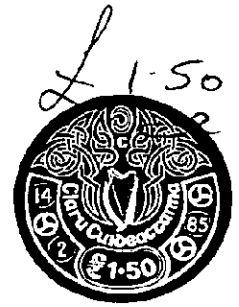




COMPANIES ACTS, 1963 to 1983

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**ARTICLES OF ASSOCIATION**

OF

**WATCH TOWER BIBLE AND TRACT SOCIETY OF
IRELAND**

1. The regulations of Table C set out in the First Schedule of the Companies Act, 1963 shall be deemed to be incorporated with these articles and shall apply to the Company save in so far as they are excluded or modified hereby.

MEMBERS

2. The number of members with which the Company proposes to be registered is 15 but the directors may from time to time register an increase of numbers and Regulation 2 of Table C shall be amended accordingly.
3. A member shall *ipso facto* cease to be a member of the Company:—
 - (A) If he resigns by giving notice in writing to the Company of his intention so to do, in which case he shall cease to be a member upon receipt of the notice by the Company, or
 - (B) If at a General Meeting of the Company a resolution be passed by the votes of not less than three-fourths of those present, after giving the member a proper opportunity of being heard, that it is not in the interests of the Company that he continue a member.

PROCEEDINGS AT GENERAL MEETINGS

4. In Regulation 10 the words "declaring a dividend" shall be omitted, and in Regulation 28 the word "Limited" shall be omitted.

VOTES OF MEMBERS

5. A member of unsound mind or in respect of whom an Order has been made by any Court having jurisdiction in lunacy, may not vote, by being present in person, or by a committee, receiver, guardian or other person appointed by that court, whether by proxy on a show of hands or on a poll and that Regulation 22 of Table C shall not apply.
6. 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 must be a member of the Company and Regulation 26 of Table C shall be amended accordingly.

DIRECTORS

7. The directors may be paid travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or General Meetings of the Company or in connection with the business of the Company and Regulation 33 of Table C shall not apply.
8. The word "Other" shall be omitted from Regulation 39 (a) of Table C.
9. The directors of the Company shall not be required to retire by rotation and Regulation 41 to 49 of Table C shall be amended accordingly.
10. A director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and Regulation 47 of Table C shall be amended accordingly.
11. The provisions of Clause 9 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 full in these articles.

Names, Addresses and Descriptions of Subscribers.

Witness to the above signatures:—

Name:

Address: