

COMPANIES ACT 2014

CONSTITUTION

OF

CENTRAL REMEDIAL CLINIC

COMPANIES ACT 2014

MEMORANDUM OF ASSOCIATION

OF

CENTRAL REMEDIAL CLINIC

(amended by Special Resolution passed on this 30th day of September, 2016)

1. Name

The name of the Company (hereinafter called "the Association) is "**CENTRAL REMEDIAL CLINIC.**"

2. Company Type

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

3. Main Objects

- The main object for which the Association is established is to benefit the community and advance education by the provision of accommodation, care, nursing, physical therapy, attention and educational technical and vocational training for persons admitted to any premises under the control of the Association and to provide endow, furnish and fit out with all necessary furniture, instruments and other equipment and maintain and manage Clinics and reablement centres and training institutes for all disabled and handicapped persons.

4. Subsidiary Objects

As objects incidental and ancillary to the attainment of the Main Objects, the Association shall have the following subsidiary objects:

- a) To provide accommodation, care, nursing, physical therapy, attention and educational, technical and vocational training or facilities or assistance therefore for persons entitled to be admitted to any premises under the control of the Association or persons previously discharged therefrom (all of which classes of persons are hereinafter called and described as "disabled or handicapped persons") either in the homes of such persons or elsewhere as the Association may think fit.
- b) To erect, provide, equip, maintain, conduct and manage and to provide facilities and financial and other assistance for schools and workshops for the education and technical and vocational training and temporary or permanent employment for disabled or handicapped persons.
- c) To erect, provide, equip, maintain, conduct and manage and to provide facilities and financial and other assistance for buildings and other places for the physical training and recreational activities of qualified former patients.

5. Powers

The Association shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Objects 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 Objects:

- a) To employ medical, surgical, and pharmaceutical officers, 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 provisions and necessaries as may be required for the purposes aforesaid or any of them.
- b) To employ instructors and directors for and provide all necessary or desirable or useful appliances, equipment, machinery, goods, supplies, materials and things for such educational, technical and vocational training as aforesaid and for such physical training and recreational activities as aforesaid.
- c) To provide expert advice, courses of instruction, tuition, lectures, exhibitions and literature in relation to the above Main Object.
- d) To act as Trustees of any property real or personal for any of these objects or for any other purpose that may seem conducive to the Main Object of the Association.
- e) To educate and train persons in the nursing, care of and attention to the reablement and training of disabled or handicapped persons.
- f) To purchase or otherwise acquire real or personal, moveable or immovable property of any kind whatsoever and wheresoever situate.
- g) To build and maintain houses and alter and improve the same including any existing buildings and to provide the same with light, water, drainage, and all other necessaries.
- h) To make such provision for disabled or handicapped persons as is by this Memorandum provided alike for persons who are unable otherwise to obtain the same and for persons who are able and willing and required to contribute to the cost thereof.
- i) To provide premises, workshops, facilities and financial and other assistance for and otherwise to assist and facilitate in every way the sale and exchange of articles and goods produced by disabled or handicapped persons under the direction or instruction or with the assistance of the Association or its Agents or servants.
- j) As far as may be lawful, to let or grant licences for the use of any part or parts of the land or buildings and in such divisions and manner as may be expedient.
- k) To raise money for any of the above purposes by mortgaging or charging all or any such hereditaments or premises as may legally be mortgaged with capital sums or with terminable annuities for lives or years.
- l) To accept, seek, and collect grants, subscriptions and donations by any means whatsoever (whether of real or personal estate) and devises 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 Association and generally to manage, invest and expend all moneys and property belonging to the Association. 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 purpose.
- m) To promote any other Company in the Republic of Ireland or any other part of the world for the purpose of taking over all or any part of the undertaking, property, assets; debts, liabilities and engagements of the Association.
- n) To do all such other lawful things in any part of the world as are incidental or conducive to the attainment of any of the above objects and powers.
- o) To subscribe for, take, purchase or otherwise acquire and hold shares, stocks, debentures, bonds, obligations and securities issued or guaranteed by any public or private company, corporation or undertaking of whatever nature and wherever situated and to invest in or acquire by repurchase or otherwise any securities or investments of any kind.

