

## **Constitution of**

# **Óglaigh Náisiúnta Na hÉireann cuideachta faoi theorainn ráthaíochta**

Company No. 328824

Date of Incorporation: 15<sup>th</sup> of June 2000

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**SCHEDULE 10**  
**Section 1176.**

**FORM OF CONSTITUTION OF COMPANY LIMITED BY GUARANTEE**

CONSTITUTION  
OF  
**Óglaigh Náisiúnta Na hÉireann**  
**cuideachta faoi theorainn ráthaíochta**

**Memorandum of Association**

1. The name of the Company is Óglaigh Náisiúnta Na hÉireann cuideachta faoi theorainn ráthaíochta.
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main object for which the Company is established is to:  
  
*Support the needs of Irish veterans by the provision of accommodation to homeless and other veterans in need of such domestic accommodation in its Veterans' Homes and the provision of other advice and support to veterans through its nationwide network of Branches and Veterans Support Centres*
4. 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.
  - (i) **Comradeship**
    - (a) To develop a spirit of comradeship among veterans, and between veterans and serving members of Óglaigh Na hÉireann.
    - (b) To foster public interest in Óglaigh Na hÉireann.
    - (c) To promote social and cultural activities.
  - (ii) **Advocacy**
    - (a) To advocate with the Department of Defence, Defence Forces, and other elements of national and local government on behalf of veterans.
    - (b) To maintain liaison with veterans' organisations of other states.
  - (iii) **Remembrance**
    - (a) To remember those who served.
    - (b) To participate in national and local remembrance ceremonies.
    - (c) To do all such other things as will assist in achieving the above objects and aims.
5. To the extent that the same are essential or ancillary to the promotion or attainment of the main objects of the Company as heretofore set out, the Company may exercise all or any of the following

powers:

- (I) To raise funds generally and manage same for the benefit of the attainment of the main objects.
- (ii) To liaise, as required, with authorities or organisations or bodies corporate, whether locally, nationally or internationally with a view to the attainment and furtherance of the Company's main objects.
- (iii) To apply for all licences which may be required to further its main objects.
- (iv) To carry on any other trade or business which can be advantageously carried on by the Company to further its main objects.
- (v) To subscribe to local, national and international charities.
- (vi) To purchase, lease, hire, occupy, develop or in any other form or manner acquire or otherwise dispose of any lands, houses, rooms, office buildings or other real and personal property or any rights, easements or privileges necessary for the purpose of the Company and to employ and dismiss any person or persons.
- (vii) Generally to do all such acts and things which may be conducive or incidental to the attainment of the main objects with full power to the Directors of the Company subject to the provisions of the Articles and Bye-Laws for the time being in force to act for the Company so that the same shall not be repugnant to the main objects or to the laws and statutes of Ireland and for this purpose to amend or vary any of the foregoing objects (subject to Clause 6) as shall be thought necessary and proper provided that the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a Trade Union.
- (viii) To take and hold any property subject to the jurisdiction of the Charities Regulatory Authority and the Company shall not sell, mortgage, charge or lease same without such authorisation, approval or consent as may be required and as regards any such property the directors for the time being of the Company shall be responsible for such properties as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as would such directors have been if no incorporation had been effected and the incorporation of the Company shall in no way diminish or impair any control or authority exercisable by the Charities Regulatory Authority over such directors but they shall insofar as any such property be subject jointly and severally to such control and authority as if the Company were not incorporated. In case the Company shall take or hold any property, which may be subject to any trust, the Company shall only deal with same in such manner as allowed by law having regard to such trust.

For the purpose of attaining the main objects aforesaid (but not otherwise) to do each and every of the things following, that is to say:-

To purchase, take on lease or otherwise acquire any lands, buildings, farms, gardens or other property or any estate or interest whatsoever and any rights or privileges or easements over or in respect of any property.

