

**COMPANIES ACT 2014**

---

**COMPANY LIMITED BY GUARANTEE**

---

CONSTITUTION

OF

S.C.C.U.L Enterprises Company Limited by Guarantee

**Companies Act 2014 Company Limited By Guarantee And Not Having a Share Capital**

**Memorandum of Association**

**Of**

**S.C.C.U.L. Enterprises Company Limited by Guarantee  
(the "Company")**

1. The name of the company is S.C.C.U.L Enterprises Company Limited by Guarantee.
2. The main object for which the company is established is:  
to prevent and alleviate poverty and suffering, helping those in need in the community in a manner that is exclusively charitable in accordance with Irish law, by supporting enterprise and providing training, expertise and structures to create and sustain employment, from the Galway region and in particular in the area known as the Common Bond of Saint Columba's Credit Union Limited..
3. The following objects shall be deemed to be subsidiary objects of the company namely:
  - a. To establish the scope and effectiveness of voluntary and statutory co-operation in jointly tackling issues of poverty and development;
  - b. To jointly implement a range of measures to tackle poverty experienced by the least privileged groups;
  - c. To increase the capacity of local communities to become more involved in their own local development;
  - d. To assist communities to develop leadership and management skills in order to challenge social and economic isolation;
  - e. To establish a structure to develop human resources;
  - f. To incorporate and implement relevant new actions and programmes based on the projects experience;
  - g. To establish more effective measures to tackle disadvantages experienced by low income households and large families;
  - h. To assist development of the resource base of the area and to increase the capacity for employment and income generation;
  - i. To train, educate and develop individuals to deal with these needs and objectives and to create and awareness of the objectives and findings of the company;
  - j. To take any gift or property whether subject to any special trust or not for any one or more of the objects of the company;

- k. To develop and provide buildings for human resources.
4. To the extent that the same are essential or ancillary to the promotion or attainment of the main object of the company as heretofore set out the company may exercise the following powers;
- a. To carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above main object;
  - b. To purchase, sell, lease or rent any land and to enter into any Contracts for the erection of buildings thereon and to build any property and 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 or 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, amalgamate 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 securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received;
  - c. To promote any company for the purpose of acquiring all or any of the property or liabilities of the company or of 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;
  - d. To accumulate capital for any of the purposes of the company, and to appropriate any of the company's assets to specific purposes, either conditionally or unconditionally. Prior permission must be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years;
  - e. To apply for and obtain any legislative, municipal or other acts or authorisations for enabling the company to carry its main objects into effect or for any extension or alteration of its powers, or for effecting any modification of the company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interest;
  - f. To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the company's main objects and to obtain from any such government, authority or

company, and charters, contracts, decrees, rights, privileges and concessions, and to carry out, exercise and comply with any such arrangement, charters, contracts, decrees, rights, privileges and concessions;

- g. To raise or borrow any money, and to secure the payment of money by the issue of or upon debenture 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 a proportion of the profits of the company by way of 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;
- h. To advance and lend money, with security, to such persons or companies and upon such terms and subject to such conditions as may seem expedient;
- i. 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 of the company;
- j. 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 an occupational pension scheme and provided that such occupational 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 occupational 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;
- k. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition;
- l. To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union, association or party and to contribute to the funds thereof, or to any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the company's 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 interests of the company or its employees, and to subscribe to any association or fund for any such purposes;

- m. To procure the company to be registered or recognised in any foreign country, colony, dependency or place;
  - n. To do all or any of the above things in any part of the world, and as principles, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone or 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 objects by any person or company;
  - o. To do all such other things as may be deemed incidental or conducive to the attainment of the above main objects.
5. The liability of the members is limited.
6. Each member of the company undertakes to contribute to the assets of the company in the event of its being wound up whilst he is a member or within one year thereafter for the payment of the debts and liabilities of the company contracted before he ceased to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of contributories between themselves, such amount as may be required not exceeding €1.00.
7. If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company but shall be given or transferred to some other charitable institution or institutions, having main objects similar to the main objects of the company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under or by virtue of Clause 9 hereof, such institution or institutions to be determined by the members of the company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.
8. No addition, alteration or amendments shall be made to or in the provision of this Memorandum of Association or in the regulations contained in the Articles of Association for the time being in force, unless same shall have been previously approved in writing by the Revenue Commissioners.
9. The income and property of the company shall be applied solely towards the promotion of its main object/s as set forth in the Memorandum of Association. No portion of the company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the company. No director appointed to any office of the company shall be paid be salary or fees, or receive any remuneration or other benefit in money or money's worth from the company. However, nothing shall prevent any payment in good faith by the company of:
- a. reasonable and proper remuneration to any member, officer or servant of the company (not being a director) for any services rendered to the company;

- b. interest at a rate not exceeding 5% per annum on money lent by directors or other members of the company to the company;
- c. reasonable and proper rent for premises demised and let by 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 attendance to any matter affecting the company;
- e. fees, remuneration or other benefit in 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.

