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors or otherwise.

NOTICES

9. Every person who, by operation of law, transfer or other means shall become entitled to any share shall be bound by every notice or other document which, previous to his name and address being entered on the register in respect of such share, shall have been given to the person in whose name the share shall have been previously registered.
10. Any notice or document sent by post to the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then deceased and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any share held together by such member (whether solely or jointly with any other person or persons) until some other person or persons be registered in his stead as the holder or joint holders thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her executors or administrators, and all persons (if any) jointly interested with him or her in any such share.
11. The signature to any notice to be given by the Company may be written or printed.

INDEMNITY

12. Subject to the Act, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

SECREC

13. No member shall be entitled to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process which may relate to the conduct of the business of the Company, and which, in the opinion of the Directors, it would be inexpedient in the interests of the members of the Company to communicate to the public.

Signature of Subscriber 

Authorised Signatory for University College Cork

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
University College Cork – National University of Ireland, Cork of Western Road, Cork. University	One

Dated the 10 day of APRIL 2024

Witness to the above Signatures:

Name: 
Address: University College Cork, Western Road, Cork

