

Companies Act 2014

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CONSTITUTION OF

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THE CLARE COUNTY CHILDCARE COMMITTEE COMPANY LIMITED BY GUARANTEE

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Memorandum of Association

- 1) The name of the Company is "THE CLARE COUNTY CHILDCARE COMMITTEE COMPANY LIMITED BY GUARANTEE" (hereinafter and in the Articles of Association referred to as "the Company")
- 2) The Company is a company limited by guarantee, incorporated in Ireland, No. 349550 in the Register of Companies under Part 18 of the Companies Act 2014.
- 3) In this Memorandum and in the Articles of Association the expressions:
  - I. "POBAL" shall mean the not-for-profit company, formally known as Area Development Management Ltd., that manages programmes on behalf of the Irish Government and the EU;
  - II. "the Area" shall mean the area for which the Company is to have responsibility and whose boundaries are the boundaries of the county of Clare or other boundaries as laid down by POBAL from time to time, subject to the agreement of the Minister or Minister of State as has been nominated for this purpose by the Taoiseach;
  - III. "the Department" shall mean the relevant government department with responsibility for childcare.
- 4) The main object for which this company is established is to support the development of quality, affordable, accessible and inclusive childcare and family friendly services for all children in the County of Clare.

- 5) As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:
- a) To implement the childcare funding programmes locally on behalf of the Government;
  - b) To develop and implement locally based needs led strategies in line with governmental policies;
  - c) To consolidate investment in the sector in order to support the continuing development of a stable, integrated and sustainable childcare infrastructure for all children and families in County Clare;
  - d) To continue to develop and deliver supports and continuous professional development in conjunction with key partners that meets the needs of the emerging childcare sector;
  - e) To deliver local Practice Framework Quality Supports in County Clare;
  - f) To deliver local governance and operational quality supports in County Clare;
  - g) To deliver local parent supports in County Clare;
  - h) To deliver and implement a Quality Support Plan in County Clare;
  - i) To establish, develop and maintain effective links with appropriate County Clare/regional structures that facilitates the sustained development of services for children in County Clare;
  - j) To co-ordinate and collate local information on the childcare sector for County Clare.
- 6) The Company shall, in addition to the powers conferred upon it by law, have the following powers, which shall be exercised by it exclusively for the attainment of its 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 Object:
- i. To raise monies by all lawful means in order to promote the main objects of the Company and to apply for such purpose the capital as well as the income of any fund or property held by the Company.
  - ii. To enter into such arrangements with state, governmental or other public or publicly-funded authorities or agencies as shall assist or seem conducive to the attainment of the objects of the Company and to carry out, exercise and comply with any such arrangements.
  - iii. To purchase, take on lease or in exchange, rent, hire or otherwise acquire any premises, buildings, lands, chattels, or other property, real or personal, and to develop, sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property, assets or rights of the Company.
  - iv. To invest and deal with monies and other property of the Company not immediately required in such manner as shall be considered fit, and to from time to time to sell or vary such investments. 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.

- v. To develop, acquire and to protect any intellectual property rights and rights in the nature of the same, confidential information, know-how and trade secrets which shall confer any proprietary, exclusive or non-exclusive right upon the Company and to use, exercise, enforce, develop, sell or grant licences in respect of, or otherwise turn to account the same.
- vi. To borrow and raise money for the purposes of the Company and to guarantee or secure the repayment of any money borrowed, raised or owing, including by mortgage, charge or lien upon the property or assets of the Company, present or future.
- vii. To purchase or acquire and undertake all or any part of the property assets liabilities and engagements of any one or more companies, institutions, associations or undertakings carrying on business which the Company is authorised to conduct, or possessed of property suitable for the purposes of the Company.
- viii. To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities in any company having all or any of the objects of the Company or carrying on any business capable of being carried on so as, directly or indirectly, to benefit the Company.
- ix. To join, amalgamate, merge, become associated with, or to enter into a partnership, joint venture or reciprocal concession with any charitable organisation, authority, body or person calculated to be of benefit to the Company.
- x. To promote, form, establish, acquire or incorporate any association, institution company or body for a purpose compatible with the main objects of the Company.
- xi. To draw, accept, make, endorse, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
- xii. To establish, undertake and execute any trusts which may seem directly or indirectly conducive to the main objects of the Company.
- xiii. 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 and 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.
- xiv. To subscribe to any charity and to grant donations for any public or charitable cause, and to establish, support or aid in the establishment or support of any charitable or other non-profit institution, trust or fund.
- xv. To carry on any trade or business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company

- xvi. To do all such other lawful things (whether or not for gain) as are requisite, advantageous, incidental or conducive to, or which facilitate the attainment of the main objects of the Company, or any of them, or calculated directly or indirectly to enhance the value or render useful or profitable any of the Company's property, rights or interests.
- xvii. To do all of the above things in any part of the world as principal, agent, or in any other capacity.
- xviii. To procure the Company to be registered or recognised in any foreign country.