- (a) To construct, maintain, develop and alter any lands, buildings or works necessary or convenient for the purposes of its business.
- (b) To employ speakers, instructors, and lecturers and to provide all necessary appliances, equipment, machinery, goods, supplies, materials and things for the provision of suitable educational training.
- (c) To educate and train personnel as may be deemed expedient for the furtherance of the main objects of the Company.
- (d) To organise courses, conferences, seminars and specialist symposia, by media participation, education, and such forms of propagation and publicity as are appropriate, and by providing at all times a forum for discussions.
- (e) To accept any gift (whether conditional or unconditional) of property whether or not subject to any special trust for the furtherance of the main objects of the Company.
- (f) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Company in the form of loans, donations, subscriptions or otherwise.
- (g) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's main objects, and for the purposes of or in raising of money by the Company to become a member of any building society.
- (h) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future.
- (i) To receive money on loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (j) To receive and acquire money by donation, gift, subscription or otherwise and to apply or expend such funds to or upon the main objects of the Company, directly or indirectly.
- (1) To make advances to customers and others with security and upon such terms as the Company may approve.
- (m) 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 provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their 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 for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- (n) To draw, make, accept, endorse, negotiate, discount, and execute promissory notes, bills of exchange and other negotiable instruments.

- (o) To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
  - (p) To accept payment for any purposes or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
    - (p)(i) To apply for, hold and operate a certificate of registration as a members' club and to take all steps necessary in the pursuit of this object.
    - (p)(ii) To adopt a set of rules in accordance with the Registration of Clubs Acts, 1904 to 2004, or as they may be amended or re-enacted.
    - (p)(iii) To supply or sell intoxicating liquor in accordance with the registration of Clubs Acts, 1904 to 2004, or as they may be amended or re-enacted.
  - (q) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
6. The income and property of the Company whensoever derived shall be applied solely towards the promotion of the main objects of the Company as set forth in this Memorandum of Association. No portion thereof 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. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the company of:
- (a) reasonable and proper remuneration to any member, officer or servant of the Company (not being a director) for any services rendered to the Company;
  - (b) interest at a rate not exceeding 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.

7. 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.
8. True account shall be kept of the sums of money received and expended by the Company in the matters in respect of which such receipt or expenditure shall take place of all sales and purchases of goods and services by the Company and of the property, credits and liabilities of the Company, and subject to any reasonable restriction as to the time and manner of inspecting the same that maybe imposed in accordance with the regulations of the Company for the time being in force shall be open to the inspection of the members once at least in every year and the accounts shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified auditor or auditors and such accounts shall be made available to the Revenue Commissioners for inspection as and when required.
9. 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 6 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.
10. The liability of the members is limited.
11. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he/she is a member or within one year after he/she ceases being a member, for payment of the debts and liabilities of the Company contracted before he/she ceases to be a member, and of 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.

# **COMPANIES ACT 2014**

## **COMPANY LIMITED BY GUARANTEE AND**

## **NOT HAVING A SHARE CAPITAL**

## **ARTICLES OF ASSOCIATION**

## **OF**

## **Óglaigh Náisiúnta Na hÉireann cuideachta faoi theorainn**

## **ráthaíochta**

### **ARTICLES OF ASSOCIATION**

The following Articles shall apply to the Company:

#### **PRELIMINARY**

1. In these Articles:-

"the Act" means the Companies Act 2014

"the 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;

"Secretary" means, any person appointed to perform the duties of the Secretary of the Company;

"the Seal" means the Common Seal of the Company;

"the office" means the registered office for the time being of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at

which these Articles become binding on the Company.

## MEMBERS

2. The number of members with which the Company proposes to be registered is eight but the Directors may from time to time register an increase of members.
3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company. Membership shall be open to persons who can further the aims and policies of the Company as promulgated by the Directors and laid down in these Memorandum and Articles of Association.
4. 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.

## MEETINGS GENERAL

5. All general meetings of the Company may be held inside or outside of the State.
6. (i) Subject to paragraph (ii), 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 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.  
  
(ii) 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 5, the annual general meeting or a general meeting shall be held at such time and at such place and manner as the Directors shall decide. This includes holding the general meetings by Electronic means and any member participating by Electronic means is deemed to be present in person or by proxy and can be counted in the quorum for the meeting.  
  
(iii) Any Director may participate in a meeting of the Directors or of 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 constitute being present in person at that meeting.
7. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. 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 of the Act.

## NOTICE OF GENERAL MEETINGS

9. Subject to Sections 178 and 191 of the 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 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 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.

10. 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 that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

11. 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 accounts, 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.
12. 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, ten members present in person or by proxy shall be a quorum.
13. 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.
14. The Chairperson, if any, of the Board of Directors shall preside as Chairperson at every general meeting of the Company, or if there is no such Chairperson, or if he/she 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.
15. 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.
16. 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 adjourned meeting or of the business to be transacted at an adjourned meeting.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of cards unless a poll is (before or on the declaration of the result of the show of cards) demanded:-
  - (a) by the Chairperson, or
  - (b) by at least two members present in person or by proxy,

Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of cards, 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 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.

18. Except as provided in Article 20, if a poll is duly demanded it shall be taken in such 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.
19. Where there is an equality of votes, whether on a show of cards or on a poll, the Chairperson of the meeting at which the show of cards takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. 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 upon which a poll has been demanded may be proceeded with pending the taking of the poll.
21. Subject to Section 191 of the 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 (or being bodies corporate by their duly authorised representatives) 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.
22. Every member shall have one vote.
23. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him/her to the Company have been paid.
24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every 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.
25. Votes may be given either personally or by proxy.
26. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her 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.
27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially 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 48 hours 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 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.

28. An instrument appointing a proxy shall be in the form as set out in the Companies Act or a form as near thereto as circumstances permit.
29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
30. A vote 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, if no intimation in writing of such death, insanity or revocation 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.

#### BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETING

31. Any body corporate which is a member of the Company may by resolution of its Directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he/she represents as that body corporate could exercise if it were an individual member of the Company.

#### ANNUAL SUBSCRIPTION

32. The Directors shall be entitled from time to time to determine any Annual Subscription to be payable by any member of the Company. Such subscription shall be payable in advance on the 1st day of January in each year. A person becoming a member of the Company after the 1st day of January in any year will be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to the 31st day of December in any year that member shall not be entitled to any rebate of his/her Annual Subscription paid for that year. The terms and conditions attaching to Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

Any person or member who has not paid his/her subscription within three calendar months of the due date shall cease to be a member of the company, unless the directors in their absolute discretion determine otherwise,

#### DIRECTORS

33. The first Directors shall be determined in writing by the subscribers to the Memorandum of Association or a majority of them.

Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall not be less than three nor more than twenty. The Directors shall be appointed to office and may be removed from office by the Company in general meeting.

#### RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

34. (a) A member of any class may by notice in writing to the Secretary of the Company resign his/her

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 Directors either shall have rendered him/her unfit to remain a member of the Company or shall be injurious to the Company or if the Directors shall for any other good reason require that a member shall be expelled, such member may by a Resolution of the Directors be expelled from membership provided that he/she shall have been given notice of the intended resolution for his/her expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he/she may think fit.

Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 66 of these Articles whether or not it is actually received by the member intended to be served with such notice.

## BORROWING POWERS

35. The Directors 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 DIRECTORS

36. The business of the Company shall be managed by the Directors, 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 by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles 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 Directors which would have been valid if that direction had not been given.

37. The Directors 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 Directors to be the attorney or attorneys of the Company for such purposes and with the powers, authorities and discretions (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 powers of attorney may contain such provisions for the protection and convenience 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 discretions vested in him/her.

38. 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.

39. 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 sub-committee of the Directors;
  - (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors and of sub-committees of Directors.

#### DISQUALIFICATION OF DIRECTORS

40. The office of Director shall be vacated if the Member:
- (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/her creditors generally; or
  - (c) becomes prohibited from being a Director by reason of any Order made under Part 14 of the Act; or
  - (d) becomes of unsound mind; or
  - (e) resigns his/her office by notice in writing to the Company; or
  - (f) is convicted of an indictable offence unless the Directors otherwise determines; or
  - (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest in manner required by Section 231 of the Act.