**Companies Act 2014**  
**Company Limited By Guarantee And Not Having a Share Capital**  
**Articles of Association**  
**Of**  
**S.C.C.U.L Enterprises Company Limited by Guarantee**  
**(the "Company")**

**PRELIMINARY**

The Company is a Company Limited by Guarantee, registered under Part 18 of the Companies Act 2014

1. In these Articles:-

"the Act" means the Companies Act 2014 and every statutory modification or re-enactment thereof for the time being in force;

"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 whatsoever name called:

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

"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.

"the seal" means the Common Seal of the Company.

"the Office" means the Registered Office for the time being of the Company.

"electronic communication", "electronic signature", and "advanced electronic signature" each has the meaning as set out in the Electronic Commerce Act 2000;

"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 or by proxy at a general meeting of the Company;

"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;

Unless the contrary intention appears, words or expressions contained in these Articles shall bare the same meaning as in the Act, at the date at which these Articles become binding on the Company.

Words denoting the singular number include the plural and vice versa and words denoting a gender include each gender.

#### **MEMBERS**

2. The number of members which the Company proposes to register is 7. The Directors may from time to time register an increase in members. At all times, and in particular in the event of such an increase in Membership in the Company, the nominees from St. Columba's Credit Union on the Board of Directors cannot be less than 70% of the total Board members of the Company.
3. The subscribers to the Constitution and such other persons as the Directors shall admit to membership shall be members of the company.
4. The rights and liabilities attaching to the Members of the Company may be varied from time to time by a Special Resolution of the Company.
5. Any member/Director of the Company who shall desire to retire shall signify such desire in writing to the Secretary and thereupon his name shall be removed from the list of members and he shall be deemed to have retired.

#### **GENERAL MEETINGS**

6. All general meetings of the Company shall be held in the State.
7.
  - a. Subject to paragraph (b), 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.
  - b. 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 6, the annual general meeting shall be held at such time and at such place in the State as the Directors shall appoint.
8. All general meetings other than annual general meetings shall be called extraordinary general meetings.
9. 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. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director of any two members of the Company may convene as 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**

10. Subject to sections 181 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 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 and 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.
11. 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 notice shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

12. All business shall be deemed special that is transacted at an extraordinary general meeting, with the exception of the consideration of the 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.
13. 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 six members present in person shall be a quorum.
14. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting having been 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.
15. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, 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 Chairman of the meeting.
16. If at any time no Director is willing to act as Chairman 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 Chairman of the meeting.
17. The Chairman 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 any adjourned meeting or of the business to be transacted at an adjourned meeting.

18. At any general meeting a resolution put to vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded.
  - a. by a Chairman, or
  - b. by at least three members present in person or by proxy, or
  - c. by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of 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.

19. Except as provided in Article 21 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be resolution of the meeting at which the poll was demanded.
20. Where there is an equality of votes whether on a show of hands or on a poll, the Chairman 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.
21. A poll demanded on the election of a Chairman, 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 Chairman 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.
22. Subject to section 141 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 has 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.
23. Every member shall have one vote.
24. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
25. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.

26. 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 Chairman of the meeting whose decision shall be final and conclusive.
27. Votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a 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.
30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

S.C.C.U.L ENTERPRISES COMPANY LIMITED BY GUARANTEE

I/We \_\_\_\_\_ of \_\_\_\_\_  
in the County of \_\_\_\_\_ being a member/members of the above named  
Company here appoint \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_ as my/our proxy to vote for me/us  
on my/our behalf at the (annual or extraordinary as the case may be) general meeting of  
the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any  
adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

This form is to be used \*in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

\* Strike out whichever is not desired.

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

32. A vote in accordance with the terms of an instrument of proxy shall be notwithstanding the previous death or insanity of the principle 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 commencement of the meeting or adjourned meeting at which the proxy is used.