## 7) 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 charity trustee 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 charity trustee) 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 charity trustees 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 charity trustee) to the company;
- d) reasonable and proper out-of-pocket expenses incurred by any charity trustee 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 charity trustee may be a member holding not more than one hundredth part of the issued capital of such Company;
- f) 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).

## 8) The liability of the members is limited

9) Winding-up

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 7 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) 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.
- 11) The Company may alter or add to this Memorandum and its Articles of Association only by a resolution of members passed by not less than 75 per cent of such members as, being entitled to do, vote in person, or where proxies are allowed in the Articles of the Company, by proxy at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution as a Resolution requiring a Special Majority, has been duly given. Such a resolution shall be known as a Resolution requiring a Special Majority. Notwithstanding the foregoing, 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 appointed 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 described as a Resolution requiring a Special Majority, shall be deemed to be a resolution within the meaning of this clause.

12) Additions, alterations or amendments

The organisation must ensure that the Charities Regulator has a copy of its most recent governing instrument. If it is proposed to make an amendment to the Governing Instrument of the organisation 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.

13) Annual Audited accounts shall be kept and made available to the Revenue Commissioners on request.

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## ARTICLES OF ASSOCIATION

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### OPTIONAL PROVISIONS OF THE ACT

1. To the extent that they are omitted from or modified by these articles, the optional provisions of the Act as defined in section 1177(2) thereof are hereby excluded or modified, as the case may be.

2. In these Articles, the following terms shall have the following meanings:

"the Area" shall have the same meaning as in the Memorandum of Association;

"the Act" means the Companies Act 2014 and any amendment(s) thereof;

"the Board" means the directors of the Company;

"member" means a member of the Company, admitted in accordance with the regulations described later in the Articles;

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to every mode of representing words in visible form.

Words importing the singular number shall include the plural number and vice versa, and words importing the masculine gender only shall include the feminine and neutral gender and reference to persons shall include bodies corporate and unincorporated associations.

Unless a contrary intention appears words or expressions contained in these Articles shall bear the same meaning as in the Act.

Where a reference is made to a particular section or sections of any Act the reference shall be to such section or sections a same may be from time to time amended or replaced.

## **MEMBERS**

3. The number of members (hereinafter referred to as either “the members” or “the Directors” where appropriate) with which the Company proposes to be registered is 20. The directors may from time to time register and increase of members.
4. The members of the Company shall be the subscribers and such other persons as the Board shall admit to membership and who are entered as such in the register of members.
5. The board shall keep a register of Members in which will be entered their names and addresses
6. Every person appointed as a director of the Company shall become a member of the Company. He or she shall, upon appointment as a director, be admitted to membership by the Board and entered in the register of members.

## **TERMINATION OF MEMBERSHIP**

7. A member may resign his or her membership by serving notice to that effect upon the directors at the Registered Office, such notice to expire no earlier than the date of service of the notice.
8. The directors may require a member to resign his or her membership by serving notice upon the member terminating his or her membership, such notice to expire no earlier than the date of service of the notice.
9. Membership will terminate automatically on the failure of a member to attend three consecutive general meetings of the company, unless the directors decide to the contrary.
10. The death or bankruptcy of a member shall terminate his or her membership.
11. Every member shall be bound to use all reasonable endeavors to further the main objects and interests of the Company.

## **OBLIGATIONS OF MEMBERS**

12. Every member shall, as a continuing condition of membership, be bound by the provisions of the Constitution of the Company and any amendment thereof and shall observe all (if any) any rules or bye-laws made from time to time by the Company in general meeting or by the Board.



