

COMPANIES ACT 2014

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**CONSTITUTION
OF
ABILITY WEST**

MEMORANDUM OF ASSOCIATION
OF
ABILITY WEST

1. NAME CLAUSE

1.1. The name of the Company is Ability West (the “Company”).

2. COMPANY TYPE

2.1. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

3. DEFINITION CLAUSES

3.1. In this Constitution:-

- (a) “**Act**” means the Companies Act 2014 and every statutory modification or re-enactment thereof for the time being in force;
- (b) “**Board**” means the Board of Directors of the Company
- (c) “**Directors**” means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;
- (d) “**Secretary**” means any person appointed to perform the duties of the Secretary of the Company and shall include any joint, assistant or deputy secretary;
- (e) “**committee**” means a committee established by the Directors which may consist in whole or in part of members of the board of Directors of the Company;
- (f) “**electronic communication**”, “**electronic signature**”, and “**advanced electronic signature**” each has the meaning as set out in the Electronic Commerce Act 2000;
- (g) “**Seal**” means the Common Seal of the Company;
- (h) “**office**” means the registered office for the time being of the Company.
- (i) “**Service User**” means a person with a disability in receipt of a service or support from the Company;
- (j) “**Family member**” means the parent, grandparent, legal guardian, sibling, spouse of a sibling, child of a sibling, aunt, uncle, spouse of an aunt or uncle or child of an aunt or uncle of a service user;
- (k) “**Family Fora**” are meetings held biannually by the Company for ‘family members’ of individuals availing of the services and supports of the Company.
- (l) “**Officers of the Company**” means the Chairperson of the Board, the Vice Chairperson

of the Board and the Company Secretary and Honorary Treasurer.

- (m) “**ordinary resolution**” means a resolution passed by a simple majority of the votes cast by members as, being entitled to do so, vote in person at a general meeting of the Company;
 - (n) “**special resolution**” means a resolution passed by not less than 75 percent of the votes cast by such members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting of the Company;
 - (o) “**State**” means the Republic of Ireland.
4. Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, email, lithography, photography and any other modes of representing or reproducing words in a visible form, which, for the avoidance of doubt, shall include reproduction or representation electronically or in electronic form.
 5. Words denoting the singular number include the plural and vice versa and words denoting a gender include each gender.
 6. Words importing persons shall include corporations.
 7. Subject aforesaid any words or expressions defined in the Act shall, if not consistent with the subject or context bear the same meaning in these Regulations.

8. OBJECTS CLAUSES

9. The main object for which the Company is established is to benefit the community through the promotion and/or provision of the highest possible standard of service, support, treatment, training, education, general welfare of persons with disability in their own communities and the giving of advice, guidance and support to parents/guardians and family members of persons with disability.
10. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only:
 - (a) To arrange or assist in arranging and providing the holding of lectures, conferences, meetings and discussions on subjects of general or special interest in the field of disability and to engage in strategic planning and the encouragement and provision of inclusive activities and advocacy in their own communities for people with disability.
 - (b) To promote the treatment, training, education, welfare, general rehabilitation and inclusion within their own communities of persons with disability.
 - (c) To act as patron of any school or educational institution and to do everything possible to promote the ethos of the Company therein.

11. POWERS OF THE COMPANY

- 11.1. The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object.
- 11.2. To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an

estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let,, alienate, mortgage, lease or charge land, house, property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.

- 11.3. (a) To furnish and provide the Company's property with such furniture, implements, machinery and conveniences as the Company may think desirable.
 - (b) To provide gardens, greenhouses and grounds for recreation and amusement.
 - (c) To raise funds and help raise funds for any charitable purpose.
 - (d) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
- 11.4. To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- 11.5. To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or Company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 11.6. To purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- 11.7. To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or if undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- 11.8. To accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, prior permission to be obtained from the Revenue Commissioners where it is intended to

accumulate funds for a period in excess of two (2) years.

- 11.9. To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main object(s), and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- 11.10. To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such

consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed: and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.

