



BORD NA MÓNA PLC

ATTACHMENTS IN SUPPORT OF A WASTE LICENCE APPLICATION FOR A MATERIAL RECYCLING FACILITY AT DRUMMAN, CO. OFFALY

ORIGINAL

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Client: Bord na Móna Ltd.

Keywords: waste licence application, materials recovery, waste transfer,

Abstract: This document contains the attachments to the application to the EPA for a waste licence for a proposed materials recycling & waste transfer facility at Drumman, Co. Offaly. The application is made by Fehily Timoney & Company on behalf of Bord na Móna Plc.

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ATTACHMENT A – NON TECHNICAL SUMMARY

Attachment A.1

This Non-Technical Summary has been prepared in accordance with Article 12(1)(u) of the Waste Management (Licensing) Regulations S.I. 395 of 2004. Sub-articles (a) to (t) of Article 12 are addressed below.

For clarity, the paragraph numbering is in accordance with the numbering of Article 12(1), (a) to (t).

Article 12(1)

(a) General Details

Bord na Móna Plc
Main Street
Newbridge
Co. Kildare

Tel: 045 439000
Fax: 045 439001

Registered Company No: 297717

(b) Planning Authority

The development is proposed for a site in the functional area of Offaly County Council:

Arás an Chontae
Charleville Road
Tullamore
Co. Offaly

(c) Sanitary Authority

There will be no discharge of final treatment of effluent generated at the facility to sewer. Wastewaters generated at the facility will be treated using an installed proprietary wastewater treatment plant with discharge of final effluent to the Mongagh River. This issue is discussed in more detail in Attachments E & F.

(d) Location

The proposed facility will be located in the townland of Derrygreenagh in County Offaly. The location is approximately 8 kilometres from the village of Rhode, Co. Offaly and 3 kilometres from the village of Rochfortbridge, Co. Westmeath. The National Grid Reference for the site is:

E 2490 N 2386

(e) Nature of the Development

The proposed development will consist of a waste reception and processing building and a waste storage building. Access will be via a double weighbridge system and a staff accommodation and office building will also be constructed. A marshalling yard will be located to the front and rear of the waste reception and processing building with dedicated areas for skip, container and trailer storage and parking.

The proposed facility will accept 99,000 tonnes per annum of mixed dry recyclables, mixed municipal wastes, construction and demolition (C&D) wastes, commercial and industrial (C&I) wastes and brown bin organic wastes collected by AES Ireland Ltd., the waste management company owned by Bord na Móna Plc. Approximately 50,000 tonnes of mixed dry recyclables will be accepted at the facility and this material will be processed within the facility prior to transport off site for recovery/ recycling.

This material will be brought from other AES Ireland Ltd. transfer stations for processing at the proposed facility such that the proposed facility will operate as the primary AES Ireland Ltd. mixed dry recyclables processing facility. Processing will comprise the mechanical separation, sorting and baling of the various recyclable waste streams.

The remaining 49,000 tonnes of material will be mainly C&D and C&I material with approximately 5,000 tonnes of brown bin organic material being accepted also. These materials will not be processed, other than some gross recovery from the C&D/C&I material and will be bulked up and transported off site, for disposal in the case of the C&D/C&I material and for biological treatment in the case of the brown bin organic material. 'Bulking up' refers to the process of accepting smaller volumes of waste from refuse collection vehicles (RCV's), skips etc. and transferring this material to larger volume trailers for more efficient and economic transportation of the waste material.

In summary, the proposed development will consist of the following:

- (a) a waste reception and processing building
- (b) a baled waste storage building
- (c) an administration and welfare building
- (d) the installation of a dual weighbridge system
- (e) 60 no. car parking spaces
- (f) the upgrading of an existing haul road and laying of appropriate haulage pavement
- (g) proprietary wastewater treatment plant
- (h) ESB substation surface water management system incorporating surface water lagoon
- (i) underground rainwater harvesting tank
- (j) the installation of dust extraction and biofiltration plant
- (k) site boundary fencing, hardstanding areas and other ancillary infrastructure

(f) **Class of Activity**

In accordance with the Third and Fourth Schedules of the Waste Management Acts, 1996 to 2010, the following classes of activity are proposed:

Waste Disposal Activities, in accordance with the Third Schedule of the Waste Management Acts 1996 to 2010

Class 11	<p>Blending or mixture prior to submission to any activity referred to in a preceding paragraph of this Schedule.</p> <p>This activity is limited to the mixing of waste prior to baling/bulking</p>
Class 12	<p>Repackaging prior to submission to any activity referred to in a preceding paragraph of this Schedule.</p> <p>This activity is limited to the baling/bulking of waste prior to the transfer for disposal off site</p>
Class 13	<p>Storage prior to submission to any activity referred to in a preceding paragraph of this Schedule, other than temporary storage, pending collection, on the premises where the waste concerned is produced.</p> <p>This activity is limited to the storage of waste prior to the baling/bulking and transfer for disposal off-site</p>

Waste Recovery Activities, in accordance with the Third Schedule of the Waste Management Acts 1996 to 2010

Class 2	<p>Recycling or reclamation of organic substances which are not used as solvents (including composting and other biological processes):</p> <p>This activity is limited to segregation and baling of plastics, cardboard and paper as well as collection of newsprint, textiles, timber, biowaste, waste oils, wood, paints prior to recovery off-site</p>
Class 3	<p>Recycling or reclamation of metals and metal compounds:</p> <p>This activity is limited to the segregation of aluminium cans, tin cans, scrap metal, batteries and white goods prior to recovery off-site</p>
Class 4	<p>Recycling or reclamation of other inorganic materials:</p> <p>This activity is limited to the segregation of construction and demolition waste, DIY waste, electronics, glass and tyres prior to recovery off-site</p>
Class 12	<p>Exchange of waste for submission to any activity referred to in a preceding paragraph of this Schedule:</p> <p>This class of activity allows for waste containing recyclables to be processed at the facility</p>
Class 13	<p>Storage of waste intended for submission to any activity referred to in a preceding paragraph of this Schedule, other than temporary storage, pending collection, on the premises where such waste is produced:</p> <p>This activity allows for the storage of waste accepted at the facility prior to recovery off-site</p>

(g) Quantity of Nature of Waste (EWC Code)

The proposed quantities of waste are given in tonnes per annum in the following table.

Proposed Waste Types for acceptance as per EWC classification

Waste Type	Tonnes Per Annum	EWC Code
Municipal Solid Waste	80,000	15 01 06 – mixed packaging
		19 12 12 - other waste (including mixtures of materials) from mechanical treatment of waste other than those mentioned in 19 12 11
		20 03 01 – mixed municipal wastes
		20 03 02 – waste from markets
		20 03 03 – street cleaning residues
		20 01 01 – paper and cardboard
		20 01 02 - glass

		20 01 08 – biodegradable and kitchen waste
		20 01 38 – wood other than that mentioned in 20 01 37
		20 01 39 - plastics
Commercial & Industrial Waste	10,000	15 01 01 – paper and cardboard packaging
		15 01 02 – plastic packaging
		15 01 03 – wooden packaging
		15 01 04 – metallic packaging
		15 01 05 – composite packaging
		15 01 07 – glass packaging
C & D waste	8,800	17 01 07 – mixture of concrete, bricks, tiles and ceramics other than those mentioned in 17 01 06
		17 02 01 – wood
		17 02 02 – glass
		17 02 03 - plastic
		17 04 07 – mixed metals
		17 05 04 – solid and stones other than those mentioned in 17 05 03
		17 06 04 – insulation materials other than those mentioned in 17 06 01 and 17 06 03
		17 09 04 – mixed construction and demolition wastes other than those mentioned in 17 09 01, 17 09 02 and 17 09 03
Household Hazardous waste	200	13 02 04 – mineral-based chlorinated engine, gear and lubricating oils
		13 02 05 – mineral-based non-chlorinated engine, gear and lubricating oils
		13 02 06 – synthetic engine, gear and lubricating oils
		13 02 07 – readily biodegradable engine, gear and lubricating oils
		13 02 08 – other engine, gear and lubricating oils
		16 01 07 – oil filters
		16 02 11 – discarded equipment containing chlorofluorocarbons, HCFC, HFC
		20 01 23 – discarded equipment containing chlorofluorocarbons
		20 01 27 - paint, inks, adhesives and resins containing dangerous substances
		20 01 28 - paint, inks, adhesives and resins other than those mentioned in 20 01 27
		20 01 33 – batteries and accumulators included in 16 06 01, 16 06 02 or 16 06 03 and unsorted batteries and accumulators containing these batteries
		20 01 36 – discarded electrical and electronic equipment other than those mentioned in 20 01 21, 20 01 23 and 20 01 35
TOTAL	99,000	

It is proposed to accept 200 tonnes of household hazardous wastes e.g. waste electrical and electronic equipment (WEEE), paints, batteries etc. to allow for quantities of this material which may be inadvertently accepted in with municipal household waste.

(h) Raw Materials

The following are estimates for the annual consumption of fuel and energy on-site based on scaled data from other similar facilities operated by AES Ireland Ltd:

Diesel Fuel	140,000 Litres
Electricity	575,000 kW/h

Water usage onsite is difficult to ascertain at this juncture. However, it is proposed that rainwater harvesting be utilised onsite thus minimising the requirement for water abstraction from a bored well. Small quantities of maintenance consumables i.e. oils, paints, detergents, vermin control material will be kept onsite and stored in a secured location for use as and when required.

(i) Plant, Processes and Operating Procedures

All waste accepted at the facility will be subject to waste acceptance measures which will be outlined in the facility's environmental management system (EMS) and approved by the EPA. The likely waste acceptance procedures will involve the use of an integrated waste software system.

Only waste from AES Ireland Ltd. own vehicles will be accepted at the site. When waste arrives on-site, it will be weighed at the weighbridge and the vehicle registration number and origin of the load entered into the software system. A weight docket will be printed for each waste load. The waste vehicle will then be directed to the appropriate area of the Waste Reception and Processing building. The Waste Reception and Processing Building will be divided into three sections:

- Materials recovery area
- Waste Transfer area
- Biowaste area

Materials Recovery Area

Mixed dry recyclable (MDR) waste material will be deposited in the incoming material deposit bunker and visually inspected. Material will be loaded into a metering hopper that feeds the material recovery plant using a loading shovel. Through a system of conveyors, picking stations, screens, magnetic and eddy current separators, optical separators and other plant, the waste material will be separated into its various fractions such as mixed papers, cardboard, plastics and ferrous and non-ferrous metals. The final configuration of the materials recycling plant will be determined based on, among other factors, market considerations and the characteristics of the accepted waste material.

Once segregated into the different fractions, the recyclable material will be baled with the bales of material being transported for storage to the Bale Storage Building using a forklift. When determined by the operations manager and based on market conditions, the baled material will be loaded into trailers and transported off site for sale on the recyclables market.

Waste Transfer Area

Material accepted at the facility for bulking up will be unloaded in the waste reception area of the waste transfer section of the building and inspected. The material will then be placed in an appropriate bunker using a loading shovel until such time as a sufficient quantity of the material is received. These bunkers are likely to be constructed using moveable, precast concrete walls or blocks of the Alfabloc variety. Waste materials to be accepted in the waste transfer section will be construction and demolition (C&D) waste, 'black bag' residual waste and certain commercial and industrial (C&I) waste materials.

Once a sufficient quantity of a waste type is accumulated, this waste material will be loaded into high sided trailers in the loading pit in the waste transfer building. The lower level of the loading pit allows the loading shovel operator to accurately and cleanly load the trailer prior to the transportation of this material offsite for further treatment or disposal.

Biowaste Area

It is generally 'brown bin' biowaste material that will be accepted in this section of the building, typically from refuse collection vehicles that have collected organic waste from household and commercial premises. Vehicles will access the building through rapid opening and closing doors. This material will be deposited on the floor of the building and inspected for contamination. If it is expected that the material will have a high moisture content then material such as wood chip or paper/card will be laid on the floor in order to prevent spillage and difficulties in handling.

The biowaste material will be stockpiled within the building and when a sufficient volume has accumulated, will be loaded into a low sided trailer for transportation to a designated biological treatment facility.

In all sections of the facility, waste deemed unacceptable for acceptance at the facility will be moved to the designated waste quarantine areas and loaded into designated compactor bins, prior to its removal off site and transfer to an appropriate facility for disposal or recovery.

(j) Regarding Paragraphs (a) to (g) of section 40 (4) of the Waste Management Act

The information contained within the waste licence application form and its attachments, including the enclosed Environmental Impact Statement, demonstrates that the proposed facility meets the above requirements of the Act.

