COMPANIES ACT 2014

CONSTITUTION
OF
RUSH MULTIPURPOSE YOUTH FACILITY
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

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MEMORANDUM OF ASSOCIATION

1. The Company

The name of the Company is Rush Multipurpose Youth Facility Company Limited by Guarantee. The Company is a company limited by guarantee, registered under part 18 of the Companies Act 2014.

2. Main Object

The main object for which the body was established is the advancement of community welfare and community development in Rush Co Dublin and its environs, for the public benefit and through the provision and management of a youth facility (known as Martin's) and the provision of appropriate youth and community oriented programmes.

3. Powers

To the extent that the same are essential or ancillary to the promotion 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 objects, or calculated, directly or indirectly, to enhance the value of, or render more profitable any of the Company's property.

(b) To import, export, buy, sell, barter, exchange, pledge, make advances on, take on lease or hire or otherwise acquire, alter, treat, work, manufacture, process, dispose of, let on lease, hire or hire purchase, or otherwise trade or deal in and turn to account as may seem desirable goods, articles, equipment, machinery, plant, merchandise and wares of any description and things capable of being used or likely to be required by persons having dealings with the Company for the time being.

(c) To carry on any other business except the issuing of policies of insurance, which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

(d) To purchase take on lease or in exchange, hire or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights what so ever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(e) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, dams, tramways, machinery, engines, walls, fences, banks, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same or join with others in so doing.

(f) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

(g) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, charge, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company for the time being of the company for such consideration as the Company may think fit.

(h) To receive and acquire money by donation, gift, subscription or otherwise and to apply or expend such funds to or upon all or any of the objects of the company, directly or indirectly. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.

(i) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, bonds, obligations and securities of all kinds (perpetual or otherwise) and either redeemable or otherwise and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake and to purchase, redeem or pay off any such securities.

(J) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(k) To apply for, promote and obtain any Act of the Oireachtas, Provisional Order or License of the Minister for Industry and Commerce or other authority for enabling the Company to carry any of its objects into effect, 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 interests.

(l) To enter into any arrangements with any government or authorities (supreme, municipal, local or otherwise) or any companies, firms or persons, that may seem conducive to the attainment of the Company's objects, or any of them, and to obtain from any such government, authority, corporation, company, firm or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters contracts, decrees, rights, privileges and concessions.

(m) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as, directly or indirectly to benefit this Company. Subject to the provisions of the Companies Act 2014, the Company may purchase or otherwise acquire on such terms and in such manner as it thinks fit any shares in the capital of the Company or its Holding Company.

(n) To act as agents or brokers, and as trustees or as nominee for any person, firm or company, and to undertake and perform subcontracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, subcontractors, trustees or nominees of others.

(o) To undertake the office of trustee, executor, administrator, committee, manager, secretary, register, attorney, delegate, substitute, or treasurer and any other offices or situations of trust or confidence, and to perform and discharge the duties and functions incident thereto, and generally to transact all kinds of trusts and agency business either gratuitously or otherwise.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.

(q) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on.

(r) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any Company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(s) To amalgamate with any other Company whose main objects are to include main objects similar to those of this company.

(t) To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any Company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with or enter into agreements for sharing profits, or for the co-operation, or for limited 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.

(u) To promote freedom of contract and to resist, insure against, counteract and discourage interference there with, to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisations 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 purpose.

(v) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the above main object.
Provided always that the provisions of this clause shall be subject to the Company obtaining where necessary, for the purpose of carrying any of its above main object into effect, such license, permit or authority as may be required by law.

4 Limited Liability

The liability of the members is limited.

5 Income and property

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

(a) Reasonable and proper remuneration to any member, officer or servant of the company (not being a Director) for any services rendered to the Company;

(b) Interest at any 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 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) 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).

6 Contribution of members on winding-up

Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member or within 1 year after he ceases being a member, for payment of the debt and liabilities of the Company 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 among themselves, such amount as may be required not exceeding €1.00.

7 Prohibition of distribution to members on 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, 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 object 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 imposed on the company under or by virtue of Clause 5 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 with the agreement of the Charities Regulatory Authority. 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.

8 Additions, alterations and amendments

No addition, alteration or amendment shall be made to or in the provisions of this constitution unless the same shall have been previously approved in writing by the Revenue Commissioners and the Charities Regulatory Authority.

9 Keeping of accounts

Annual audited accounts shall be kept and made available to the Revenue Commissioners and/or the Charities Regulatory Authority, upon request.

ARTICLES OF ASSOCIATION

1. (a) In these Articles:
"the Act" means the Companies Act 2014, and any statutory amendment(s) thereof;
"directors" means the Directors for the time being of the Company;
"the Board" means the board of directors of the Company;
"member" means a member of the Company, admitted in accordance with article 3 herein;
"the Registered Office" means the registered office for the time being of the Company;
"the Secretary" means any person(s) appointed to perform the duties of the Secretary of the Company;
"the Seal" means the common seal of the Company.