- 11.11. To, create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the main object(s) of the Company.
- 11.12. To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and any statutory modification or re-enactment thereof for the time being in force, and provided that such pension scheme has been operated by the Company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or his or her spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds and superannuation fund for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- 11.13. To promote freedom of contact and to resist, ensure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes.
- 11.14. To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
- 11.15. To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.
- 11.16. To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main object by any person or company.
- 11.17. To act as trustees for any property real or personal for any of these objects or for any other purpose that may seem conducive to the objects of the Company.
- 11.18. To accept, seek and collect grants, subscriptions and donations by any means whatsoever (whether real or personal estate) and devise and bequests for all or any of the purposes aforesaid and to sell and dispose of or (so far as permitted by law) to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the

Company and generally to manage, invest and expand all monies and property belonging to the Company.

- 11.19. To employ medical, clinical, nursing and care staff and all such other staff as may be appropriate and necessary including but not limited to psychologists, psychotherapists, therapists, pharmaceutical officers, physiotherapists, nurses and attendants for the purposes aforesaid and to provide and supply all such medical, surgical and pharmaceutical supplies, appliances and things and all such provision and necessities as may be required for the purposes aforesaid or any of them.
 - 11.20. To employ teachers, social care workers, nurses, instructors, managers and administrators and provide all necessary or desirable or useful appliances, equipment, machinery, goods, supplies, materials and things for the provision of suitable educational, technical, vocational, clinical and/or physical training as may be required for the purposes aforesaid or any of them.
 - 11.21. To educate and train personnel as may be deemed expedient for the furtherance of the objects of the Company.
 - 11.22. To provide expert advice, courses of instruction, tuition, lectures, exhibitions, and literature in relation to the above objects.
 - 11.23. To enter into any agreement for co-operation or reciprocal concession with any governments or authorities (supreme, municipal, local or otherwise) corporate bodies, unincorporated associations or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, company, firm or person, any charters, contracts, decrees, rights, privileges, and concessions which the association may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
 - 11.24. To establish, promote, co-operate with, assist or subscribe to companies or associations formed for the purpose of promoting the objects of the Company or any similar objects.
 - 11.25. To appoint or promote the appointment of committees, the members of which shall receive no remuneration of any kind consisting either wholly or partly of members of the Company or of other persons, to investigate, report and advise on any matter relating to the Company's objects.
 - 11.26. To do all such other things as may be deemed incidental or conducive to the attainment of the above object.
12. And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere.

13. INCOME AND PROPERTY

- 13.1. The income and property of the Company shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.
- 13.2. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
- (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.
- (f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

14. ADDITIONS, ALTERATIONS OR AMENDMENTS

- 14.1. The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
- 14.2. No amendments of any kind shall be made to the provisions of clauses 13 and 15 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of clauses 13 and 15 of the memorandum of association, such that there would be non-compliance with the requirements of section 971/1180 and of the Companies Act 2014.

15. WINDING UP

- 15.1. If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 13 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator.

Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

16. LIABILITY CLAUSE

16.1. The liability of the members is limited.

17. GUARANTEE CLAUSE

17.1. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one Euro.

18. KEEPING OF ACCOUNTS

18.1. For so long as the Company benefits from charitable tax exempt status from the Revenue Commissioners, annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

ARTICLES OF ASSOCIATION

OF

ABILITY WEST

MEMBERS

1. The number of members with which the Company proposes to be registered is unlimited.
2. The subscribers to the Memorandum of Association and the Directors, and such other persons as the Directors shall admit to membership shall be members of the Company.
3. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.
4. The first Family Forum each year will nominate two unrelated family representatives to the Board. Both individuals will meet the criteria of 'family member' as defined.

GENERAL MEETINGS

5. All general meetings of the Company shall be held in the State.
 - 5.1 Subject to Article 5.2, the Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings 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.
 - 5.2 So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 7, the Annual General Meeting shall be held at such time and at such place as the Directors shall appoint.
6. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
7. The Directors may, whenever they think fit, 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 178(3) to (7) of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director or any two 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

8. Subject to Sections 181, 187 and 191 of the Act an Annual General Meeting and a meeting called for by 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 14 days notice in writing at the least. 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 the Articles of the Company entitled to receive notices from the Company.

9. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or, where an electronic address has been provided by the member, such notice may be given by the Company to such electronic 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 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.
10. Notice of every general meeting shall be given in any manner herein before authorised to:-
 - (a) every member;
 - (b) the Auditor for the time being of the Company.
11. No other person shall be entitled to receive notices of general meetings.
12. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the financial statements, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.
14. No business shall be transacted at any general meeting unless a half plus one of Directors is present at the time when the meeting proceeds to business; save as herein otherwise provided.
15. 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.
16. 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.
17. 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.
18. 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 at 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 the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands of those entitled to vote.
20. Except as provided in Article 21 if a poll is duly demanded it shall be taken in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. 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.
22. 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 questions shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
23. Subject to Section 191 of the Act, a resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a General Meeting who shall be, for the avoidance of doubt, are the Directors of the Company. Directors only 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 Act.
24. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.
25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered, any vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
26. Votes must be given personally.

DIRECTORS

27. The number of Directors shall be no fewer than four (4) and no more than fourteen (14).
28. The Board shall be elected annually at the Annual General Meeting and shall consist of the following:
 - a. The Chairperson, Vice Chairperson, Company Secretary and Honorary Treasurer but so that no one shall serve as an officer of the Company for more than three (3) consecutive

terms of three (3) years, i.e. a maximum of nine (9) years.

- b. Two (2) representatives nominated at the first of two Family Fora held in advance of the Annual General Meeting each year. Nominations to be notified to the Company Secretary at least 28 days in advance of the Annual General Meeting.
29. At the first meeting of the Board of Directors following the Annual General Meeting such number of other members of the Company as the persons at 27. (a) and (b) shall select by co-option provided that the total number of Directors shall not exceed fourteen (14) and that no one shall serve as a Director for more than nine (9) years.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

30.
 - (a) A member may by notice in writing to the Secretary of the Company resign his membership of the Company.
 - (b) Membership of the Company shall automatically cease on any member's death.
 - (c) If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Board either shall have rendered him unfit to remain a member of the Company or shall be injurious to the Company or if the Board shall for any other good reason require that a member shall be expelled such member may by a Resolution of the Board be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Board any explanation or defence as he may think fit.

BORROWING POWERS

31. The Board may exercise all the powers of the Company to borrow money 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 obligation of the Company or of any third party.

POWERS AND DUTIES OF BOARD

32. The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or Constitution required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and the Constitution and to such directions, being not inconsistent with the aforesaid 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 Board which would have been valid if that direction has not been given.
33. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Board and under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with

any such attorney as the Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

34. 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 Board shall from time to time by resolution determine.
35. The Board shall cause minutes to be retained in a manner approved by the Board for the purpose:-
 - (a) of all appointments of officers made by the Board;
 - (b) of the names of the Directors present at each meeting of the Board and of any committee of the Board;
 - (c) of all resolutions and proceedings at all meetings of the Company, and the Board and of committees of Board.

DISQUALIFICATION OF DIRECTORS

36. The Office of Director shall be vacated if the Director:-
 - (a) holds any office or place of profit under the Company; or
 - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (c) A declaration of restriction is made in relation to the Director and the Company does not satisfy the capital requirements prescribed in section 819 of the Act; or
 - (d) A declaration of restriction is made in relation to the Director and, notwithstanding that the Company satisfies the capital requirements prescribed in section 819 of the Act, his Co-Directors (or the members in the case of the Company having a sole Director) resolve at any time during the currency of the declaration that his office be vacated; or
 - (e) The Director is sentenced to a term of imprisonment following conviction of an indictable offence; or
 - (f) becomes of unsound mind; or
 - (g) resigns his office by notice in writing to the Company; or
 - (h) is convicted is convicted of an indictable offence unless the Directors otherwise determine; or
 - (i) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 231 of the Act.
 - (j) The application of section 148(2) of the Act shall be modified accordingly.

VOTING ON CONTRACTS

37. A. Director may not vote in respect of any contract in which he is interested or any matter arising thereout.

ROTATION OF DIRECTORS

38. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
39. A retiring Director shall be eligible for re-election, save that no Director may serve for more than three consecutive terms, i.e. a maximum of nine (9) years as a Director.
40. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.
41. Subject to the provisions hereinbefore set out, no person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for re-election to the office of Director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office in writing, signed by a Member duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
42. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
43. The Board shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
44. The Company may by ordinary resolution, of which extended notice given in accordance with Section 146(1) of the Act, remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
45. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 43 without prejudice to the powers of the Directors under Article 42 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as additional Director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF BOARD

46. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is any equality of votes, the Chairperson shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. If the Board so resolves it shall not be necessary to give notice of a meeting of the Board to any Director who being resident in the State is for the time being absent from the State.
47. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be half plus one of the Directors.
48. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
49. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office, but, if no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.
50. The Board may delegate any of its powers to committees consisting of such member or members of the Board as it thinks fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
51. 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 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
52. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote.
53. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director shall, notwithstanding that it is 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.