(k) Emissions from the Site

Air

It is proposed to install a dust extraction system within the waste reception and process building from an occupational health and safety viewpoint. Air extracted at this location will pass through a dust filter prior to venting to atmosphere. Discharge will be through a vent situated on the northeastern flank on the waste processing building.

Process air from the biowaste reception area will be passed through a proprietary woodchip or peat based biofilter to ensure mitigation of potential odours resulting from the reception and bulking up of brown bin biowaste material. The biofilter unit will be located along the north eastern flank of the reception and processing building.

In normal operating conditions, the waste reception and processing building will be operating under negative pressure in an enclosed environment with rapid closing doors.

Noise

The noise sources to be associated with the operation of the proposed facility include:

- Delivery of waste material to the facility
- Processing and bulking up of waste material in the waste reception and processing building
- Transportation of waste material off site
- Outdoor site operation including marshalling of vehicles and movement of trailers and skips

It is proposed that noise monitoring be carried out at two site boundary locations as indicated in Drawing LW09-660-04_300-005.

A full assessment of the impact of noise from waste activities at the site is included in Attachment E.5 and in the accompanying EIS. This assessment concluded that there would be no significant impact as a result of the activities at the facility.

Surface Water

Surface water runoff will be generated from the hardstanding areas and roofs building on-site. This run-off will be collected in a network of drains and conveyed via hydrocarbon interceptor to a surface water attenuation lagoon, prior to discharge to the Mongagh River. In addition, a rainwater harvesting tank will be incorporated within the surface water management system.

Foul water generated in the facility will be from periodic washdown with the waste reception and processing building and from the welfare facilities in the administration building. This foulwater will be directed to a proprietary wastewater treatment unit prior to discharge to the Mongagh River. An assimilative capacity study carried out has indicated that the capacity of the receiving waters with respect to BOD and Orthophosphate is adequate to cater for the proposed discharge. The receiving waters have been found to contain elevated levels of naturally occurring ammonia. However, given the flows in the river and the associated dilution available, the proposed discharge will have a negligible effect on these concentrations.

A full assessment of the impact of surface water emissions from the site is included in Attachment E.2 and in the accompanying EIS.

Groundwater

There will be no direct emissions to groundwater from the proposed activities at the site. It is proposed that groundwater quality monitoring be conducted at the location of the groundwater borehole that will supply the site, when this location is identified.

(l) Effects of Emissions

An assessment of the effects of the above listed emissions on the environment has been carried out and it has been concluded that the proposed development will not significantly effect the environment. Further details on emissions can be found in Attachment E of the Waste Licence Application and the relevant sections of the EIS. The facility will be designed to minimise the emission of pollutants and operational procedures will be implemented to reinforce these design features.

(m) Monitoring and Sampling Points

A complete and comprehensive regime of regular environmental monitoring will be implemented at the site by the Applicant. The Applicant proposes monitoring locations identified in Drawing LW09-660-04_300-005 and described in Attachment F. All environmental monitoring will be carried out by qualified persons and any laboratory analysis that is required will be carried out at an approved laboratory.

All monitoring will be carried out according to established procedures, approved by the Agency. Annual reports containing details of environmental monitoring will be prepared and presented to the Agency.

(n) Arrangements for Waste Arising from the Activity

A small quantity of waste will be generated on site from the use of the canteens, offices, etc and from the maintenance of plant and machinery. Source segregation of this waste will be carried out to recover as much recyclable material as possible.

(o) Arrangements for Off-site Treatment or Disposal of Wastes

Solid waste for recovery or disposal offsite will be sent to appropriate (licensed or permitted) outlets in agreement with the Agency.

(p) Unauthorised or Unexpected Emissions

Staff will be present on site at all times during opening hours to supervise and carry out operations and to deal with any emergencies. A CCTV security system will be installed onsite. Key staff will be on-call to respond to any emergency situation outside of normal working hours e.g. nighttime, Sundays and Public Holidays.

An Emergency Response Procedure will be developed for the facility operation which will deal with unexpected emissions such as odour/dust emissions to air, noise or emission to water and other eventualities e.g. fire or plant breakdown. The Emergency Response Procedure includes details of persons to contact, emergency services numbers and actions to be taken. These have been submitted and agreed with the Agency.

(q) Closure and Restoration

It is anticipated that the facility will be operated indefinitely. However, should the facility close for some unforeseen reason all waste and all equipment will be removed from the facility. Waste would be removed to authorised facilities. Equipment would be recycled where possible. The building where waste activities occur would, (if permissible) remain and would likely be used again.

If a decision is taken to decommission the facility, the Agency will be notified at least six months in advance of the closure and an aftercare management plan will be prepared and submitted to the Agency within this time period.

Activities at the site are unlikely to result in either groundwater or land contamination as the majority of the site is made up of concrete hardstandings and there is no permanent storage of waste on site. The nature of activities that occur at the site will ensure that no remediation of the site will be necessary in the event of closure of the facility.

(r) Related to landfilling of waste and is not relevant to this development

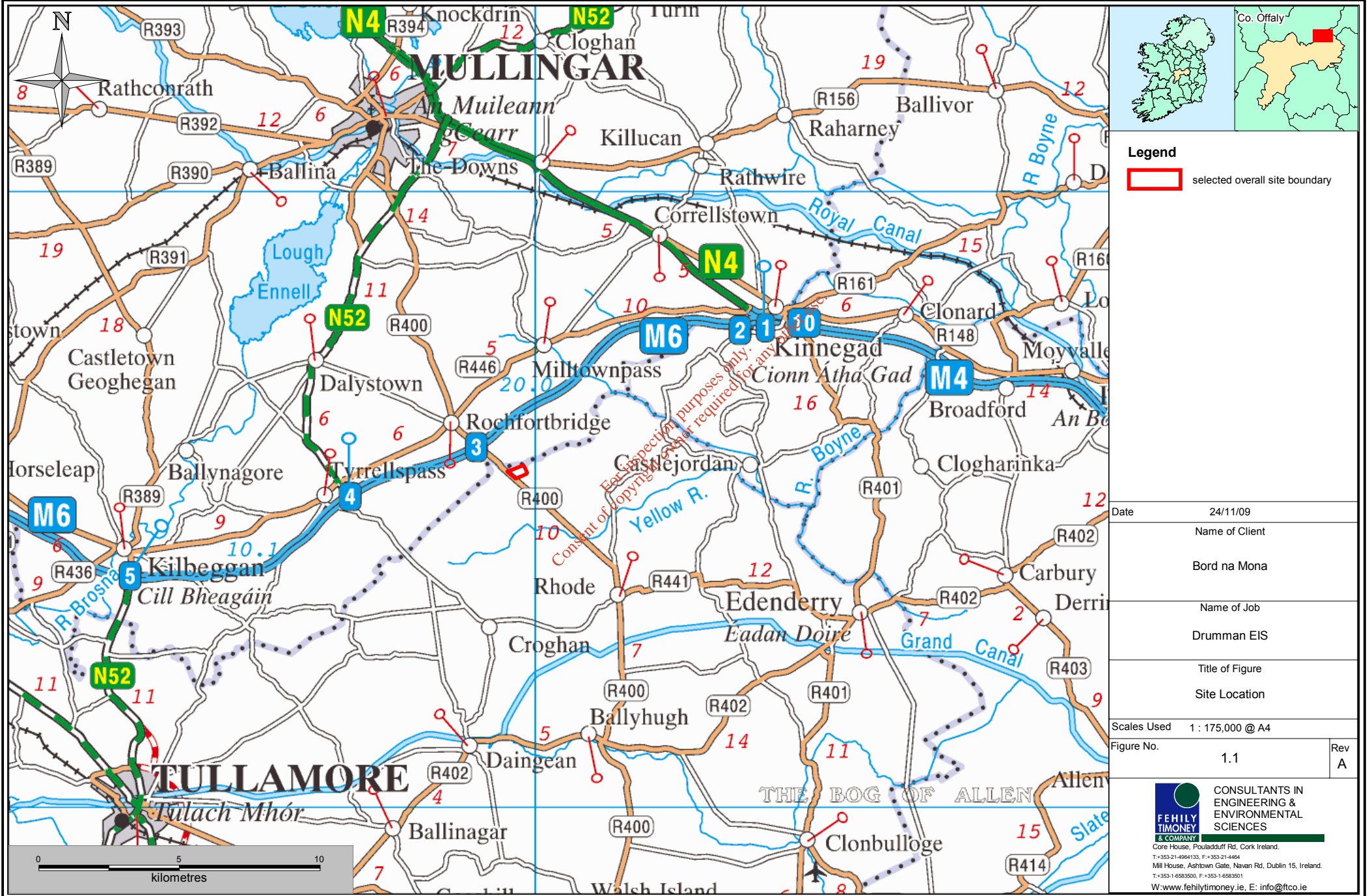
(s) European Communities (Control of Major Accident Hazards involving Dangerous Substances) Regulation 200

This regulation does not apply to the proposed activity.

(t) Council Directive of 17 December 1979 on the protection of groundwater against pollution caused by certain dangerous substances

There will be no direct discharge to groundwater, as all proposed waste activities take place on hard standing surfaces and indoors.

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ATTACHMENT B – GENERAL

Attachment B.1 Applicant Details

- (a) A copy of the Certificate of Incorporation for Bord na Móna PLC is attached in Attachment B.1.1
- (b) Bord na Móna PLC Company Registration Number is: **297717**
- (c) Bord na Móna PLC Directors are:
- Mr. Fergus McArdle
 - Mr. Gabriel D'Arcy
 - Mr. Pat Kane
 - Mr. Paudge Bennet
 - Mr. Paddy Fox
 - Mr. Paddy Rowland
 - Mr. Gabriel Cribben
 - Mr. Rory Scanlan
 - Dr. Connor Skehan
 - Mr. Peter Wyer
 - Ms. Rose McHugh
 - Mr. David Taylor
- (d) Land Ownership Details are shown in Drawing LW09-660-04_300-002

Attachment B.2 Location of Activity

- Figure 1.1 (previous) illustrates the location of site
- Drawing LW09-660-04_300-003 – Site Plan illustrates the boundary to which the application relates as well as the location of the site notice
- Drawing LW09-660-04_300-001 – Site Location Map indicates details of buildings, roads, rivers, powercables within 500 metres of the facility
- Drawing LW09-660-04_300-004 – Site Services indicates details of underground services within 250 metres of the facility

Attachment B.3 Planning Authority

The planning authority is Offaly County Council. A planning application is being submitted to Offaly County Council in tandem with the waste licence application process.

Attachment B.4 Sanitary Authority

There will be no discharge of final treatment of effluent generated at the facility to sewer. Wastewaters generated at the facility will be treated using an installed proprietary wastewater treatment plant with discharge of final effluent to the Mongagh River. This issue is discussed in more detail in Attachment E2.

Attachment B.6 Notices and Advertisements

Site Notice

Attachment B.6.1 contains a copy of the Site Notice. Drawing LW09-660-04_300-003 indicates the location of the site notice.

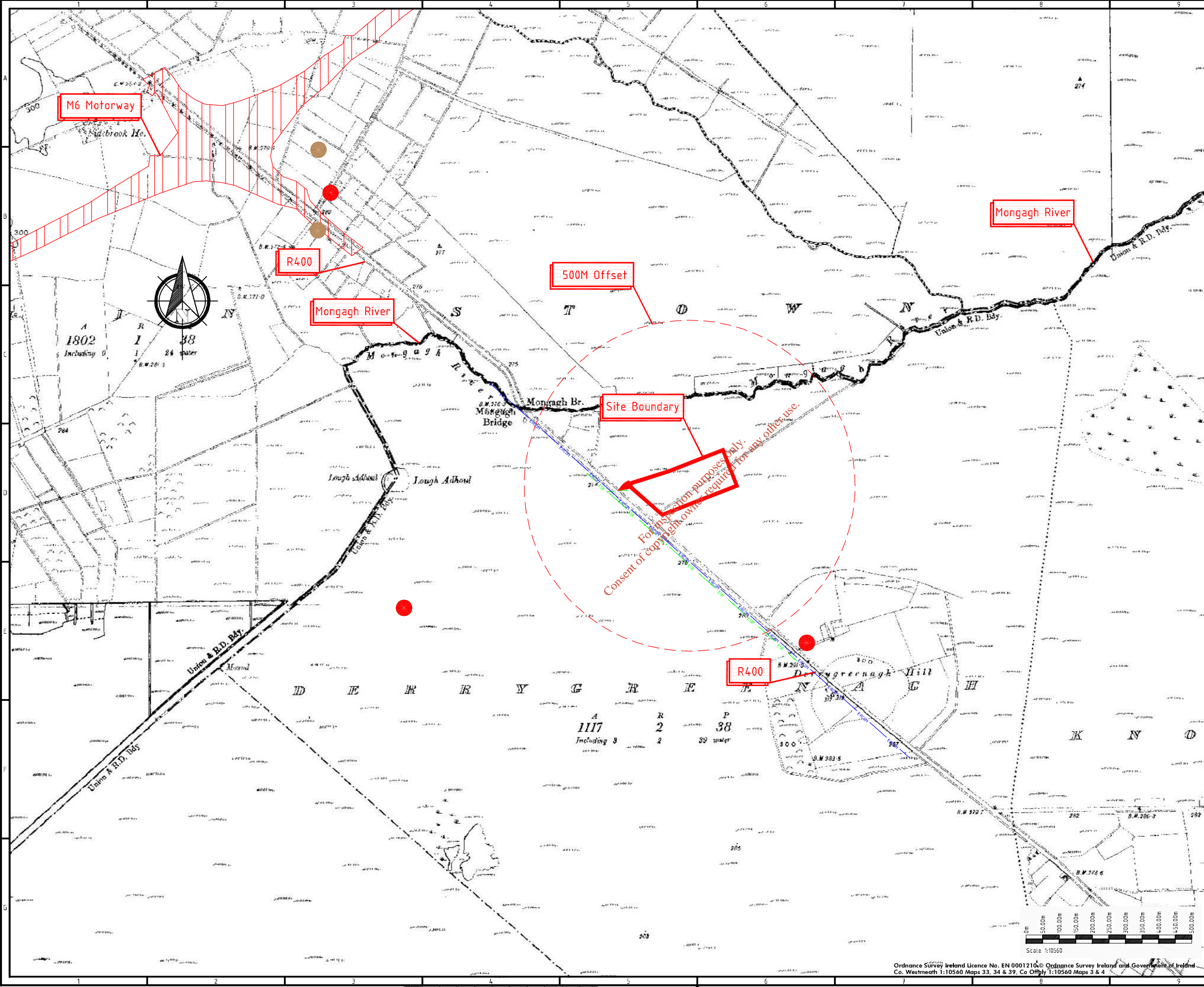
Newspaper Notice

The complete newspaper containing the newspaper notice is included with the original application. The relevant page of the newspaper containing the advertisement is included with 3 copies of the application in Attachment B.6.1.

Notice of Application to the Planning Authority

A copy of the notice of the application to Offaly County Council Planning Department is attached in B.6.1.

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Facility

Grid Reference: E: 2490
N: 2386

Address: Bord na Mona PLC
Drumman,
Derrygreenagh,
Co. Offaly.

NOTE: No Gas Pipelines In The Vicinity Of The Site.

Legend

- Commercial Building
- Residential Building
- Green: MV (10kV/20kV) Overhead Lines
- Blue: Existing Overhead Telecommunications Lines

Rev.	Drawn	Checked	App'd	Rev. Origin	Rev. Date	Description
A				Cork	25.02.10	ISSUE FOR WASTE LICENSE APP

Name of Client	
Bord na Mona PLC	

Name of Job	
Drumman Project	

Title of Drawing	
1:10560 Site Location Map (inc. overground services)	

Scales Used	
1:10560	

Dwg. No.	
LW09-660-04-300-001	

Rev.	
A	

This Drawing was prepared to	
A3	

Scales Used	
1:10560	

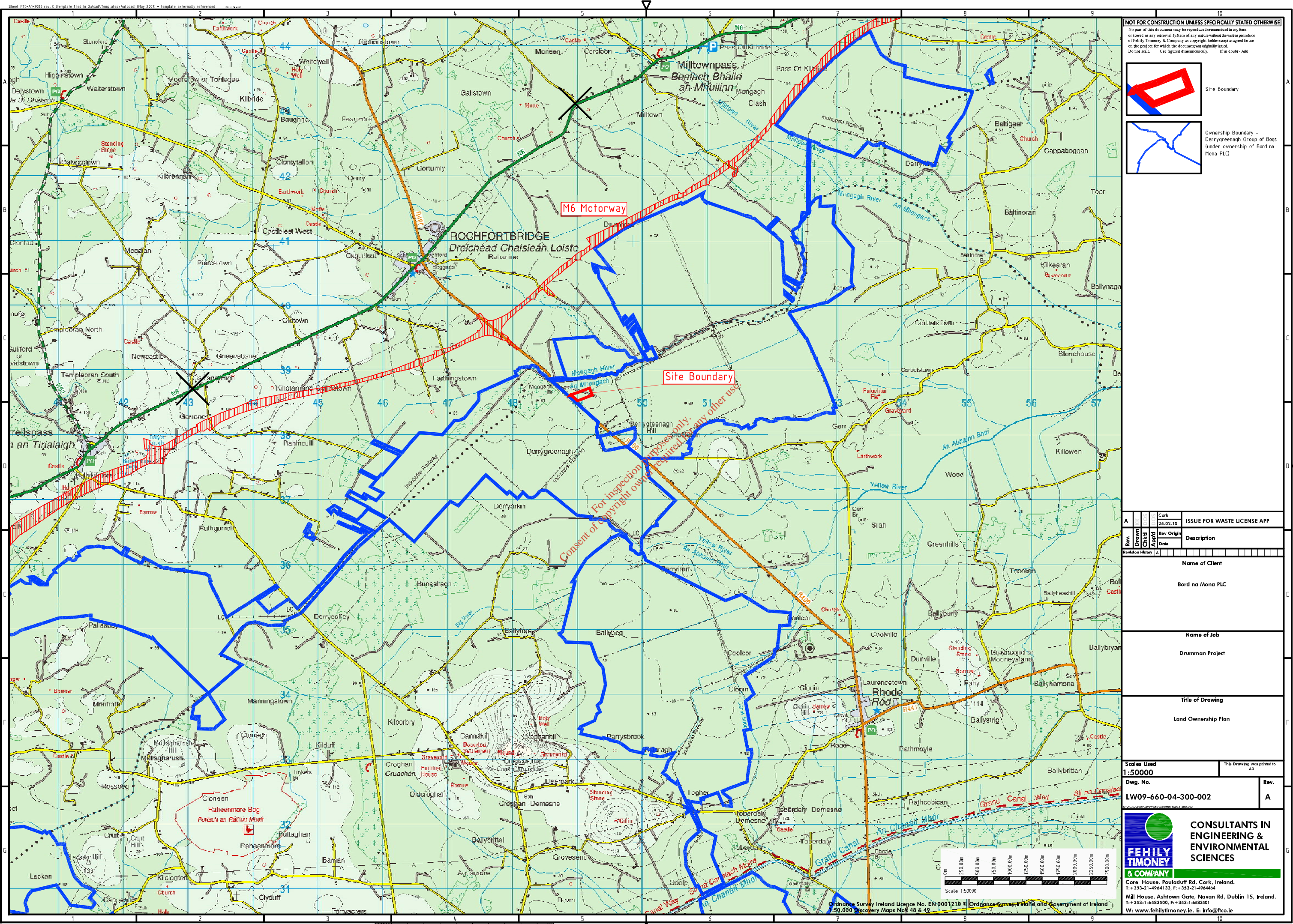
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LW09-660-04-300-001	

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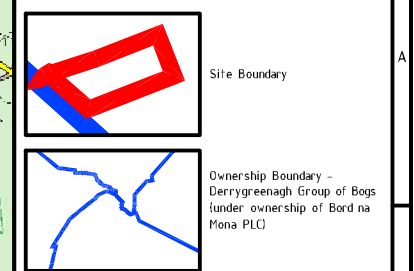
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Co. Westmeath 1:10560 Maps 33, 34 & 39, Co Offaly 1:10560 Maps 3 & 4



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Name of Client
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Name of Job
 Drumman Project

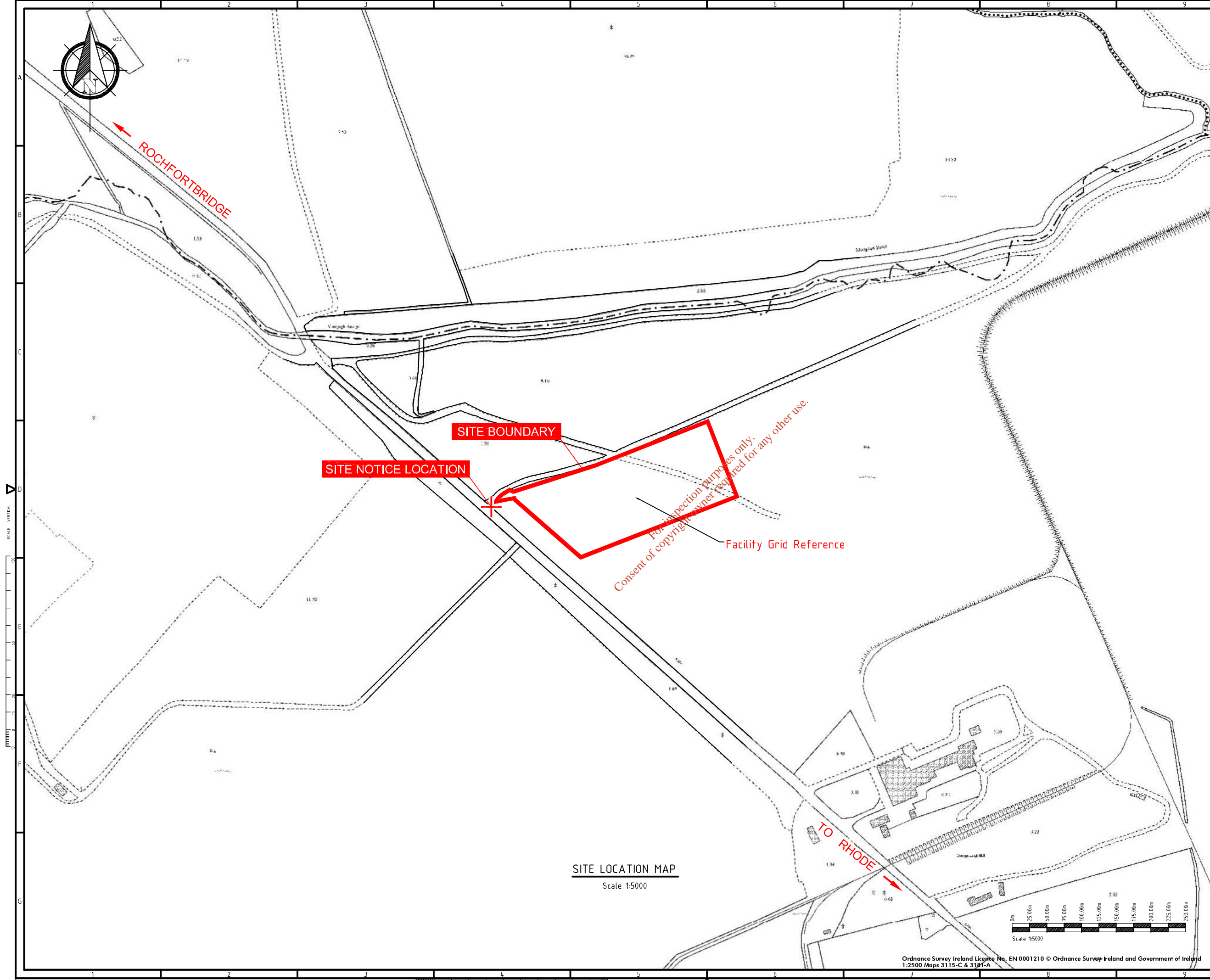
Title of Drawing
 Land Ownership Plan

Scales Used
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SCALE - VERTICAL



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Facility
 Grid Reference E: 2490
 N: 2386
 Address Bord na Mona PLC
 Drumman,
 Derrygreenagh
 Co.Offaly

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Appd			
Revision History			

Name of Client
 Bord na Mona PLC

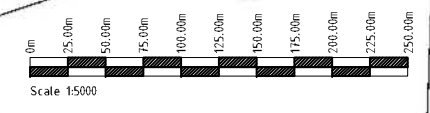
Name of Job
 Drumman Project

Title of Drawing
 Site Plan

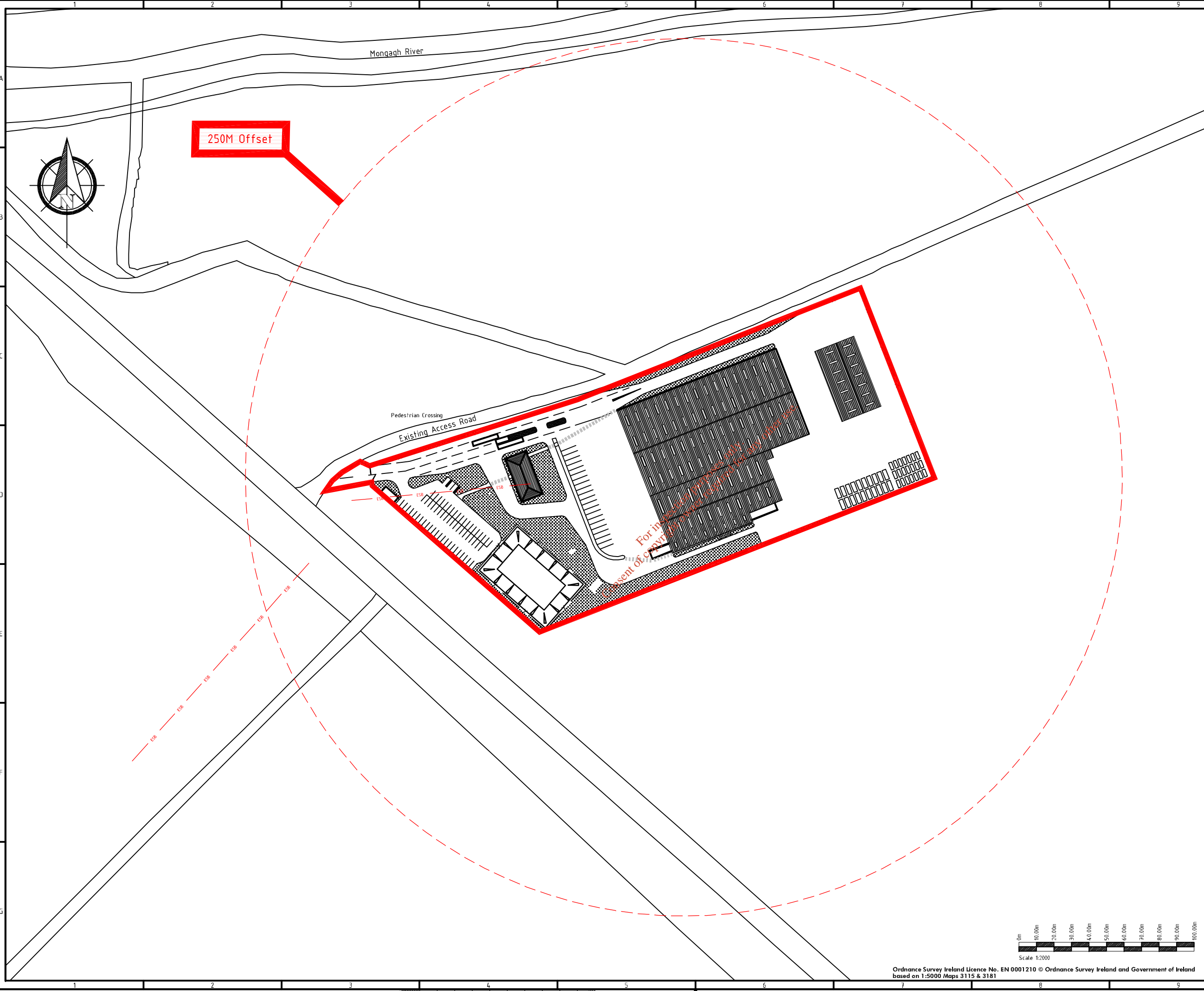
Scales Used 1:5000	This Drawing was printed to A3
Dwg. No. LW09-660-04-300-003	Rev. A

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 Mill House, Ashtown Gate, Navan Rd, Dublin 15, Ireland.
 T: +353-1-4583500, F: +353-1-4583501
 W: www.fehilytimoney.ie, E: info@ftco.ie

SITE LOCATION MAP
 Scale 1:5000



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 1:2500 Maps 3115-C & 3181-A



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Facility
Grid Reference: E: 2490
N: 2386
Address: Bord na Mona PLC
Drumman,
Derrygreenagh,
Co. Offaly.

— ESB — Existing MV/LV (10kV/20kV & 400V/230V) Underground Cable Routes

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Revision History						
Name of Client						
Bord na Mona PLC						
Name of Job						
Drumman Project						
Title of Drawing						
Site Services Plan - Existing (Underground)						

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Rev. A

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Attachment B.1.1

Memorandum and Articles of Association of Bord na Móna Public Limited Company

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Companies Acts 1963 To 1990

Company Limited by Shares

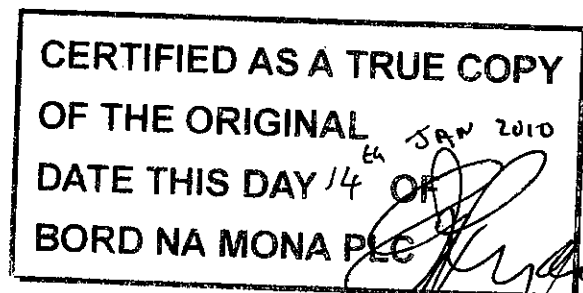
Memorandum of Association

and

Articles of Association

of

Bord na Móna Public Limited Company



Incorporated the 3rd day of December 1998

Number
297717

Certificate of Incorporation

I hereby certify that

BORD NA MONA PUBLIC LIMITED COMPANY

is this day incorporated under
the Companies Acts 1963 to 1990
and that the company is limited.

Given under my hand at Dublin, this
Thursday, the 3rd day of December, 1998



for Registrar of Companies

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COMPANIES ACTS 1963 TO 1990
COMPANY LIMITED BY SHARES
BORD NA MÓNA
PUBLIC LIMITED COMPANY

1. The name of the Company is Bord na Móna public limited company.
2. The Company is a Public Limited Company.
3. This Memorandum of Association is subject to the provisions of The Turf Development Act 1998.
4. The objects for which the Company is established are:-
 - 4.1 a) To assume and implement inside and outside the State the functions and duties conferred by the Turf Development Acts 1946 to 1998 upon Bord na Móna the Statutory Corporation established under the Turf Development Act 1946.
 - b) To acquire and take over as a going concern the Business carried on by Bord na Móna, the Statutory Corporation established under the Turf Development Act of 1946, and all of the assets and liabilities of that Business and used in connection therewith or belonging thereto.
 - c) To undertake provide and carry out any service or contract of works deemed necessary or advantageous in promoting the objects of the Company.
 - d) To undertake or participate with others in activities which are related to its functions and which are consistent with its objects and which will in the opinion of the Company enhance its effectiveness and profitability.
 - e) To provide, in relation to matters to which its functions and objects relate, such consultancy advisory and training services inside and outside the State

as the Company thinks fit.

- f) Generally to utilise manage and develop the resources available to it in a manner consistent with the objects aforesaid.
 - g) To exercise all of the functions provided for in the Turf Development Acts 1946 to 1998 and generally to carry on any business which in the opinion of the Directors arise out of and can be advantageously carried on by the Company in connection with the discharge of those functions.
- 4.2 To incorporate or cause to have incorporated such number of subsidiaries (within the meaning of Section 155 of the Companies Act 1963) as are appropriate to comply with the provisions of Section 34 of the Turf Development Act 1998, and for the purpose of carrying on any of the businesses which the Company may itself carry on or to do anything which the Company itself may do, the Memorandum & Articles of Association (or any alteration therein) of any such subsidiary being subject to the consent of the Minister for Public Enterprise, and the Minister for Finance.
- 4.3 To apply for, purchase, or otherwise acquire any Patents brevets d'invention, licences, concessions and the like conferring any rights of any sort to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, right or information so acquired.
- 4.4 To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or company or State Company, in the State or outside it, carrying on or engaged in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as to directly or indirectly benefit the Company.
- 4.5 To purchase or otherwise acquire shares and securities of any company and to sell hold or re-issue or otherwise deal with the same.

- 4.6 To purchase, take on lease, hire or by any other means acquire and protect any Freehold, Leasehold or real or personal property for any estate or interest therein, or any rights or privileges in relation to any property which the Company may think necessary or convenient for the purposes of its Business, and to sell or licence or lease or grant any estates or interest in or rights over and improve, manage, develop, dispose of, and turn to account or otherwise deal with any of the property and rights of the Company, and to construct maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- 4.7 To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined by the Company.
- 4.8 To lend and advance money or give credit to any person or company whether with or without security and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company.
- 4.9 To draw make accept endorse discount execute and issue Promissory Notes, Bills of Exchange, Bills of Lading, Warrants, Debentures and other negotiable or transferable instruments.
- 4.10 Subject to the provisions of Section 22 of the Turf Development Act 1998, to borrow or raise or secure the payment of money (including money in a currency other than the currency of the State) in such manner and on such terms as the Company shall think fit, and in particular to issue Debentures, Debenture Stock, Bonds, obligations and securities of all kinds and to charge and secure the same by Trust Deed or otherwise on the undertaking of the Company or upon the specific property and rights, present and future, of the Company or by any other means howsoever.
- 4.11 To make loans or advances to any subsidiary of the Company in such amount and on such terms as may seem expedient to the Company.
- 4.12 To grant guarantees, and indemnities in such form and in such manner and

in such money (including money in a currency other than the currency of the State), and on such terms and conditions as may seem expedient to the Company in particular in respect of the obligations of any subsidiary, and the due repayment by any subsidiary of the principal money borrowed by the subsidiary, or the due payment of instalments or other amounts of money owed by the subsidiary, or the payment of interest on any such money, instalment or amount or both the repayment of principal or payment of such instalments or amounts as the case may be and the payment of interest and any such guarantee or indemnity may include the payment of commission and incidental expenses arising in connection with such obligations or borrowings.

- 4.13 To pay or remunerate any person firm or company for rendering services for and on behalf of the Company and to pay any costs charges or expenses incurred or sustained by or in connection with the formation and incorporation of the Company or the allotment and issue then or subsequently of any shares in the Company, or the vesting on the Company of the assets and liabilities and functions of Bord na Móna the Statutory Corporation pursuant to Part IV of the Turf Development Act 1998.
- 4.14 To undertake or take part in the management supervision or control of the services affairs or operation of any company or undertaking and for that purpose to appoint or remunerate any Directors Accountants Managers or other Experts or Agents.
- 4.15 To remunerate any person firm or corporation rendering services to the Company upon such terms and conditions and in such manner as may be expedient.
- 4.16 To effect insurance or assurance of every kind relating to any building chattel or other property real or personal of the Company, or on any liability of the Company, actual or potential, or on the life of any person in which or in whom the Company has an insurable interest, upon such terms and conditions as to the payment of premiums or otherwise as may be expedient, and to vary or otherwise deal with the same and to claim the proceeds

thereof.

- 4.17 To continue or establish trusts calculated to benefit whole time or former whole time Directors of the Company or of Bord na Móna, the Statutory Corporation or the dependants or connections of such persons, and (without prejudice to the generality of the foregoing) to grant gratuities pensions or allowances or retirement or death to or in respect of any such persons in accordance with the provisions of Section 28 of the Turf Development Act 1998.
- 4.18 To continue or establish trusts calculated to benefit employees or ex employees of the Company or of Bord na Móna the Statutory Corporation, or the employees of subsidiaries of the Company, or the dependants or connections of such persons, and (without prejudice to the generality of the foregoing) to grant gratuities pensions or allowances on retirement or death to or in respect of any such persons, and generally in accordance with the provisions of Section 29 of the Turf Development Act 1998.
- 4.19 To seek to obtain any enactment for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's Memorandum and Articles of Association or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the Company.
- 4.20 To acquire and or carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any or all of the above, or which may seem calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights. To purchase or otherwise acquire and undertake all or any part of the business property goodwill assets liabilities and transactions of any person firm or company carrying on any business which the Company is authorised to carry on or which seems to the Company capable of being conveniently carried on in connection with any of the functions of the Company or which may seem calculated directly or indirectly to

enhance the value of or render more profitable any of the Company's property or rights.

4.21 To do anything which appears to the Company to be requisite advantageous or incidental to, or which appears to the Company to facilitate either directly or indirectly, the performance by the Company of its functions as specified in the Turf Development Acts 1946 to 1998 or in any other enactment or herein and is not inconsistent with any enactment for the time being in force.