## GENERAL MEETINGS OF MEMBERS

13. 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 notice 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. 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.
14. The business of the annual general meeting shall include:
- a) consideration of the Company's statutory financial statements and the report of the directors, together with the report of the statutory auditors on those statements and that report;
  - b) the review by the members of the Company's affairs;
  - c) the authorisation of the directors to approve the remuneration of the statutory auditors;
  - d) the election and re-election of directors;
  - e) the appointment or re-appointment of statutory auditors;
  - f) the remuneration of the directors
15. All general meetings of the Company, other than annual general meetings, shall be known as "extraordinary general meetings".
16. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened as provided by Section 1203 of the Act. If at any time there are not sufficient directors in Ireland capable of acting to form a quorum, any director or any member 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 Board.
17. General meetings of the Company shall be held in the State at such time and at such place as the Board shall appoint.
18. A meeting, other than an adjourned meeting shall be called, in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice. 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, the general nature of the business to be transacted at the meeting, and in the case of a proposed special resolution, the text or substance of that proposed special resolution. The notice shall be given in the manner specified in these articles to such persons as are under these articles entitled to receive such notices from the Company.

19. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at regulation 18, shall be deemed to have been duly called if it is so agreed by all of the members entitled to attend and vote at the meeting, and the statutory auditors of the Company.
20. 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. One third of members, plus one, will constitute a Quorum.
21. 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 Board 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.
22. The Chairman of the Board shall preside as chairman at every general meeting of the Company. If he or 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 chairman of the meeting.
23. 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.
24. 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 adjournment or of the business to be transacted at any adjourned meeting.

#### **VOTES OF MEMBERS**

25. Decisions at general meetings shall, where possible, be reached by consensus. When, in the judgment of the chairman of the meeting this is not possible, a vote shall be taken.
26. Votes shall be given in person. Every member shall have one vote.
27. A vote shall take place on a show of hands unless a poll is demanded (whether before or on the declaration of the result of the show of hands) by the chairman, by three or more members present, or by members present representing not less than 10% of the voting rights of members entitled to vote at the meeting. Unless a poll is demanded, a declaration by the chairman that a resolution has on a show of hands been carried, or lost, an entry to that effect in the minutes of the meeting 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. A demand for a poll may be withdrawn by the person(s) who made it.

28. If a poll is demanded it shall be taken in such manner as the chairman directs. A poll on the election of a chairman or on an adjournment shall be taken forthwith.
29. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
30. No member shall be entitled to vote at a meeting of members of the Company if there are monies due and outstanding by such member to the Company.
31. No objection shall be raised to the qualification to vote 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.

## RESOLUTIONS

32. Notwithstanding regulation 18, a special resolution may be proposed and passed as a special resolution at a meeting of which less than 21days' notice has been given, if the conditions specified in section 191 of the Act are satisfied.
33. The terms of any resolution (whether special or otherwise) before a general meeting may be amended by ordinary resolution at the meeting, provided that the resolution as amended will still be such that adequate notice of the same can be deemed to have been duly given.
34. Subject to compliance with the conditions in section 193 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 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.
35. When a resolution is passed at an adjourned general meeting, it will be treated as having been passed on the date of that meeting and not on any earlier date.

## THE BOARD OF DIRECTORS

36. The Company shall have a minimum of three and a maximum of eleven directors. Within this range, the Board may from time to time by ordinary resolution increase or reduce the number of directors.
37. Subject to regulation 38, directors shall hold office for a term of three years and shall then retire but shall be eligible for election or re-election for a further term or terms of office which, when aggregated with the term already served, shall generally not exceed nine years.
38. In the event that the Company shall appoint a Managing Director pursuant to regulation 49, the term of office of such person shall be co-terminus with his or her term of engagement.
39. Vacancies for the position of director shall be filled by election at the annual general meeting of the Company.
40. The Board shall have the power at any time and from time to time, to co-opt a person to be a director to fill a casual vacancy in the number of elected directors. Any director so appointed shall hold office only until the next annual general meeting and shall be eligible for election thereat.
41. At a general meeting of the Company, a motion for the appointment of two or more persons as directors of the Company by a single resolution shall not be made, unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.

## POWERS AND DUTIES OF THE BOARD

42. The business of the Company shall be managed by the Board, which may 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, by special resolution, be given by the Company in general meeting but no direction given by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.
43. The Board may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such 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 Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Board shall from time to time by resolution determine.

45. The Board shall cause minutes to be made in books provided for the purpose:

- a) of all appointments of officers made by the Board, of the names of the directors present at each meeting of the Board, and of any committee of the Board;
- b) of all resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.