(b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to every mode 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 Act.

MEMBERS

2. The number of members with which the Company proposes to be registered is seven (7). The Directors may from time to time register an increase of members.

3. The members of the Company shall be the subscribers and such persons as the Board shall admit to membership in accordance with these Articles, and whose names are entered on the register of members of the Company.

4. The rights and liabilities attaching to any members of the Company may be varied from time to time by a Special Resolution of the Company.

GENERAL MEETINGS

5. All general meetings of the Company shall be held in the State.

6. The Company shall in each year hold a general meeting as its annual general meeting, in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. So long as the Company holds its first annual general meeting within 18 monthsof its incorporation, it need not hold it in the year of its incorporation or in the following year.

7. 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 statement 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.

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 as provided by Section 1203 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any Director or any 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 Board.

10. 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 14 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. It shall be given, in manner specified in these articles to such persons as are under the articles entitled to receive notices from the Company.

11. The notice of the general meeting shall specify:

(a) the place, the date and the time of the meeting;

(b) the general nature of the business to be transacted at the meeting;

(c) in the case of a proposed special resolution, the text or substance of the resolution.

12. The statutory auditors of the Company shall be entitled to:

(a) attend any general meeting of the Company;

(b) receive notices of, and other communications relating to any general meeting which any member of the Company is entitled to receive;

(c) be heard at any general meeting which they attend, on any part of business of the meeting which concerns them as statutory auditors.

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

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the 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.

15. 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, three (3) members present in person shall be a quorum.

16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the

adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be quorum.

17. The Chairperson, if any, of the Board of Directors shall preside as Chairperson at every general meeting of the Company, or if there is no such Chairperson, or if he 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 Chairperson of the meeting.

18. If at any meeting no Director is willing to act as Chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.

19. The Chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

VOTES OF MEMBERS

20. Every member shall have one vote.

21. Votes may be given either personally or by proxy.

22. At any general meeting 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:
(a) by the Chairperson; or

(b) by at least 3 members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

23. Unless a poll is so demanded, 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, 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.

24. If a poll is duly demanded it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.

25. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

26. No member shall be entitled to vote at any general meeting unless all monies immediately payable by him or her to the Company have been paid.

27. 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 or her 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.

28. A poll demanded on the election of a Chairperson, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

29. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

PROXIES

30. A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.

31. The instrument appointing a proxy (the "**Instrument of Proxy**") shall be in writing –

(a) under the hand of the appointer or of his or her attorney duly authorised in writing; or

(b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

32. The Instrument of 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 registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the

following time:-

(a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll, 48 hours before the time appointed for the taking of the poll.

33. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.

34. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

[Name of Company] (the "**Company**")

[Name of member] (the "**Member**") of [Address of Member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her [name and address of alternative proxy]as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:-

Voting instructions to proxy

(Choice to be marked with an "X")

Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			

Unless otherwise instructed, the proxy will vote as he or she thinks fit.

Signature of Member………………………………..

Dated [date] ………………………………….

RESOLUTIONS

35. 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.

36. Subject to 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 (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. Any such resolution can consist of several signed documents, which together form a resolution.

37. 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.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETING

38. 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 SUBSCRIPTION

39. 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 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

or her Annual Subscription paid for that year. The terms and conditions attached to the Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

MINUTES OF GENERAL MEETINGS

40. The Company shall, as soon as may be after the holding of a meeting, cause minutes of the proceedings of the meeting and terms of all resolutions to be entered in books kept for the purpose. All such books shall be kept in the same place.

41. Any minute referred to in article 40, if purporting to be signed by the Chairperson of the meeting at which the proceedings were had, or the Chairperson of the next succeeding meeting, shall be evidence of what occurred at the meeting.

TERMINATION OF MEMBERSHIP

42. A member may resign his or her membership by serving notice to that effect upon the Company at the Registered Office.

43. The Board 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.

44. The death or bankruptcy of a member shall terminate his or her membership.

THE BOARD OF DIRECTORS

45. The Company shall have a minimum of seven (7) Directors. Within the range, the Board may from time to time by ordinary resolution increase or reduce the number of Directors.

46. No person may be a Director of the Company unless he or she as attained the age of eighteen (18) years.

47. Any purported appointment of a Director without that person’s consent shall be void.

48. At a general meeting of the Company, a motion for the appointment of two or more persons as Directors 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.

49. No person shall be eligible for election as a Director at any general meeting, unless not less than three (3) nor more than twenty one (21) days before the date appointed for the meeting there shall have been left at the Registered Office:

(a) notice in writing signed by a member of the Company entitled to attend and vote at the meeting, of his or her intention to propose the person concerned for such election; and

(b) notice in writing signed by the person concerned of his or her willingness to be elected.