5. The objects of the Company as specified in each of the foregoing paragraphs shall, except where otherwise expressed in any paragraph, be separate and distinct objects of the Company and shall not be in any wise limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occurs.
6. The liability of the Members is limited.
7. The authorised share capital of the Company is €380,921,400 divided into 300,000,000 Ordinary Shares of €1.269738 each.
8. If on the winding up or dissolution of the Company there remains after the satisfaction of all of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among members of the Company but shall be given or transferred to the Exchequer.
9. Notwithstanding anything contained in the Companies Acts 1963 to 1990, no alteration in this Memorandum of Association, for the time being in force shall be valid or effectual unless made with the prior approval of the Minister for Public Enterprise, given with the consent of the Minister for Finance.

WE, the several persons whose name, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association, and we agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, addresses and description of subscribers	Number of Shares taken by each Subscriber
PHILIP FURLONG, CIVIL SERVANT, 7 HAZEL LAWN, BLANCHARDSTOWN, DUBLIN 15	One
DONALD BERGIN, CIVIL SERVANT 24 EAGLE VALLEY, ENNISKERRY, CO WICKLOW	One
MARY FARRELL, CIVIL SERVANT, 116 CARAGH COURT, NAAS, CO. KILDARE	One
JOHN BROWN, CIVIL SERVANT, 85 ARDLEA, DUNSHAUGHLIN, CO. MEATH	One
PATRICK HUGHES, COMPANY DIRECTOR, ARDEN ROAD, TULLAMORE, CO. OFFALY	One
JOHN DECLAN HOURICAN, COMPANY DIRECTOR AVONRI, WALTERSTOWN, DUNBOYNE, CO. MEATH	One
DONAL CLARKE, COMPANY SECRETARY, NEWTOWN HOUSE, CAHORE, CO. WEXFORD	One
Total Number of Shares Taken	Seven

Dated the 26th day of November 1998

Witness to the above signatures:

CIARAN HARTE
SOLICITOR
10 PEMBROKE ROAD
DUBLIN 4

COMPANIES ACTS 1963 TO 1990
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
BORD NA MÓNA
PUBLIC LIMITED COMPANY

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to the Companies Act 1963 (as amended) shall not apply to the Company.
2. Notwithstanding anything contained in the Companies Acts 1963 to 1990, no alteration to these Articles of Association of the Company for the time being in force shall be valid or effectual unless made with the prior approval of the Minister for Public Enterprise given with the consent of the Minister for Finance.

INTERPRETATION

3. In these Articles, unless the context otherwise requires:

“APSS”, means the Bord na Mona Approved Profit Sharing Scheme.

“The Board” means the Board of Directors for the time being of the Company;

“The Chairperson” means the Chairperson for the time being of the Board, and as the context so admits or requires the Chairperson of any meeting of the Board of Directors.

“The Companies Act” means the Companies Act 1963 (No. 33 of 1963)

“The Companies Acts” means the Companies Act 1963 to 1990

“The Turf Development Acts” means Turf Development Acts 1946 to 1998

“The 1998 Act” means the Turf Development Act 1998

“The Company” means Bord na Móna a Public Limited Company

“The Directors” means the Board of Directors for the time being of the Company, or the Directors present at a duly convened meeting of Directors at which there is a quorum present, as the case may require and unless the context otherwise requires includes the Chairperson and any other Director by whatever name called.

“Employee Members”, means employees or former employees of the Company and its subsidiaries (and their nominees and/or successors in title) who acquired shares in the Company from the APSS or ESOT.

“ESOT”, means the Bord na Mona Employee Share Ownership Trust.

“Registered Office” and “office” mean the registered office for the time being of the Company

“The Register” means the Register of Members to be kept pursuant to Section 116 of the Companies Act

“Month” means calendar month

“The Minister”, means the Minister for Communications, Energy and Natural Resources or any minister in the Irish Government who succeeds to his shareholding in the Company.

“The Minister for Finance” means the Minister for Finance of Ireland

“Dividend” includes a bonus

“The Secretary” means any person appointed to perform the duties of the Secretary of the Company

“Member of the Company” means a registered holder of a Share or Shares in the Company

“the Seal” means the Common Seal of the Company

“Managing Director” means any person appointed to perform the duties of Chief Officer of the Company from time to time, pursuant to Section 26 of the 1998 Act

“In writing, and written” include printing, typewriting, lithography, photography, facsimile transmission, electronic mail and other means of representing or reproducing words in a visible form

Words denoting persons include Body Corporate (whether a Corporation aggregate or a Corporation sole) and unincorporated Bodies of persons as well as individuals and vice versa in each case

Words importing the singular number only also include the plural number and vice versa

Words importing the masculine gender only also include the feminine gender

Words or expressions contained in these Articles shall bear the same meaning as in the Companies Acts or the Turf Development Acts as the case may be. References in these Articles to any Act of the Oireachtas shall be construed as a reference to such Act as may for the time being in force as amended or adapted by or under any subsequent Act of the Oireachtas. These Articles are subject to the provisions of Section 10 of the Turf Development Act 1998

SHARE CAPITAL AND VARIATION OF RIGHTS

4.

1. The authorised share capital of the Company is €380,921,400 divided into 300,000,000 ordinary shares of €1.269738 each. Subject to the prior approval of the Minister for Finance, after consultation with the Minister, the Company may, by ordinary resolution, increase the share capital by such sum as the resolution shall prescribe, divide shares in its capital into several classes and attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.
2. Save as hereinafter or in the Act of 1998 otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and

accordingly, shall not, except as ordered by a Court of competent jurisdiction or required by statute be bound to recognise any equitable contingent future partial or other claim to or interest in such share on the part of any other person notwithstanding any notice thereof. So, however, that this shall not preclude the Company from requiring the members or a transferee of shares to furnish the Company with information as to the beneficial ownership of any share when such information is reasonably required by the Company.

3. Subject to the Sections 12, 13 and 15 of the 1998 Act the Company shall have power to issue Shares.

4A ALTERATION OF CAPITAL

- (a) Subject to the provisions of the Acts, and to the provisions on the allotment of shares set out in the Articles new shares shall be issued to such persons, upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct and, if no direction be given, as the Directors shall determine and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of the assets of the Company and with special, or without any, right of voting.
- (b) Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered part of the pre-existing ordinary capital and shall be subject to the provisions herein contained with reference to calls and instalments, transfer and transmission, forfeiture, lien and otherwise.
- (c) For so long as the Minister for Finance (or any successor minister or other person holding shares for him/them) holds any shares in the Company, the aggregate shareholding of the ESOT, the APSS, the Employee Members, and all shares howsoever otherwise acquired by them, when combined with the existing shares held by them, shall not exceed 5% of the entire issued share capital of the Company.
- (d) If there is an increase in the issued share capital of the Company or any class

thereof (the "Share Capital Increase") which would have the effect of reducing the percentage shareholding of the ESOT in the Company, the ESOT shall, so long as it is a Member of the Company and subject to Articles 4A(c) and (e), be offered the right to subscribe for a sufficient number of new shares of the same class as the Share Capital Increase so as to restore its holding in the issued share capital of the Company to the percentage level it held before such Share Capital Increase (subject to it having obtained the necessary financing without recourse to the Company or the other shareholders). The price per share at which the ESOT can subscribe for these shares shall be the same price per share at which the Share Capital Increase takes place. The right referred to in this Article 4A(d) shall be open for a period specified in the notice of same issued by the Company to the ESOT (not being less than 35 days from the date of same) and shall expire when that period ends.

- (e) Where the Minister for Finance notifies the Company in writing that the ESOT is to be offered the right to purchase shares from him at the same price per share at which the Share Capital Increase takes place, the number of shares for which the ESOT shall be entitled to subscribe under Article 4A(d) shall be reduced by the number of shares of the relevant class as notified by the Minister for Finance and so that its entitlement to subscribe for new shares is limited to restoring the percentage beneficial holding held by it prior to the Share Capital Increase.

CERTIFICATES

5. The certificates of title to shares shall be issued under the Seal and signed by two Directors, or by one Director (not being the Secretary) and the Secretary, or by one Director and some other person appointed by the Directors or a committee of the Directors.
6. Every person whose name is entered as a member in the Register shall be entitled without payment to receive within two months after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide) one certificate for all his or her shares or several certificates each for one or more of his or her shares upon payment of one pound for every certificate after the first or such

less sum as the Directors shall from time to time determine.

7. If any certificate be worn out or defaced, then, upon production thereof to the Directors, they may order the same to be cancelled and may issue a new certificate in lieu thereof, and, if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Directors, and upon the giving of such indemnity with or without security as the Directors may deem adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. A sum of one pound together with the amount of any costs and expenses which the Company has incurred shall be paid to the Company for every certificate issued under this Article.

TRANSFER OF SHARES

8. The Directors shall register any transfer of shares made by the Minister for Finance under section 16 of the 1998 Act or required by that Minister under Section 41(1) of the 1998 Act and any transfer of shares made pursuant to the provisions of the ESOT or the APSS or permitted pursuant to the internal market established under the ESOT. No other transfer of shares in the Company shall be made except as provided in Clauses 8A and 8B.

8A TAG ALONG

8A. Tag Along

- (1) In the event of a proposed sale by the Minister for Finance or other majority shareholder in the Company (in this Clause referred to as a "Proposed Seller"), by one or more transactions, of all or such number of his shares as constitutes a majority in nominal value of the issued share capital of the Company, the provisions of clause 8A(2) below shall apply.
- (2) Upon a Proposed Seller:
 - (a) receiving any offer (or an invitation being made to him as the case may be) or agreeing terms for the sale of all or a proportion of his shares constituting a majority; and
 - (b) wishing to accept such offer (or invitation as the case may be) or to

complete such sale then, the Proposed Seller shall procure (and it shall be an express pre-condition of any such agreement for the sale and purchase of the Proposed Seller's shares), that subject to any restrictions on the sale of shares under the APSS each Member of the Company shall have the option, for a period of not less than 35 days after receiving written notice of such offer, of selling to the purchaser up to the same proportion of its, his or her entire holding of shares in the Company as are being sold by the Proposed Seller (or all of them if the Proposed Seller wishes to sell all his shares, it being acknowledged that proportions hereunder shall be calculated by reference to the entire shareholding held by or on behalf of the Proposed Seller) at the same time and on conditions no less favourable than those offered to the Proposed Seller including as to price.

8B DRAG ALONG

8B. Drag Along

- (1) If the Minister for Finance or other majority shareholder in the Company (in this clause referred to as the "Proposed Seller") wishes to transfer all or such number of his shares in the Company as constitutes a majority in nominal value of the issued share capital of the Company pursuant to a bona fide arms' length offer (the "Offer") by any person (the "Purchaser") then the Proposed Seller may require all other holders of shares to transfer the same proportion of his, her or its shareholding in the Company, on conditions no less favourable than those offered to the Proposed Seller, (including as to price) to the Purchaser or as the Purchaser directs, by giving notice (the "Come Along Notice") to that effect to all such holders (each a "Called Shareholder" and together the "Called Shareholders") specifying:
- (a) that the Called Shareholders are required to transfer such shares pursuant to this Article 8B(1);
 - (b) the date by which they shall have delivered duly executed the documentation referred to in Article 8B(2) below (which date shall be

not later than 21 days following the effective date of the Come Along Notice (the “Called Shareholders Completion Date”));

(c) the consideration due to them in respect of the sale of their shares.

Each Called Shareholder shall deliver duly executed the documentation referred to in Article 8B(2) below by the Called Shareholders Completion Date.

- (2) If a Called Shareholder makes default in complying with the foregoing provisions of this Article 8B(1) by the Called Shareholders Completion Date, one of the directors of the Company appointed by the Proposed Seller or some other person as the Proposed Seller may nominate (the “Attorney”), shall subject to Articles 8B(3) and (4) forthwith be deemed to be the duly appointed attorney of the Called Shareholder with full power to execute complete and deliver in the name and on behalf of the Called Shareholder all such documentation as is required to transfer full legal and beneficial ownership to the relevant shares (including a stock transfer form or forms) and any agreements reasonably required to be entered into by such Called Shareholder in relation to the Offer by the Purchaser to the Purchaser and the Attorney may receive and give a good discharge to the Purchaser for the consideration due to the Called Shareholder and (subject to the transfer being duly stamped) enter the name of the Purchaser in the register of members as the holder or holders by transfer of the shares so purchased by him or it. The Attorney shall procure that the consideration due to the Called Shareholder is deposited into a separate bank account in the Company’s name which the Company shall hold on trust (but without interest) for the Called Shareholder until he shall deliver up his certificate or certificates for his shares, as the case may be.
- (3) The Come Along Notice can be served before, at the same time or after the Proposed Seller transfers his shares provided that it shall, subject to Article 8B(4) only, take effect in respect of the same proportion of the shareholdings of the Called Shareholders as the proportion of the shareholding of the Proposed Seller which is actually transferred by him.
- (4) Unless otherwise provided by law, nothing in this Article 8B authorises a

Proposed Seller to require a participant in the APSS before the Release Date (as defined in the APSS) to dispose of his or her beneficial interest in shares the ownership of which has not been transferred to him or her provided always that a Proposed Seller may serve a Come Along Notice under this Article 8B which takes effect in respect of the legal and beneficial ownership in such shares at a date specified in such Come Along Notice being a date on or after the said Release Date and in that event the Called Shareholder Completion Date shall be construed accordingly.