WRITTEN RESOLUTIONS AND TELEPHONIC MEETINGS OF DIRECTORS

54. A resolution in writing signed by all the Directors of the Company, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the Directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at

a meeting of the Directors or such a committee duly convened and held.

55. A resolution referred to in Article 53 may be signed by electronic signature, advanced electronic signature or otherwise as approved by the Directors.
56. Subject to Article 57, where one or more of the Directors (other than a majority of them) would not, by reason of:
 - 56.1 the Act or any other enactment;
 - 56.2 the Company's Constitution; or
 - 56.3 a rule of law,
be permitted to vote on a resolution such as is referred to in Article 53, if it were sought to pass the resolution at a meeting of the Directors duly convened and held, then such a resolution, notwithstanding anything in Article 53, shall be valid for the purposes of that subsection if the resolution is signed by those of the Directors who would have been permitted to vote on it had it been sought to pass it at such a meeting.
57. In a case falling within Article 55, the resolution shall state the name of each Director who did not sign it and the basis on which he did not sign it.
58. For the avoidance of doubt, nothing in the preceding regulations dealing with a resolution that is signed by other than all of the Directors shall be read as making available, in the case of an equality of votes, a second or casting vote to the one of their number who would, or might have been, if a meeting had been held to transact the business concerned, chairperson of that meeting.
59. The application of section 161 of the Act shall be modified accordingly.
60. Meetings of Directors by conference.
 - 60.1 A meeting of the Directors or a committee of them may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communications) to speak to each of the others and to be heard by each of the others; and
 - 60.2 A Director or member of a committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
 - 60.3 Such a meeting shall be deemed to take place:
 - (a) where the largest group of those participating in the conference is assembled;
 - (b) if there is no such group, where the chairperson of the meeting then is;
 - (c) if neither subparagraph (a) or (b) applies, in such location as the meeting itself decides.

60.4 The application of section 161 of the Act shall be modified accordingly.

REGISTERED PERSON

61. Where the Board of Directors authorises any person as being a person entitled to bind the Company (not being an entitlement to bind that is, expressly or impliedly, restricted to a particular transaction or class of transactions), the Company may notify the Registrar of Companies of the authorisation in accordance with section 39 of the Act.

SECRETARY

62. The Secretary shall be appointed by the Board for such term and upon such conditions as it thinks fit; and any Secretary so appointed may be removed by the Board.
63. A Provision of the Act or these Articles requiring or authorising a thing 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 place of, the Secretary.

THE SEAL

64. The Common Seal of the Company shall be used only by the authority of the Directors or of a committee authorised by the Directors to exercise such authority or by any one or more persons severally or jointly so authorised by the Directors or such a committee, and the use of the seal shall be deemed to be authorised for these purposes whether the matter or transaction pursuant to which the seal is to be used has been authorised.
65. Every instrument to which the seal shall be affixed shall be signed by any one of:
- 65.1 a Director;
 - 65.2 the secretary; or
 - 65.3 some other person appointed by the Directors for that purpose, and the signature or countersignature of a second person shall not be required.
66. The Company may have an official seal for use abroad, which shall resemble the seal of the Company with the addition on its face of the name of every place abroad where it is to be used.

FINANCIAL STATEMENTS

67.

- 67.1 The Board members shall cause adequate accounting records to be kept related to:
- 67.1.1 all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - 67.1.2 all sales and purchases of goods or services by the Company; and

67.1.3 the assets and liabilities of the Company.

- 67.2 Adequate Accounting Records shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 67.3. The books shall be kept at the office or, subject to section 283 of the Act, at such other place as the Board Members think fit, and shall at all reasonable times be open to the inspection of the Board Members.
- 67.4 The members of the Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company or any of them shall be open to the inspection of members not being a Director, and no member (not being a Director)) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the member of the Board or by the Company in general meeting.
- 67.6 The Board Members shall from time to time in accordance with section 121 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such income and expenditure accounts, balance sheets and reports as are required to be prepared and laid before the Annual General Meeting of the Company.
- 67.7 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Board Members' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

68. Auditors shall be appointed and their duties regulated in accordance with the Act.