- p) 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 by both such methods, the performance of the obligations of, and the repayment or payment of the principal amounts of and premiums, interest and dividends on any security of any person, firm or Company.
- q) To set up, invest in, subscribe for shares and/or to establish or procure the establishment of any business or enterprise, to run, operate, set up or organise any scheme or event or events or series of events including (without prejudice to the generality of the foregoing) games of chance, lotteries, sweepstakes, draws, raffles, the ultimate object of which is to raise funds to further the objects of the Association.

Provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the Association, would make it a Trade Union provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests for Ireland, the Association will not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Governors shall be chargeable for such property as comes to their hands and shall be answerable 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 such Governors would have been if no Incorporation had been effected and the Incorporation of the Association shall not diminish or impair any control or authority exercisable by the High Court or the Commissioners of Charitable Donations and Bequests for Ireland over such Governors but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated.

In case the Association shall take or hold any property which may be subject to any trusts, the Association shall deal with the same only in such manner as is allowed by law, regard being had to such trusts.

6. Income and Property

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.

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).

7. Additions, Alterations and Amendments

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. Limited Liability

The liability of the members is limited.

9. Undertaking to Contribute

Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he 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 amongst themselves such amount as may be required, not exceeding one euro.

10. Winding Up

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its 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 company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred 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 - hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. 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.

11. Accounts

True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipts and expenditure took place and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same, that may be imposed in accordance with the regulations of the Association for the time being, shall be open to inspection of the Members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF CENTRAL REMEDIAL CLINIC

(amended by Special Resolution passed on 30th day of September 2016)

PRELIMINARY

1. Definitions

In these Articles:

“**Act**” means The Companies Act 2014;

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

“**Directors**” means the Directors for the time being of the Company (formerly called “Governors”) or the Directors present at a meeting of the Board and includes any person occupying the position of Director by whatever name called;

“**Member**” means a member of the Company and includes the Additional Members;

“**Memorandum**” means the Memorandum of Association, as originally framed, or as from time to time altered in accordance with the provisions hereof;

“**Office**” means the registered office of the Company;

“**Secretary**” means any person appointed to perform the duties of the Secretary of the Company, and shall include any temporary, assistant or acting secretary;

“**State**” means the Republic of Ireland;

“**Seal**” means the Common Seal of the Company;

“**year**” means a calendar year.

2. Interpretation

- (a) Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender shall include the feminine gender. Words importing persons shall include corporations.
- (b) 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.
- (c) Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Acts, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

3. Number of Members

The minimum number of members shall be three and the maximum shall be fifteen , but the Directors may from time to time register an increase of members.

4. Appointment and Replacement of Members and Cessation of Membership

(a) The subscribers to the Memorandum and such other persons as the Directors shall admit to membership shall be members of the Company.

(b) Membership of the Company shall cease:

- i. on the member's death;
- ii. if the member resigns by notice in writing to the Secretary of the Company at the Company's registered office;
- iii. if the Directors of the Company resolve that the person or body has ceased to be a member on the grounds that;
 - (A) the conduct or actions of the person or body has brought the good name of the Company into disrepute;
 - (B) the person or body has failed to adopt or promote the principles and policies of the Company;
 - (C) the person or body has ceased to be an active participant in the activities of the Company;
 - (D) or on such other grounds as in the opinion of the Directors justifies cessation of membership and notice in writing of such decision is given to that person or body by prepaid post to the address given in the register of members.

5. Members' Rights and Obligations

- (a) Members shall be entitled to a current membership certificate and shall be entitled to full voting rights.
- (b) Every Member shall use their best endeavours to promote the objects and interests of the Company and shall observe all of the Company's regulations affecting them contained in or effective pursuant to these Articles.
- (c) The rights of every Member shall be personal to themselves and shall not be transferable, transmissible or chargeable by their own act, by operation of law or otherwise.
- (d) A register shall be kept by the Company containing the names and addresses of all the Members, together with such particulars as may be required by the Acts.

GENERAL MEETINGS

6. General Meetings

- (a) An annual general meeting shall be held once in every year, at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the Board
- (b) All general meetings of the Company shall be held in the State.
- (c) All general meetings other than annual general meetings shall be called extraordinary general meetings.

7. Notice of General Meetings

- (a) Subject to 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.
- (b) 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.
- (c) 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.
- (d) 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 the Act.
- (e) If at any time there are not within the State sufficient Directors capable of acting to form a quorum any two Directors 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.
- (f) Notice of every general meeting of the Company shall be given in the manner hereinafter mentioned to such persons as are under these Articles entitled to receive notices from the Company.

PROCEEDINGS AT GENERAL MEETINGS

8. Proceedings at General Meetings

- (a) The following business shall be deemed ordinary business at the annual general meeting:
 - (i) the consideration of the accounts and balance sheets;
 - (ii) the consideration of the:
 - (A) report of the auditors; and
 - (B) report of the Directors;

- (iii) the appointment of the auditors; and
 - (iv) the fixing of the remuneration of the auditors.
- (b) Any business at an annual general meeting other than that specified in sub- clause (a) of this Article 8 and all business at an extraordinary general meeting shall be deemed special business.

9. Quorum for General Meetings

- (a) Save as herein otherwise provided, three Members present in person shall be a quorum.
- (b) 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.
- (c) 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 such other day and at such other time and place as the Members 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.

10. Chairperson of General Meetings

- (a) The Chairperson of the Board, if present, or, if he or she is absent, the Vice-Chairperson, if present, shall preside as Chairperson ex officio at every General Meeting.
- (b) If the Chairperson of the Board or, in her or his absence, the Vice-Chairperson of the Board is not present at any Meeting the members present shall choose one of their number to be Chairperson for that meeting.

11. Adjournment of General Meetings

- (a) 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.
- (b) 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.
- (c) When a meeting is adjourned for 29 days or less, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

12. Voting at General Meetings

- (a) At any general meeting of the Members a resolution put to the 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:
 - i. by the chairperson, or
 - ii. by at least three Members present in person or by proxy.
- (b) Every member present in person or by proxy shall have one vote.

- (c) No objection shall be raised as 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.
- (d) Unless a poll is so demanded (and the demand not be withdrawn), a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, 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.
- (e) If any vote shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at an adjournment thereof, and not in that case unless it shall in the opinion of the chairperson be of sufficient magnitude to vitiate the resolution.
- (f) Except as provided in sub-clause (h) of Article 12, if a poll is duly demanded (and the demand is not withdrawn) 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.
- (g) Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a second or casting vote.
- (h) A poll demanded on the election of the position of chairperson of the meeting pursuant to Article 10, 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.
- (i) Subject to 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. A resolution in writing made pursuant to this Article may consist of one document or two or more documents to the same effect each signed by one or more Members.

13. Voting by Proxy

- (a) Votes may be given either personally, or by proxy.
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointer or of their 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.
- (c) 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 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, before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- (d) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

	<i>Central Remedial Clinic</i>	
<i>I/ We,</i>	<i>of</i>	
<i>in the County of</i>		<i>being a member/members of the above</i>
<i>named Company, hereby appoint</i>		
<i>of</i>		
<i>or failing them</i>		
<i>of</i>		
<i>as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the day of and at any adjournment thereof.</i>		
<i>Signed this</i>	<i>day of</i>	<i>20</i>
<i>This form is to be used *in favour of /against the resolution. Unless otherwise instructed, the proxy will vote as they think fit.</i>		
<i>*Strike out whichever is not desired.</i>		

- (e) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (f) 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 use

BOARD OF DIRECTORS

14. Directors' Powers of Management

- (a) The affairs of the Company shall be managed by the Directors who exercise all such powers of the Company as are not by the Act or these Articles required to be exercised by the Company in General Meeting, subject to:
 - (i) the provisions of the Acts;
 - (ii) these Articles; and
 - (iii) directions, consistent 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.