9. Shares in the Company shall be transferable by a written instrument in any common form signed by both transferor and transferee, or in the case of a share transfer form under the Stock Transfer Act, 1963, the transferor only, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof.

GENERAL MEETINGS

10. All general meetings of the Company shall be held in the State.
11.
 - 1) Subject to paragraph (2) of this Article, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
 - 2) So long as the Company holds its first annual general meeting within 18 months of the Vesting Day provided for in Section 6 of the 1998 Act, it need not hold it in the year of its incorporation or in the year following. Subject to Article 13, the annual general meeting shall be held at such time and place as the Directors shall appoint.
12. All general meetings other than annual general meetings shall be called extraordinary general meetings.
13. The Directors may, whenever they think fit, and shall when requested to do so by the Minister following consultation with the Minister for Finance, convene an

extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Companies Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any 2 members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

14. Subject to sections 133 and 141 of the Companies Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 7 days notice in writing at the least, but with the consent in writing of all the members and the Auditors a meeting may be convened by a shorter notice in any manner they think fit. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned, to such persons as are, under these Articles, entitled to receive such notices from the Company.
15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business that is transacted at an extraordinary general meeting, shall be deemed special and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the Directors and auditors, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors.
17. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein

otherwise provided, two members present in person or by proxy, provided that they are two separate individuals, and provided one of them is the Attorney of the Minister for Finance shall be a quorum.

18. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
19. The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company, or if there is no such Chairperson, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairperson of the meeting.
20. If at any meeting no Director is willing to act as Chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.
21. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
22. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands)
 - (a) by the Chairperson; or

- (b) by at least two members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members holding shares in the Company conferring the right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

- 23. Except as provided in Article 25, if a poll is duly demanded it shall be taken in such manner as the Chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 24. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
- 25. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

- 26. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person and every proxy shall have one vote, so, however, that no individual shall have more than one vote, and on

a poll every member shall have one vote for each share of which he is the holder.

27. Votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a Body Corporate, either under seal or under the hand of an Officer or Attorney duly authorised. A proxy need not be a member of the Company.
29. The instrument appointing a proxy and the power of attorney or other Authority, if any, under which it is signed, or a certified copy of that power or authority, shall be deposited at the Office, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than 24 hours nor more than one calendar month before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours nor more than 48 hours before the time appointed for the taking of the poll, and, in default, the instrument of proxy shall not be treated as valid.
30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

BORD NA MÓNA PLC.

I/We

of

being a member/members of the above-named Company hereby appoint

of

or failing him or her

of

as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the

day of and at any adjournment thereof.

Signed this day of

This form is to be used *in favour of/against the resolution. Unless otherwise instructed the proxy will vote as he thinks fit. * Strike out whichever is not desired.”

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the Authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, if no intimation in writing of such death, insanity, revocation or transfer as aforesaid is received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
33. Subject to section 141 of the Companies Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Companies Act.
34. The resolution in writing mentioned in Article 33 may consist of several documents in the like form each signed by one or more members.

DIRECTORS

35. The number of Directors (including the Chairperson and the Managing Director) shall not exceed 12.
36. The Chairperson and other Directors (other than the Managing Director) shall be appointed and may be removed from office by the Minister, with the consent of the Minister for Finance, and all such appointments and removals shall be effected by letter or other instrument in writing signed by the Minister as provided for in Section

18 of the 1998 Act.

- 36A. The Trustee of the ESOT shall be entitled to designate one director as an ESOT/APSS director from among the directors appointed pursuant to the Worker Participation (State Enterprise) Acts 1977 to 1993 (or successor legislation) as in force from time to time with the consent of that director PROVIDED HOWEVER that this shall only be the case so long as the ESOT or APSS hold at least 1% of the issued share capital of the Company.
37. Four of the Directors shall be persons appointed under the Worker Participation (State Enterprises) Acts 1977 to 1993 who are willing to accept office.
38. i) subject to subparagraphs (ii) and (iii), each director (including the Chairperson but excluding the Managing Director) shall be appointed for a period of 5 years and shall be eligible for reappointment.
- ii) the first directors, shall be the persons who were Directors of Bord na Móna the Statutory Corporation on the Vesting Date as provided for in Section 6 of the 1998 Act and shall hold office as Directors for the remainder of the terms for which they and each of them were appointed to be Directors of the Statutory Corporation.
- iii) Directors appointed pursuant to the Workers Participation (State Enterprises) Acts 1977 to 1993 shall hold office for the term provided for in those Acts.
39. Any casual vacancy may be filled by the Minister, with the consent of the Minister for Finance, and the filling of such a vacancy shall be effected by letter or other instrument in writing signed by the Minister.
40. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any meeting of the Company.
41. The remuneration and allowances for expenses of the Chairperson and other directors (other than the Managing Director) shall be determined by the Minister with the consent of the Minister for Finance.
42. If any Director, being willing, shall be called upon to perform extra services, or to

make any special exertions for any of the purposes of the Company, the Company, with the approval of the Minister given with the consent of the Minister for Finance, may remunerate such Director for such services or exertions and such remuneration may be either in addition to or in substitution or any remuneration payable pursuant to Article 41.

43. A Director or officer of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and any remuneration or other profits received by him as a director or officer of or from his interest in such other company shall, if directed by the Minister with the consent of the Minister for Finance, be remitted to the Company.

CHAIRPERSON OF THE COMPANY

- 44.
1. The person who immediately before the Vesting Date as provided for in Section 6 of the 1998 Act was Chairperson of the Board of Bord na Móna, the Statutory Corporation, shall be the first Chairperson of the Company and shall hold office as such Chairperson for the remainder of the term for which he or she had been appointed to be Chairperson of the Board of Bord na Móna, the Statutory Corporation.
 2. Subsequent Chairpersons of the Company shall be the person appointed by the Minister with the consent of the Minister for Finance from among the Directors of the Company pursuant to Section 19 of the 1998 Act and shall hold office subject to the provisions of that Section 19.

DISQUALIFICATION OF DIRECTORS

- 45.
- 1) The office of Director shall be vacated if
 - (a) the Director is adjudged bankrupt in the State or elsewhere or makes any arrangement or composition with his or her creditors generally; or
 - (b) the Director becomes prohibited from being a Director by reason of any

order made under section 184 of the Companies Acts; or

- (c) the Director becomes of unsound mind; or
- (d) the Director resigns his office by notice in writing to the Company and to the Minister; or
- (e) the term of office of the Director expires; or
- (f) the Director is convicted of an indictable offence (other than an offence under the Road Traffic Act, 1961, or any Act amending it) or any offence under Section 32 of the 1998 Act; or
- (g) the Director is for more than 6 months absent without permission of the Directors from meetings of the Directors held during that period; or
- (h) the Director is removed from office by the Minister, with the consent of the Minister for Finance under Section 18 (2) of the 1998 Act; or
- (i) The Director, being a Director appointed under Section 18 (3) of the 1998 Act is removed from office under Section 10 of the Turf Development Act, 1946; or
- (j) The Director is removed from office by the Minister, with the consent of the Minister for Finance, under Section 31 (4) of the 1998 Act;
- (k) the Director is
 - (a) nominated as a member of Seanad Eireann or
 - (b) elected as a member of either House of the Oireachtas or to the European Parliament, or
 - (c) regarded pursuant to section 19 of the European Parliament Election Act, 1997, as having been elected to such Parliament to fill a vacancy.

- (2) A person who is for the time being entitled under the Standing Orders of either House of the Oireachtas to sit therein or who is a member of the Assembly of the

European Communities shall, while he or she is so entitled or is such a member, be disqualified from becoming a director of the Company.

POWERS AND DUTIES OF DIRECTORS

46. Subject to these Articles the business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Companies Act or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, as to any of these Articles, to the provisions of the Companies Act and the Turf Development Acts 1946 to 1998 and to such directions, not being inconsistent with the aforesaid Articles or provisions, as may be given by the Company in general meeting; but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
47. The Directors may from time to time and at any time by power of attorney appoint under the Seal any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion's (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion's vested in him.
- 48.
- (1) On appointment, each Director shall furnish to the Secretary details relating to his or her employment and all other business interests. Any interests of his family, or any person or body connected with him, which could involve a continuing conflict of interest with any of the Company's operations, should also be disclosed. Any changes in these particulars should be notified to the Secretary as soon as possible.
- (2) Details of such interests shall be kept by the Secretary in a confidential register to which only the Chairperson, the Secretary and the Managing Director shall have

access. The register shall be updated on a yearly basis.

- (3) Documents which relate to dealings by the Company with any body in which a Director has an interest shall not be made available to that Director, and if a Director should receive such documents, he or she shall return them to the Secretary.
- (4) Where at a meeting of the Directors any of the following matters arises, namely
 - (a) an arrangement to which the Company is a party or a proposed such arrangement, or
 - (b) a contract or other agreement with the Company or a proposed such contract or other agreement.

then any Director of the Company present at the meeting who, otherwise than in his or her capacity as a Director, is in any way, whether directly or indirectly, interested in the matter shall:

- (a) at the meeting disclose to the Company the fact of such interest and the nature thereof,
 - (b) shall absent himself or herself from the meeting or that part of the meeting during which the matter is discussed,
 - (c) shall take no part in the deliberations of the Board relating to the matter,
 - (d) shall have no access to the record of those deliberations, and
 - (e) shall not vote on a decision relating to the matter.
- (5) Where an interest is disclosed pursuant to this Article, the disclosure shall be recorded in the minutes of the meeting concerned and, for so long as the matter to which the disclosure relates is being dealt with by the meeting, the Director by whom the disclosure is made shall not be counted in the quorum for the meeting.

Where at a meeting of the Directors a question arises as to whether or not a course of conduct, if pursued by a Director, would be a failure by him or her to comply with the foregoing requirements of this Article, the question may be determined by the

Chairperson of the meeting whose decision shall be final and where such a question is so determined particulars of the determination shall be recorded in the minutes of the meeting.

49. Subject to the provisions of Article 45 a Director may hold any other office or place of profit in the Company (other than the office of auditor) in conjunction with his or her office of Director for such period and on such conditions and, subject to Article 67.4, at such remuneration as the Directors may determine, and no Director shall be disqualified by his office from contracting with the Company with regard to his or her tenure of any such other office.
50. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
51. The Directors shall cause minutes to be made in books provided for the purpose
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Directors.

MANAGING DIRECTOR

- 52.
- 1. The Chief Officer of the Company shall be a Director and shall be known, and is referred to in these Articles, as “the Managing Director”;
 - 2. The person who immediately before the Vesting Day provided for in Section 6 of the 1998 Act was the Managing Director of Bord na Móna the Statutory Corporation, shall be the first Managing Director of the Company and shall hold office as

Managing Director for the remainder of the term for which he or she had been appointed to be Managing Director of Bord na Móna, the Statutory Corporation;

3. The Managing Director (other than the first Managing Director, for the term of his or her appointment under Section 52.2) shall be appointed and may be removed from office by the Directors and shall hold office under the terms of Section 26 of the 1998 Act and shall have the principal functions conferred on the Managing Director by that Section, and the general functions and responsibilities conferred on a Managing Director by the Companies Acts.

SUBSIDIARIES

53. The Company shall form such subsidiaries as are appropriate to comply with the provisions of Section 34 of the 1998 Act and shall ensure that in all of the activities of such subsidiaries comply with the provisions of the Turf Development Acts, and the directions of the Company.

BORROWING

54. Subject to the provisions of section 22 of the 1998 Act, the Directors may exercise all the powers of the Company to borrow and raise money (including money in a currency other than the currency of the State) as they may think fit and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligations of the Company or of any third party.
55. Subject to the provisions of section 22 of the 1998 Act, any debentures, bonds, or other securities created or to be created by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
56. A register of the holders of the debentures, bonds or other securities of the Company shall be kept at the office, and shall be open to the inspection of the registered holders of such debentures, bonds or other securities and of any members of the Company, subject to such restrictions as the Company in general meeting may from

time to time impose. The Directors may close such register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in any year.

PROCEEDINGS OF DIRECTORS

57. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The Directors may adopt and from time to time vary such rules of procedure as they may at their discretion think fit governing the conduct of meetings of the Directors and any other proceedings of the Directors, and it shall be the duty of each Director to comply with any such rules. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson shall have a second or casting vote. Unless otherwise agreed by a majority of the Directors (which majority shall include the Chairperson for the time being), all meetings of the Directors shall be convened by not less than five days* written notice to each of the Directors, indicating the business proposed to be discussed at such meeting. Any such notice may be given by letter, cable, telegram, telex, facsimile transmission or electronic mail or in any other manner approved by such majority to such address in the State of each Director as may have been given by that Director to the Company for the purpose.
58. The quorum necessary for the transaction of the business of the Directors shall be one third of the total number of Directors at any time, plus one or such other number (being not less than 5) as may be fixed from time to time by the Directors.
59. The continuing Directors may act, notwithstanding one or more vacancies in their number.
60. If there should be at any time no Chairperson of the Company or if at any meeting the Chairperson is not present at the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting.
61. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

62. A committee may elect a Chairperson of its meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
63. (1) Where the Chairperson of the Company is a member of a committee of the Directors he or she shall, if he or she is willing, be the Chairperson of such committee.
- (2) Where the Chairperson of the Company is not a member of a committee of the Directors or where he or she is a member but conveys to such committee his or her unwillingness to be Chairperson thereof the Directors may appoint a member of such committee to be Chairperson thereof.
- (3) In default of an appointment under paragraph (2) hereof, the committee shall elect a Chairperson from among its members.
- (4) The proceedings of a committee of Directors and the powers of the Chairperson thereof shall, *mutatis mutandis*, be governed, insofar as possible, by the provisions of these Articles in relation to the proceedings of Directors of the Company as if such Articles were applicable to such committee.
64. A committee of Directors may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and where there is an equality of votes the Chairperson of the Committee shall have a second or casting vote.
65. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
66. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may

consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of meetings of the Directors.

- 66A. Any director may participate in a meeting of the Directors or any committee of the Directors by means of conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other speak and such participation in a meeting shall be deemed to constitute presence in person at the meeting for all purposes under these Articles including for determining whether a quorum exists.

STAFF OF THE COMPANY

67.

1. The Company shall employ such staff as it considers necessary and appropriate for the proper and efficient carrying out of its functions and the conduct of its Business.
2. The first staff of the Company shall be every person, who, on the day immediately before the Vesting Day provided for in Section 6 of the 1998 Act, was a member of the staff of Bord na Móna, the Statutory Corporation, and the Company shall accept all such persons as staff of the Company as and from the Vesting Date, and in accordance with the provisions in Section 51 of the 1998 Act.
3. The Company may perform any of its functions through or by any member of its staff duly authorised in that behalf by the Company.
4. In determining the remuneration or allowances for expenses to be paid to members of its staff, or the other terms or conditions subject to which such members hold or are to hold their employment, the Company shall have regard to Government or Nationally agreed guidelines which are for the time being extant or to Government policy concerning remuneration and conditions of employment which is so extant, and in addition to the foregoing, the Company shall comply with any Directives with regard to such remuneration, allowances, terms or conditions which the Minister gives to the Company with the consent of the Minister for Finance.

SUPERANNUATION OF WHOLE TIME DIRECTORS

68. The Company shall continue or establish trusts for the granting of Superannuation Benefits in accordance with the provisions of Section 28 of the 1998 Act and Clause 4.17 of the Memorandum of Association of the Company.

SUPERANNUATION OF STAFF OF THE COMPANY & SUBSIDIARIES

69. The Company shall continue or establish trusts for the provision of Superannuation Benefits in accordance with Section 29 of the 1998 Act, and Clause 4.18 of the Memorandum of Association of the Company.

SECRETARY

70. Subject to Article 67 the Secretary shall be appointed by the Directors for such term and on such conditions and at such remuneration as they think fit and he or she may be removed by them.
71. A provision of the Companies Acts or these Articles requiring or authorising anything to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

SEAL

72. The Seal shall be used only by the Company on a resolution of the Board or of a committee of Directors empowered in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors or by such committee for such purpose.
73. The Company may exercise the powers conferred by section 41 of the Companies Act with regard to having an official seal for use in places situate outside the State and such powers shall be vested in the Directors.

DIVIDENDS AND RESERVE

74. (1) The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

(2) The Directors may from time to time pay into the Exchequer, pursuant to Section 17 of the 1998 Act such interim dividends as appear to the Directors to be justified by the profits of the Company.

The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Directors may lawfully determine. The Directors may also, without placing the same to reserve, carry forward any profits which they may think it prudent not to divide.

75. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part IV of the Companies (Amendment) Act, 1983 as amended (No. 13 of 1983) which apply to the Company.
76. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
77. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and, in particular, of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed, in order to adjust the rights of all the parties, and may vest any such specific assets in trustees as may seem expedient to the

Directors.

78. Any dividend, interest or other moneys payable in cash in respect of any shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

ACCOUNTS

79. The Directors shall cause proper books of account to be kept relating to -
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; and
 - (b) all sales and purchases of goods, securities, investments and other assets of the Company; and
 - (c) the assets and liabilities of the Company.

The Directors shall generally ensure that accounts are kept and maintained in accordance with the provisions of Section 24 of the 1998 Act.

80. The books of account shall be kept at the Office or, subject to section 147 of the Companies Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors and of the Minister, the Minister for Finance, or the duly appointed representative of either Minister.
81. No member (not being a Director, the Minister, the Minister for Finance, or the duly appointed representative of either Minister) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
82. The Directors shall from time to time cause to be prepared and to be laid before the Annual General meeting of the Company such accounts and reports as are required by the Companies Acts to be prepared and laid before the Annual General meeting of the Company, and such other accounts as may require to be kept by direction of the Minister under Section 24 of the 1998 Act. Subject thereto, the accounts shall be in

such form as may be approved by the Minister with the consent of the Minister for Finance. The Directors shall submit the said accounts to the Minister, together with a copy of reports by the auditors, within six months after the end of the accounting period to which those accounts relate and, in the event of inability to do so, the Directors shall so inform the Minister in advance.

83. A copy of the Auditors Report on the Accounts shall be presented by the Company to the Minister in accordance with the provisions of Section 24 (2) of the 1998 Act.
84. The Company shall furnish and provide to the Minister such further reports and information as is provided for in Section 33 of the 1998 Act, in the manner and at the time as is prescribed by that Section.

AUDIT

85. Auditors shall be appointed and their duties shall be regulated in accordance with sections 160 and 163 of the Companies Act provided nevertheless that a person shall not be appointed as auditor of the Company without the approval of the Minister.

NOTICES

86. A notice may be given by the Company to any member either personally or by sending it by post or by cable, telegram, telex, facsimile transmission or electronic mail to him or her at his or her registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
87. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
 - (a) every member; and
 - (b) the auditor for the time being of the Company; and

(c) the Directors.

No other person shall be entitled to receive notices of general meetings.

Indemnity

88. Every Director, Chairperson, Chief Officer, agent, auditor, Secretary or other officer for the time being of the Company or Trustee appointed by the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto, including any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under section 391 of the Companies Act in which relief is granted to him or her by the court. No director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto, but this Article shall only have effect insofar as its provisions are not avoided by section 200 of the Companies Act.

PROHIBITION ON UNAUTHORISED DISCLOSURE OF INFORMATION

- 89.
1. Every Director, Chairperson, Managing Director, Auditor, trustee, member of a committee, officer, servant, agent, accountant, or other person engaged in the business of the Company, shall keep strictly secret and confidential, and shall not disclose to any person save as may be authorised by the Board, or by some person duly authorised by the Board, or use otherwise than solely for the benefit of the Company in the course of his or her duties, or as may be required by law. Any confidential information or any books, documents or records relating to the business, affairs and accounts of the Company and its dealings with customers, suppliers and others; and shall if required by either the Minister or the Board execute an undertaking, in such form as the Board may determine, to perform all of the obligations contained herein, and to indemnify the Company against any loss occasioned as a result of his failure to do so. For the purpose of this Article "Company" shall include all subsidiary and associated companies of the Company

and “confidential information” shall mean that which is expressed to be confidential either as regards particular information or as regards information of a particular class or description.

2. Without prejudice to the generality of the foregoing all of the parties referred to in sub-paragraph 1 above shall at all times conduct themselves in strict compliance with the provisions of Section 32 of the 1998 Act.

WINDING UP OR DISSOLUTION

90. The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

For inspection purposes only.
Consent of copyright owner required for any other use.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

PHILIP FURLONG, CIVIL SERVANT,
7 HAZEL LAWN, BLANCHARDSTOWN, DUBLIN 15

DONALD BERGIN, CIVIL SERVANT
24 EAGLE VALLEY, ENNISKERRY, CO WICKLOW

MARY FARRELL, CIVIL SERVANT,
116 CARAGH COURT, NAAS, CO. KILDARE

JOHN BROWN, CIVIL SERVANT,
85 ARDLEA, DUNSHAUGHLIN, CO. MEATH

PATRICK HUGHES, COMPANY DIRECTOR,
ARDEN ROAD, TULLAMORE, CO. OFFALY

JOHN DECLAN HOURICAN, COMPANY DIRECTOR
AVONRI, WALTERSTOWN, DUNBOYNE, CO. MEATH

DONAL CLARKE, COMPANY SECRETARY,
NEWTOWN HOUSE, CAHORE, CO. WEXFORD

Total Number of Shares Taken

Dated the 26th day of November 1998

Witness to the above signatures:

CIARAN HARTE
SOLICITOR
10 PEMBROKE ROAD
DUBLIN 4

Attachment B.6.1

Newspaper Advertisement & Site Notices for Waste Licence Application

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Consent of copyright owner required for any other use.*

APPLICATION TO THE ENVIRONMENTAL PROTECTION AGENCY FOR A WASTE LICENCE

Notice is hereby given, that, Bord na Móna PLC, having its principal offices at Main St., Newbridge, Co. Kildare, is applying for a waste licence for a materials recycling & waste transfer facility that will accept 99,000 tonnes per annum of non-hazardous municipal solid waste, construction & demolition waste and small quantities only of household hazardous waste at Drumman, Derrygreenagh, Co. Offaly. An environmental impact statement (EIS) will accompany the application.

The nature of the proposed development entails the development of a waste reception and processing building, a baled waste storage building, an administration and welfare building, a dual weighbridge system, car parking, surface and foul water management systems including surface water lagoon and proprietary wastewater treatment plant, ESB substation, dedicated haul roads and marshalling areas, dust extraction and air bio-filtration plant and other ancillary infrastructure. The type of processing plant to be used will be mechanical waste separation equipment, baling equipment and mobile excavators with grab attachments.

The classes of activity to which this application relates as set out in the Third and Fourth Schedules to the Waste Management Acts 1996 to 2010 are as follows:

Third Schedule – Waste Disposal Activities

- Class 11 Blending or mixture prior to submission to any activity referred to in a preceding paragraph of this Schedule
- Class 12 Repackaging prior to submission to any activity referred to in a preceding paragraph of this Schedule
- Class 13 Storage prior to submission to any activity referred to in a preceding paragraph of this Schedule, other than temporary storage, pending collection, on the premises where the waste concerned is produced

Fourth Schedule – Waste Recovery Activities

- Class 2 Recycling or reclamation of organic substances which are not used as solvents (including composting and other biological processes)
- Class 3 Recycling or reclamation of metals and metal compounds
- Class 4 Recycling or reclamation of other inorganic materials
- Class 12 Exchange of waste for submission to any activity referred to in a preceding paragraph of this Schedule
- Class 13 Storage of waste intended for submission to any activity referred to in a preceding paragraph of this Schedule, other than temporary storage, pending collection, on the premises where such waste is produced

The principal activity will be Class 2 of the Fourth Schedule.

A copy of the waste licence application, the EIS and any further information relating to it as may be furnished to the Agency will, as soon as is practicable after its receipt, be available for inspection or purchase at the Environmental Protection Agency's headquarters at PO Box 3000, Johnstown Castle Estate, Co. Wexford during normal working hours.

Offaly County Council
Planning Department
Aras an Chontae
Charleville Road
Tullamore
Co. Offaly

24 November 2009

RE: Bord na Móna Resource Recovery – Materials Recycling Facility

Dear Sir/Madam

I am writing to notify you of the intention of Bord na Móna Resource Recovery to submit a planning application to Offaly County Council in relation the development of a material recycling facility (MRF)/transfer centre at Drumman, Co. Offaly.