Such minutes shall be entered in the foregoing books as soon as may be after the proceedings and shall be signed by the chairman of the meeting at which the proceedings took place, or the chairman of the next succeeding meeting.

46. 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.

47. The Board on behalf of the Company may appoint employees, the appointment of whom is to be made in such manner and at such salary and under such conditions and terms of employment as the Board may prescribe within the limits set down by POBAL and the Office of the Minister for Children, or other Government Department which is accountable to Dail Eireann for moneys expended by the Company.

#### **DELEGATION OF POWERS**

48. The Board may delegate any of its powers to such person or persons as it shall think fit, including committees. The composition of committees shall be determined by the Board and may include members who are not directors. A committee member who is not a director shall, as a condition of membership of the committee, agree to be bound by the provisions of this Constitution. Committees shall, in the exercise of their powers, conform to any regulations that may be imposed on them by the Board.

49. The Board may from time to time appoint a person, who may or may not be an existing director, to act as Managing Director of the Company for such period and on such terms as to remuneration or otherwise as the Board thinks fit and, subject to the terms of any agreement entered into with such person, may revoke such appointment.

50. The Board may confer upon a Managing Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as the Board shall think fit.

#### **PROCEEDINGS OF DIRECTORS AND COMMITTEES**

51. The members of the Board shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

52. The Board shall elect one of the directors to act as Chairman of the Board, whose term of office shall be one year, calculated from one annual general meeting to the next. The Managing Director shall not be eligible for such appointment.

53. Decisions at Board meetings shall, where possible, be reached by consensus. When, in the judgment of the chairman of the meeting this is not possible, a vote shall be taken.

54. Matters referred to a vote shall be decided by simple majority. When there is an equality of votes, the chairman shall have a second or casting vote.

55. The quorum necessary for the transaction of the business of the Board may be fixed by the Board from time to time and unless so fixed shall be two.

56. The Chairman of the Board may, and the Secretary on the requisition of any two directors shall, at any time summon a meeting of the Board.

57. If at any meeting the Chairman of the Board is not present within 15 minutes after the time appointed for holding the meeting, the directors present shall choose one of their number to be chairman of the meeting.

58. The Board may act notwithstanding any vacancy in its number but, if and so long as its number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of directors, the continuing director or directors may act for the purpose of increasing the number of directors to that number of or summoning a general meeting of the Company, but for no other purpose.

59. A committee established pursuant to regulation 48 may elect a chairman of its meetings; if no such person is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding it, the members of the committee may choose one of their number to be chairman of the meeting.

60. Subject to these regulations and to any directions given by the Board, a committee may meet, adjourn and regulate its meetings as it thinks proper; the quorum necessary for the transaction of its business may be fixed by the committee from time to time and unless so fixed shall be two.

61. Questions arising at any committee meeting shall, where possible, be reached by consensus. When, in the judgment of the chairman of the meeting this is not possible, matters shall be determined by a majority of votes of members of the committee present, and where there is an equality of votes, the chairman shall have a second or casting vote.
62. All acts done by the Board or by a committee established by the Board or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
63. A resolution in writing, signed by all the directors or members of a committee, as the case may be, for the time being entitled to receive notice of a meeting shall be as valid as if it had been passed at a meeting duly convened and held.
64. Meetings of the Board and of committees established by the Board may be convened by electronic communication and may be held by telephone conference or internet or other electronic facility, provided each director or committee member can speak to and be heard by all of the others. Such a meeting shall be deemed to take place where the chairman of the meeting then is. Decisions made at such meetings shall be authenticated in writing by the chairman of the meeting within seven days thereof and circulated to every director or committee member, as the case may be.

#### **CONFLICT OF INTEREST**

65. A director or committee member who is in any way interested, directly or indirectly, in any contract or other arrangement that the Company proposes to enter into, shall declare the nature of his or her interest at the meeting of the Board or committee at which the question of entering into the contract or arrangement is first raised, or at the next meeting after he or she became so interested.
66. Neither a director nor a committee member shall vote in respect of any contract, appointment or arrangement in which he or she is interested. He or she shall not be counted in the quorum present at the meeting.