15. Appointment of Directors

- (a) The Board shall be comprised of no less than seven and no more than fifteen Directors, all of who are not related and who are independent of each other.
- (b) The Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board, either to fill a casual vacancy or as an addition to the existing members of the Board, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

- (c) Without prejudice to the powers of the Directors under sub-clause (b) of this Article 15, the Members may by ordinary resolution appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing members of the Board, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.
- (d) The Members may by ordinary resolution appoint another person in place of a Director removed from office under sub-clause (a) of Article 17.
- (e) The term of office of each Director shall normally be for a period of three years. Each Director shall be eligible for re-appointment by the Board for two further consecutive terms of office not to exceed 3 years each provided that no Director shall hold office for a period in excess of 9 consecutive years.
- (f) In the event that as a result of Article 15 (e), a majority of Directors would be required to retire within the same 12 month period, the Board shall determine (unless they otherwise agree among themselves) which Directors shall retire and which Directors are to be reappointed and the term of their reappointment so that in any given 12 month period no more than 3 Directors shall retire.
- (g) A person appointed as a Director in accordance with sub-clause (c) of Article 15 shall be subject to retirement at the same time as if they had become a Director on the day on which the Director in whose place they are appointed was last elected a Director.

16. Rotation of Directors

The Directors shall not retire by rotation.

17. Removal and Disqualification of Directors

- (a) The Company may by ordinary resolution of which extended notice has been given in accordance with the Act remove any Director before the expiration of their 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 them and the company.
- (b) The office of Director shall be vacated if the Director:
 - (i) save as permitted by the Revenue Commissioners, holds any office or place of profit under the Company;
 - (ii) is adjudged bankrupt in the State or elsewhere or makes any arrangement or composition with their creditors generally;
 - (iii) becomes prohibited from being a Director by reason of any order made under the Acts;
 - (iv) becomes of unsound mind;
 - (v) resigns their office by notice in writing to the Company;
 - (vi) is convicted of an indictable offence unless the Board otherwise determines;
 - (vii) is absent for three or more consecutive meetings of the Board unless the Board otherwise determines;
 - (viii) is directly or indirectly interested in any contract with the Company and fails to declare the nature of their interest in manner required by the Act; or

- (ix) is requested in writing by all their co-Directors to resign.

18. Chairperson of the Board

The Directors may elect a Chairperson of their meetings and determine the period for which he or she is to hold office. The Directors may elect a Vice-Chairperson to chair meetings in the absence of the Chairperson and such Vice-Chairperson shall hold office for the same period for which the Chairperson is to hold office. In the absence of the Chairperson of the Board, the Vice-Chairperson of the Board shall preside as chairperson of the meeting. If within one hour for the time appointed for a meeting of the Board the Chairperson or Vice-Chairperson are not present, the meeting shall stand adjourned for 1 week at the same time and place or to such other day and at such other time and place as the Directors present may determine.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

19. Borrowing Powers

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.

20. Specific Duties of the Board

- (a) 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.
- (b) The Directors shall cause minutes to be made in books provided for the purpose:
 - (i) of all appointments of officers made by the Directors;
 - (ii) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (iii) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors.
 - (iv) Any such minute as aforesaid, if purporting to be signed by the Chairperson of the meeting at which the proceedings were held, or by the Chairperson of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes without any further proof.

PROCEEDINGS OF THE BOARD OF DIRECTORS

21. Regulation of Meetings of the Board of Directors

- (a) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board shall hold a minimum of six meetings every year.
- (c) A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

- (d) A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Any such resolution in writing may consist of several documents in like form, each signed by one or more of the Directors and shall be deemed to be passed upon receipt at the registered office of all such several documents, by facsimile transmission or otherwise.
- (e) Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all of the persons participating in the meeting can hear each other and any Director or member of a committee participating at such a meeting will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.
- (f) The continuing Directors or a sole Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed for the quorum, they may act only for the purposes of filling vacancies or calling a general meeting.
- (g) All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

22. Voting at Meetings of the Board

- (a) Questions arising at any meeting shall be decided by a majority of votes.
- (b) Where there is an equality of votes, the chairperson shall have a second or casting vote
- (c) A member of the Board may not vote in respect of any matter in which he has an interest or any matter arising therefrom and must excuse himself from the meeting of the Board at which the matter is discussed, deliberated and voted upon.