Bord na Móna Resource Recovery Limited has retained Fehily Timoney & Company (FTC) to submit this planning application and to prepare an accompanying environmental impact statement. FTC will also submit an application to the Environmental Protection Agency (EPA) for a waste licence for the facility. According to standard procedures for environmental impact assessment, FTC seeks any observations or concerns you may have regarding the proposed development.

It is proposed to construct a material recycling facility with a capacity of 99,000 tonnes per annum at the site. The site is adjacent to the Derrygreenagh Works Station from which management of peat milling operations in the locality is managed. The proposed site is within a c. 21 ha envelope of land which was not developed for peat milling and in which some sand extraction has previously occurred. The proposed development will occupy approximately 2.5 ha within the 21 ha parcel of land.

The R400 national secondary road runs directly past the site and there is direct access to the M6 motorway some 1 km to the north east of the site. An existing internal haul road was previously used for extraction. A site location map and aerial photograph of the site is attached.

It is anticipated that approximately 50,000 tonnes per annum of mixed dry recyclable material will be processed at the site through mechanical and physical sorting followed by baling and storage prior to transportation off site. The remaining tonnage will comprise residual municipal solid waste (MSW) and construction and demolition (C&D) and commercial and industrial (C&I) waste which will be processed and bulked up prior to movement off-site.

Cont'd....

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Associates: Declan Egan Clodagh O'Donovan Adrian Duffy Bernadette Guinan
Paul Kelly Stephen Byrne Sarah Toal Tony Ambrose Company Secretary: Declan O'Sullivan

Registered in Ireland, Fehily Timoney & Company Ltd. Number 180497
Registered Office: Core House, Pouladuff Road, Cork. VAT Registration Number: IE6580497D

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The environmental impact statement to accompany the planning application will address the various aspects of the environment on which proposed development could impact.

The proposed site for the development of the MRF is adjacent to a proposed power plant development at Derrygreenagh Works Station which is currently under consideration by An Bord Pleanála as a strategic infrastructure application (PL19.PA0011). Due to the close proximity of the two developments, potential cumulative impacts will need to be considered particularly in the areas of traffic, noise and surface water emissions.

This letter is being sent as part of the environmental impact assessment process. While your reply is not obligatory, it would be of benefit to us if you could send any comments relevant to your area of operation, for consideration in the environmental impact assessment.

We would be grateful if you could send your comments to the undersigned within three weeks of above date

Yours sincerely

Mr. Derek Milton
for and on behalf of **Fehily Timoney & Company**

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Attachment B.7 Type of Waste Activity

In accordance with the Third and Fourth Schedules of the Waste Management Acts, 1996 to 2010, the following classes of activity are proposed:

Waste Disposal Activities, in accordance with the Third Schedule of the Waste Management Acts 1996 to 2010

Class 11	<p>Blending or mixture prior to submission to any activity referred to in a preceding paragraph of this Schedule.</p> <p>This activity is limited to the mixing of waste prior to baling/bulking</p>
Class 12	<p>Repackaging prior to submission to any activity referred to in a preceding paragraph of this Schedule.</p> <p>This activity is limited to the baling/bulking of waste prior to the transfer for disposal off site</p>
Class 13	<p>Storage prior to submission to any activity referred to in a preceding paragraph of this Schedule, other than temporary storage, pending collection, on the premises where the waste concerned is produced.</p> <p>This activity is limited to the storage of waste prior to the baling/bulking and transfer for disposal off-site</p>

Waste Recovery Activities, in accordance with the Third Schedule of the Waste Management Acts 1996 to 2010

Class 2	<p>Recycling or reclamation of organic substances which are not used as solvents (including composting and other biological processes):</p> <p>This activity is limited to segregation and baling of plastics, cardboard and paper as well as collection of newsprint, textiles, timber, waste oils, wood, paints prior to recovery off-site</p>
Class 3	<p>Recycling or reclamation of metals and metal compounds:</p> <p>This activity is limited to the segregation of aluminium cans, tin cans, scrap metal, batteries and white goods prior to recovery off-site</p>
Class 4	<p>Recycling or reclamation of other inorganic materials:</p> <p>This activity is limited to the segregation of construction and demolition waste, DIY waste, electronics, glass and tyres prior to recovery off-site</p>
Class 12	<p>Exchange of waste for submission to any activity referred to in a preceding paragraph of this Schedule:</p> <p>This class of activity allows for waste containing recyclables to be processed at the facility</p>
Class 13	<p>Storage of waste intended for submission to any activity referred to in a preceding paragraph of this Schedule, other than temporary storage, pending collection, on the premises where such waste is produced:</p> <p>This activity allows for the storage of waste accepted at the facility prior to recovery off-site</p>

Class 2 of the Fourth Schedule is identified as the Principal Activity onsite as the majority of the material received at the facility is subjected to segregation and baling prior to recovery off-site.

ATTACHMENT C – MANAGEMENT OF THE INSTALLATION

Attachment C.1 Technical Competence & Site Management

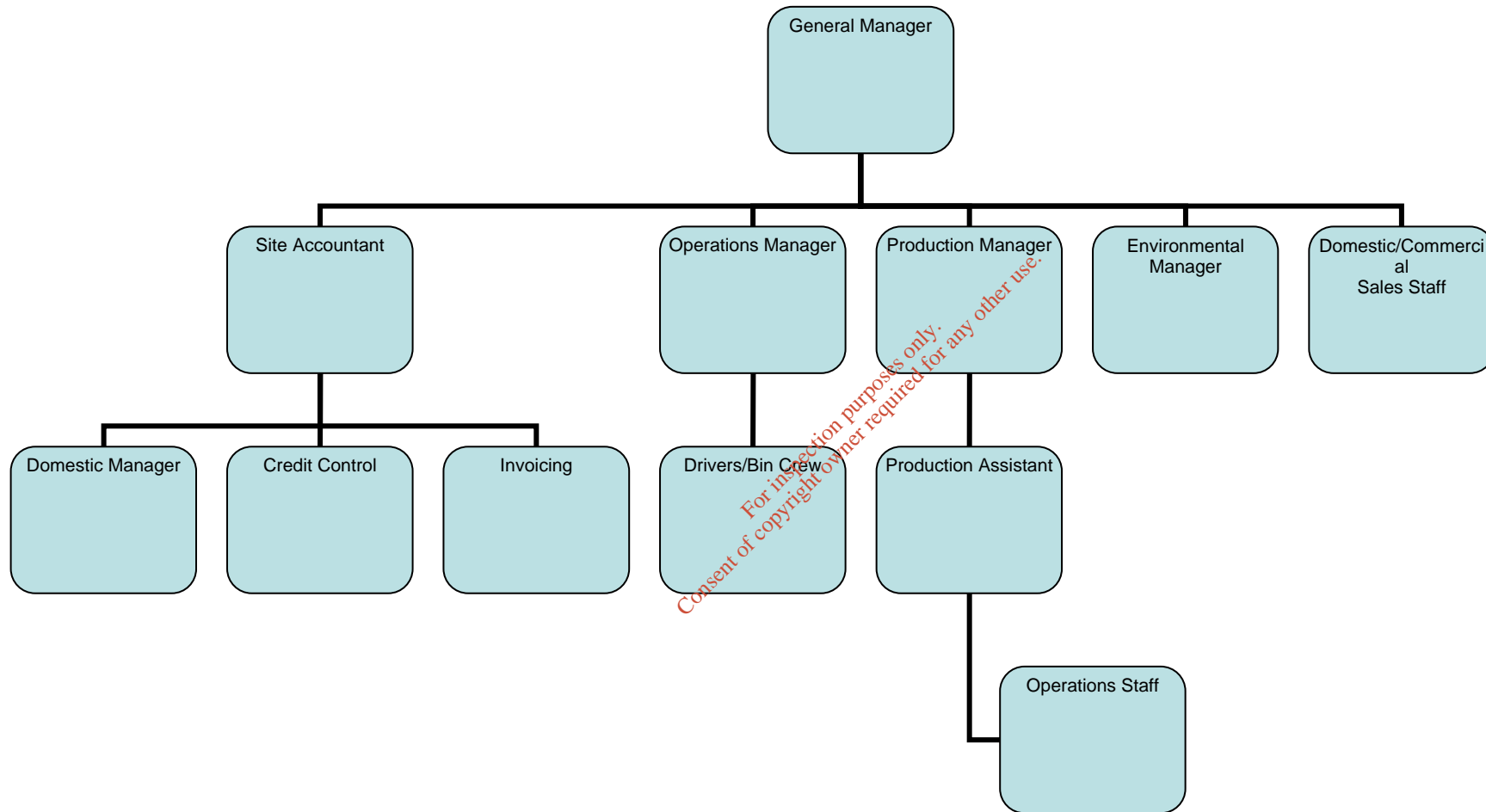
A proposed staff structure for the facility is set out in Figure C.1. Staff will be employed predominantly in the waste processing building and will be trained to the required standard for the relevant position.

Various staff duties are outlined as follows:

- *General Manager* - Responsible for the overall management of the facility, including operations and maintenance of the facility and personnel management
- *Operations Manager* - Responsible for waste acceptance and waste processing at the facility, supervision of staff and logistics of waste collection
- *Production Manager* – Responsible for processing of waste material post acceptance
- *Environmental Manager* – Responsible for all aspects of the waste licence compliance
- *Sales Staff* – Responsible for dealing with domestic and commercial customers
- *Accounting Staff* – Responsible for all aspects of financial control of facility
- *Operations Staff* – includes weighbridge staff, plant operatives and picking line operatives – duties as outlined by Operations and Production Manager

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Figure C.1: Facility Staff Structure



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Attachment C.2 Environmental Management System

An Environmental Management System will be developed for the facility to the satisfaction of the Agency in the event of a licence being awarded.

Attachment C.3 Hours of Operation

(a) Proposed Hours of operation of the facility

06:00 to 00:00 Monday to Saturday inclusive

Proposed Hours of waste acceptance at the facility

07:00 to 23:00 Monday to Saturday inclusive

(b) Proposed hours of any construction and development works at the facility and timeframes.

08:00 to 20:00 Monday to Saturday inclusive

The hours proposed here allow for construction activities on site in relation to the development works. Construction activities will not occur outside of these hours.

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ATTACHMENT D - INFRASTRUCTURE & OPERATION

Attachment D.1 Infrastructure

Please refer to Drawings LW09-660-04_300-006, 007 & 008.

D.1.a Site Security

The site will be bound in its entirety by 2.5 high metre palisade fencing along each boundary. Access to the site outside of operational hours will be restricted by the main entrance gate and the facility entrance gate.

A CCTV system will be installed at the facility which will be used to monitor the perimeter and main yard area. Monitoring, logging and supervision of all waste vehicles and other visitors will be carried out. Visitors to the site will be required to log in at the reception of the administration building.

D.1.b Design for Site Roads

The site will be finished with a hardstanding area that consists of a 200 mm reinforced steel concrete slab laid on top of a 2000 gauge visqueen membrane on top of a minimum of 300 mm of hardcore laid in 150 mm layers. Internal roads will be of asphalt finish. Internal traffic on the hardstanding areas will be directed along marked portions. There will be 63 no. parking spaces for visitors and staff.

D.1.c Hardstanding Areas

As per D.1.b

D.1.d Plant

The following items of mobile and stationary plant may be utilised at the facility:

- Conveyors – feed, metering, incline & in-floor
- Picking Stations – locations for the manual capture of recyclable materials or contaminants
- Screens – paper & card separation
- Magnetic & eddy current separators – metals separation
- Optical separator – plastics separation
- Balers – for the baling of separated, recyclable waste streams
- Loading shovel(s) – for the loading of the MRF plant
- Forklift(s) – for the movement of baled materials

D.1.e Wheel wash

A wheel wash is not proposed for the facility. It is considered that only vehicles delivering material to the biowaste area of the waste reception and processing building may, from time to time, require washing down of wheel which can be carried out within the biowaste area of the waste reception and processing building and which will be contained within the drainage for that building.

D.1.g Fuel Storage

Two 1,100 litre diesel tanks will be installed adjacent to the waste reception and processing building which will be used for re-fuelling of on-site machinery and waste collection vehicles. These tanks will be bunded as per EPA specifications and any run-off from this area will be directed via a hydrocarbon interceptor prior to discharge to the attenuation pond. A spill kit will be located adjacent to the re-fuelling area. Drip trays will be used during re-fuelling.

D.1.h Waste Quarantine Areas

Dedicated areas for waste inspection and quarantine will be established within the materials recycling and waste transfer sections of the waste reception and processing building.