#### **BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS**

33. 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 represents as that body corporate could exercise if it were an individual member of the Company.

#### **ANNUAL SUBSCRIPTIONS**

34. 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 may 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 1st day of January in any year that member shall not be entitled to any rebate of his 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.

#### **RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP**

- 35.
- a. a member of any class 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 Directors either shall have rendered him 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 shall have been given notice of the intended resolution from this expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he 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 these Articles whether or not it is actually received by the member intended to be served with such notice.

#### **BORROWING POWERS**

36. 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

debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### **APPOINTMENT AND ROTATION OF DIRECTORS**

37. Any purported appointment of a Director without that Director's consent shall be void.
38. At the first annual general meeting of the Company, all the Directors shall retire from office and at the annual general meeting in every subsequent year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
39. 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.
40. A retiring Director shall be eligible for re-election.
41. 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.
42. No person other than a Director retiring at the meeting shall, unless recommended by the Directors be eligible for re-election to the office of Director at any general meeting unless, not less than three not more than 21 days before the date appointed for the meeting, there has been left at the office notice in writing, signed by a Director 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.
43. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, any may also determine in what rotation the increased or reduced number is to go out of office.
44. The Directors 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 Directors, 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 then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation as such meeting.
45. The Company may by ordinary resolution of which extended notice has been given in accordance with section 142 of the Act remove any Director before the expiration of his period in 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.

46. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 44. Without prejudice to the powers of the Directors under Article 43 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy and shall be subject to retirement at the same time as if he has become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### **POWERS AND DUTIES OF DIRECTORS**

47. The business of the Company shall be managed by the Directors, who 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 provision 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.

48. 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 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 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.

49. 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.

50. 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 all names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- c. of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.

#### **VOTING OF CONTRACTS**

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

#### **PROCEEDINGS OF DIRECTORS**

52. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided

by a majority of votes. Where there is an equality of votes, the Chairman 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 Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.

53. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be 50% of the Board plus one.
54. 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.
55. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman is elected or if at any meeting the Chairman 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 Chairman of the meeting.
56. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
57. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
58. A 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 Chairman shall have a second or casting vote.
59. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as 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 has been duly appointed and was qualified to be a Director.

#### **WRITTEN RESOLUTIONS AND TELEPHONIC MEETINGS OF DIRECTORS**

60. 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.
61. A resolution referred to in Article 60 may be signed by electronic signature, advanced electronic signature or otherwise as approved by the Directors.

62. Subject to Article 63, where one or more of the Directors (other than a majority of them) would not, by reason of:

- a. this Act or any other enactment;
- b. the Company's Constitution; or
- c. a rule of law,

be permitted to vote on a resolution such as is referred to in article 60, 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 60, 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.

63. In a case falling within regulation 62, the resolution shall state the name of each Director who did not sign it and the basis on which he did not sign it.

64. 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.

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

#### **MEETINGS OF DIRECTORS BY CONFERENCE**

66. 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

- a. 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
- b. such a meeting shall be deemed to take place
  - (i.) where the largest group of those participating in the conference is assembled:
  - (ii.) if there is no such group, where the chairperson of the meeting then is;
  - (iii.) if neither subparagraph (i) or (ii) applies, in such location as the meeting itself decides.

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



## **DISQUALIFICATION OF DIRECTORS**

68. 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. becomes prohibited from being a Director by reason of any order made under the Act; or
- d. becomes of unsound mind; or
- e. resigns his office by notice in writing to the Company; or
- f. is convicted of an indictable offence unless the Directors otherwise determine; or
- g. is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by the Act.

## **SECRETARY**

69. The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

70. 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**

71. The seal shall be used only by the authority of the Directors or of a 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**

72. The Directors shall cause adequate financial records to be kept relating to:

- a. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- b. all sales and purchases of goods by the Company; and
- c. all assets and liabilities of the Company.

Adequate financial records shall not be deemed to be kept if there are not kept such financial records necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions

73. The financial records shall be kept at the office or, subject to section 283 of the Act, as such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
74. 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 financial statements 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 the Directors or by the Company in general meeting.
75. The Directors shall from time to time in accordance with 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 to be prepared and laid before the annual general meeting of the Company.
76. 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.
77. Annual audited financial statements shall be kept and made available to the Revenue Commissioners on request.