23. Quorum for Meetings of the Board

The quorum necessary for the transaction of the business of the Directors shall be fixed by the Directors provided always that the quorum fixed by the Board shall not be less than 50% of the Board plus one.

COMMITTEES

24. Establishment and Regulation of Committees

- (a) The Directors may establish such committees as they think fit for such purposes, with such functions and comprising such persons as the Directors shall determine.
- (b) Any committee formed by the Directors shall, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Directors.
- (c) All committees established by the Directors shall be responsible to and report to the Directors.

25. Proceedings of Committees

- (a) A committee may elect a chairperson of its meetings from among their number.
- (b) A committee may meet and adjourn as it thinks proper.
- (c) Questions arising at any meeting of a committee of Directors shall be determined by a majority of votes of the members present, and where there is an equality of votes, the chairperson shall have a second or casting vote.

SECRETARY

26. Company Secretary

- (a) 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.
- (b) The Directors may appoint an assistant or deputy secretary and any provision in these Articles requiring or authorising a thing to be done by or to the Secretary shall be satisfied by it being done by or to the assistant or deputy secretary.
- (c) A provision of the Acts 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

27. Use of the Seal

- (a) The Seal shall be used only by the authority of the Board or of a committee of Board authorised by the Board in that behalf.
- (b) 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 that purpose.
- (c) In favour of any purchaser or person bona fide dealing with the Company such signature shall be conclusive evidence of the fact that the Common Seal has been properly affixed.

ACCOUNTS

28. Preparation and Keeping of Accounts

- (a) The Board shall cause proper books of account to be kept relating to:-
 - (i) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (ii) the assets and liabilities of the Company; and
 - (iii) all sales and purchases of goods by the Company.
- (b) 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.

- (c) The books of account shall be kept at the Office or, subject to the Act at such other place as the Board thinks fit, and shall at all reasonable times be open to the inspection of the Directors and the Members.

29. Laying of Accounts Before Annual General Meeting

- (a) The Board 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 by those Sections to be prepared and laid before the annual general meeting of the Company.
- (b) 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's report and auditors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to the auditors and to every Member of the Company.

AUDIT

30. Audit

Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts dealing with such matters.

NOTICES

31. Notices

- (a) A notice may be given by the Company to any member either personally or by sending it by post to them at their 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 at the expiration of 24 hours after the letter containing the same is posted.
- (b) Notice of every general meeting shall be given in any manner hereinbefore authorised to every Member and the auditors for the time being of the Company. No other person shall be entitled to notices of General Meetings.

WINDING-UP

32. Winding Up

If the Company shall be wound up the provisions contained in Clause 10 of the Memorandum of Association shall be performed and have effect in all respects as if the same were repeated in these Articles.

INDEMNITY

33. Indemnity

The company shall indemnify every current or former officer of it, including a statutory auditor, against any liability incurred by him or her in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted, or in connection with any proceedings or application referred to in, or under the Act in which relief is granted to him or her by the high court.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

William Martin Murphy	35 Palmerston Road, Dubin. Trade Adviser to CCoras Tractala Teo
Valerie H. Goulding	Dargle Cottage, Enniskerry, Co. Wicklow, Housewife
Geraldine C. Callaghan	"Maryland", Shankill, Co. Dublin. Housewife
Edward A. McGuire	Newtown Park, Blackrock, Co. Dublin, Senator
Richard F. Browne	13 Palmerston Park, Dublin, Chairman of E.S.B.
Nora Fitzgerald	'Danesfield', Ailesbury Road, Dublin, Company Director
Eva Murphy	Dartry House, Dartry Road. Dublin, Spinster

Dated the. 25th day of July 1953

Witness to the above Signatures

Sheila F. Cannon, The Lodge, Clonsilla, Co. Dublin.