ROTATION OF DIRECTORS

51. 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 (3) or a multiple of three (3), then the number nearest one-third, shall retire from office.

52. 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.

53. A retiring Director shall be eligible for re-election.

REMOVAL OF DIRECTORS

54. The Company may by ordinary resolution remove a Director before the expiration of her or her period of office. Such a resolution shall not be effective unless the provisions of section 146 of the Act are observed. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him or her and the Company.

55. A vacancy created by the removal of a Director under this article may be filled at the meeting at which he or she is removed and, if not so filled, may be filled as a casual vacancy. Any person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

VACATION OF OFFICE

56. The office of Director shall be vacated if the director:

(a) is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction; or

(b) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or

(c) the director resigns his or her office by notice in writing to the Company; or

(d) the health of the Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or

(e) a declaration of restriction is made in relation to the Director and the Board,

(f) at any time during the currency of the declaration resolves that his or her office be vacated; or

(g) the Director is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence; or

(h) the Director is absent from Board meetings held during a period of more than six (6) months, without permission of the Directors; or

(i) 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 the Act.

CONFLICTS OF INTEREST

57. A Director may vote in respect of any contract in which he is interested or any matter arising thereout.

58. A Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his or her interest at the Board meeting at which the question of entering into the contract is first raised, or at the next meeting held after he or she became so interested.

59. A copy of every declaration shall, within three (3) days of making it, be entered into the register is disclosable interests maintained by the Company.

POWERS AND DUTIES OF DIRECTORS

60. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and 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 meetings, 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 Directors which would have been valid if that direction had not been given.

61. 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 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 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 or her.

62. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money 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.

63. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

PROCEEDINGS OF DIRECTORS

64. The Directors may meet together for the dispatch 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 Chairperson shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a· meeting of the 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.

65. The Quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two (2).

66. The 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 these articles 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.

67. The Directors may elect a Chairperson of their meetings and determine the period for which he or she is to hold office, but, if no such Chairperson is elected or if at any meeting the Chairperson is not present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.

68. The Directors may delegate any of their powers to committees consisting of such member or members of the Boards 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.

69. A committee may elect a Chairperson of its meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five (5) minutes after the time appointed for holding the same, the members present may choose one of their number to be

70. A committee may meet and adjourn as it thinks proper. Questions arising at a committee meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote.

71. 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 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.

72. 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.

SECRETARY

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

74. 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.

75. The Directors shall ensure that the Secretary has the skills or resources necessary to discharge the statutory and other duties associated with the position, including to maintain (or the procure the maintenance of) the Company records (other than accounting records) required to be kept in relation to the Company.

REGISTER OF DIRECTORS AND SECRETARIES

76. The Company shall keep a register of its Directors and Secretaries, and shall enter in the register the information specified in Section 149 of the Act.

SEAL

77. The Company shall have a common seal that states the Company’s name in legible

characters.

78. 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.

MINUTES OF MEETINGS

79. The Company shall cause minutes to be entered in books kept for that purpose of:

(a) all appointments of officers made by the Directors;

(b) the names of the Directors present at each meeting of its Directors and of any committee of the Directors;

(c) all resolutions and proceedings at all meetings of its Directors and of committee of Directors.

80. Such minutes shall be entered into the foregoing books as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.

81. Any such minute, if purporting to be signed by the Chairperson of the meeting at which the proceedings were had, or by the Chairperson of the next succeeding meeting, shall be evidence of the proceedings.

82. Where minutes have been made in accordance with articles 79 to 81 inclusive, then, until the contrary is proved:

(a) the meeting shall be deemed to have been duly held and convened;

(b) all proceedings had at the meeting shall be deemed to have been duly had; and

(c) all appointments of officers made by its Directors at the meeting shall be deemed to be valid.

ACCOUNTS

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

84. 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 the financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

85. The accounting records shall include:

(a) entries from day to day of all monies received and expended by the Company;
(b) a record of the assets and liabilities of the Company;
(c) a record of all transactions whereby goods are purchased and sold;
(d) a record of all transactions whereby services are provided or purchased by the Company.

86. The Company’s financial records shall be kept at the Registered Office or at such other place as the Board shall direct.

87. 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 accounting records 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.

88. The Directors 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 of the Company.

89. 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 twenty one (21)days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

90. Statutory auditors shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act.

91. The Directors shall arrange for statutory financial statements of the Company for each financial year to be audited by the statutory auditors.

NOTICES

92. A notice may be given by the Company to any member either personally or by sending it by post to him or her to his or her registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of the meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at

the time at which the letter would be delivered in the ordinary course of post.

93. Notice of every General Meeting shall be given in any manner herein before authorised

(a) every member;

(b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his or her death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Company.

No other person shall be entitled to notices of general meetings.