#### VOTING ON CONTRACTS

41. A Director may not vote in respect of any contract or other matter which would give rise to a "conflict of interests for him/her."

#### ROTATION OF DIRECTORS

42. At every annual general meeting up to and including annual general meeting in 2004, all the Directors shall retire from office and at the annual general meeting in every subsequent year, any Director who has held office as a Director for more than two and a half years, not counting service prior to 1<sup>st</sup> June, 2004, in the period of three years ending on the date of the annual general meeting shall retire from office.
43. A retiring Director shall be eligible for re-election, provided that he/she has not already held office as a Director for more than five and a half years, not counting service prior to 1<sup>st</sup> June 2004, in the period of six years ending on the date of the annual general meeting.
44. 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.
45. The Directors shall have the power at any time, and from time to time to appoint any person, including a person who has already completed six years as a director, to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that

that total number of Directors shall not at any time exceed the number fixed in accordance with the Articles and the number of appointed Directors shall not exceed the number of elected Directors at the time of any such appointment. The Directors so appointed shall not be required to retire at the AGM following their appointment but may be removed by a resolution of the Board at any time.

46. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 146 of the Act remove any Director before the expiration of his/her 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/her and the Company.
47. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 46. Without prejudice to the powers of the Directors under Article 45 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an 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/she had become a Director on the day on which the Director in whose place he/she is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS

48. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, but such meetings shall be held once at least in every two months. 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. By notice in writing to the Chairperson or the Secretary, and with not less than 24 hours notice of the date, time and venue for the meeting, any two Directors may requisition the convening of a meeting of the Directors. The Secretary on receipt of said notice shall immediately proceed to summon such meeting with not less than 24 hours notice to those entitled to attend. If the Directors so resolve it shall not be necessary to give notice of a meeting of the Directors to any Director who being ordinarily resident in the State is for the time being absent from the State.
49. The Quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.
50. 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 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.
51. The Directors may elect a Chairperson of their meetings and determine the period for which he/she 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.
52. The Directors may delegate any of their powers to sub-committees consisting of such member or

members as they think fit, any sub-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.

53. A sub-committee 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 when there is an equality of votes, the Chairperson shall have a second or casting vote.
54. All acts done by any meeting of the Directors or of a sub-committee of the Directors 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.
55. 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 and effective as if it had been passed at a meeting of the Directors duly convened and held.

#### SECRETARY

56. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
57. 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.

#### HONORARY TRUSTEES

58. The Directors may from time to time, appoint such honorary trustees as it sees fit and determine and regulate their activities accordingly.

#### THE SEAL

59. The seal shall be used only by the authority of the Directors or of a sub-committee of Directors authorised by the Directors 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 for the purpose.

#### FINANCIAL STATEMENTS

60. The Directors shall cause proper adequate books of account to be kept as set down by the Act.

Proper books 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.

61. The books of account shall be kept at the office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

62. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, 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 a Director or by the Company in general meeting.
63. The Directors shall from time to time in accordance with Sections 272, 288, 290, 293, 325 and 327 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the annual general meeting of the Company.
64. 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 Directors' Report and Auditors' 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

65. Auditors shall be appointed and their duties regulated in accordance with Part 6 of the Act.

#### NOTICES

66. A notice may be given by the Company to any member either personally, by sending it by post to him or her to his/her registered address or in electronic form, whether by way of electronic communication or otherwise. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same was posted and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent in electronic form, whether by way of electronic communication or otherwise, service of the notice shall be deemed to be effected by properly addressing and electronically sending the communication containing the notice, and to have been effected both in the case of a notice of a meeting and in any other case at the time at which the electronic communication would be delivered in the ordinary course.

Notice of every general meeting shall be given in any manner herein before authorised to:-

- (a) every member, director and secretary;
- (b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his/her death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the Auditor for the time being of the Company.

No other person shall be entitled to notices of General Meetings.