#### **DISQUALIFICATION OF DIRECTORS**

67. The office of director shall be vacated, and the director shall be deemed to have resigned, if the director:

- a) is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction;
- b) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 Part 14 of the Act;
- c) becomes, in the opinion of a majority of his or her fellow directors, unable to act effectively because of illness or other material inhibition;
- d) resigns his or her office by notice in writing to the Company or by notice verbally delivered, recorded in a Board minute;
- e) is convicted of an indictable offence, unless the Board shall otherwise determine;
- f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in manner required by Section 231 of the Act;
- g) is absent from four consecutive meetings of the Board, unless the Board shall resolve to excuse such absence;

68. The Company may by ordinary resolution in general meeting, of which extended notice has been given in accordance with section 146 of the Act, remove any director before the expiration of his or 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 with the Company.

#### **THE SECRETARY**

69. The Secretary shall be appointed by the Board for such term and upon such conditions as it considers fit and any secretary so appointed by the Board may be removed by it.

#### **SEAL**

70. The Company shall have a common seal that states the Company's name in legible characters.

71. The seal shall be used only on the authority of the Board, 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 Board for the purpose.

#### **ACCOUNTS**

72. The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.

73. The accounting records shall be kept on a continuous basis and shall be sufficient to explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.



74. The accounting records shall include:
- i. entries from day to day of all monies received and expended by the Company;
  - ii. a record of the assets and liabilities of the Company;
  - iii. a record of all transactions whereby goods are purchased and sold;
  - iv. a record of all transactions whereby services are provided or purchased by the Company.
75. The Company's financial records shall be kept at the Registered Office or at such other place as the Board shall direct.
76. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company or any of them shall be open to inspection of its members, not being directors of the Company.
77. The Board shall from time to time in accordance with the provisions of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such financial statements and reports of the directors and statutory auditors as are required by those provisions to be laid before the annual general meeting.

#### **AUDIT**

78. Statutory auditors shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act.
79. The Board shall arrange for the statutory financial statements of the Company for each financial year to be audited by the statutory auditors.

#### **NOTICES**

80. A notice convening a general meeting shall be delivered by the Company to every person entitled to attend the same by hand/courier, by sending it by post to him to his registered address, or, in the event that the intended recipient has authorised it in writing, by fax or e-mail to the fax number or e-mail address provided by the intended recipient.
81. A notice of any other description, including a notice convening a Board meeting may be delivered by hand/courier, by ordinary pre-paid post by fax or by e-mail.
82. 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 received at the expiration of 24 hours after the letter containing the same is posted. Where a notice is served by fax or e-mail, the service shall be deemed to have been effected at the expiration of

24 hours after the fax or e-mail has been sent, unless there is a notified failure or error in delivery in that period.

83. The accidental omission to give notice of any meeting convened pursuant to these articles, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

84. Notice of every general meeting shall be given in the manner hereinbefore authorised to: every member, every director and the statutory auditor for the time being of the Company.

## INDEMNITY AND INSURANCE

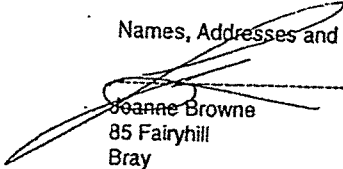
85. Subject to the provisions of Section 235 of the Act, the Company indemnifies each officer of the Company against any liability by him or her:

- i. 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
- ii. in connection with any proceedings or application in respect of negligence, default, breach of duty or breach of trust against the officer, in which relief is granted to him or her by the court.

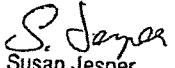
86. Notwithstanding the provisions of regulation 86, the Company may, as the Board may determine from time to time, purchase and maintain insurance for its officers in respect of the liabilities referred to at regulation 86 (ii), on such terms as the Board shall decide.



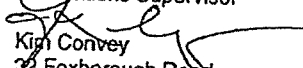
Names, Addresses and Description of the Subscribers

  
Joanne Browne  
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Co Wicklow

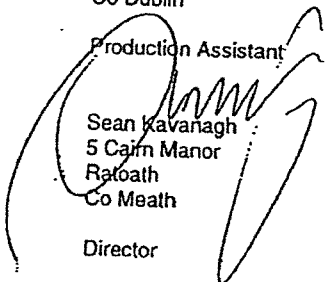
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Bray  
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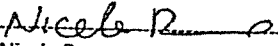
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Formations Sales  
Executive

  
Deirdre Ward  
20 Sydney Avenue  
Blackrock  
Co Dublin

Formations Sales  
Supervisor

Dated this 11th day of September 2001

Witness to the above signatures: 

Ruth Dargan  
22 Northumberland Road  
Ballsbridge  
Dublin 4