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COMPANIES ACTS, 1963 TO 2006

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL



MEMORANDUM & ARTICLES OF ASSOCIATION  
OF  
ACTION COMMUNITY & ENTERPRISE LIMITED

Eugene Smartt  
Solicitor  
Newlands Retail Centre,  
Newlands Cross,  
Clondalkin,  
Dublin 22

(copy)  
No.

## CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

is this day Incorporated under the Companies Acts, 1963 to 2006 and that the Company  
is Limited.

GIVEN under my hand at Dublin, this  
thousand and

day of

Two

Fees and Deed Stamps €

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MEMORANDUM OF ASSOCIATION  
OF  
ACTION COMMUNITY & ENTERPRISE LIMITED

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1. The Name of the company is Action Community & Enterprise Limited.
2. The main object for which the company is established is:

To benefit the community by providing community facilities, community based childcare and a community based enterprise facility for the purpose of reducing unemployment and relieving disadvantage in Clondalkin and adjacent areas through the construction and management of a center which will include enterprise, childcare and community facilities.

The following objects set out hereunder are exclusively subsidiary and ancillary to the main objects.

2(a). To increase employment and training opportunities in Clondalkin and adjacent areas by the provision and development of enterprise facilities, within both the social and general economy, offering affordable work space and fostering entrepreneurship through training, mentoring and comprehensive enterprise support.

2(b). To provide a community based childcare facility offering affordable child care for the purpose of reducing unemployment and disadvantage in Clondalkin and adjacent areas.

2(c). To provide community facilities which will act as a focal point for social and community development in Clondalkin and adjacent areas.

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3. The powers of the Company are as follows:

A. To the extent that the same are essential or ancillary to the promotion or attainment of the main objects of the company as heretofore set out the company may exercise the following powers.

B. To purchase, take on lease or in exchange, hire or by any other means, acquire and protect, any freehold, leasehold, or other property, or any estate in interest, any lands, buildings, stock in trade and any real or personal property to rights whatsoever which may be considered necessary, advantageous or useful to the Company.

- C. To borrow, raise or secure the payment of money in such manner as the company shall think fit and in particular to issue debentures of all kinds and to charge and secure the same by Trust Deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future of the Company.
- D. To guarantee, support or secure whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future of the Company or both the performance and discharge of any contract obligation or liability of the company or of any person or corporation with whom or which the company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities if any company.
- E. To pay or remunerate any person, firm or company for rendering services for and on behalf of this company and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of this company.
- F. To invest and deal with the monies of the company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined, provided however that prior notification will always be given to the Revenue Commissioners where it is intended to accumulate funds over a period in excess of two years for any specific purpose.
- G. To develop, improve, manage, cultivate, exchange, let or lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise, deal with all or any part of the property or rights of the company.
- H. To effect insurances and to take such other measures as may be considered necessary or expedient for the purposes of safeguarding and securing the Company and its directors, Members, Employees and people using its premises and any property of which the Company may be a trustee, Manager, Agent or Custodian, against Liability, loss and damage of every description.
- I. To enter into and carry into effect any arrangement with any person, firm, company or Government or Government body or authority that may seem conducive to the Company's main objects and to apply for, promote, and obtain from any person, firm, government or government body or authority any contracts, concessions, privileges, charters, decrees and rights which the company may think is desirable and to carry out, exercise and comply with same.
- J. To purchase or otherwise acquire and undertake all or any part of the business, property, goodwill, assets. Liabilities and transaction of any person, firm or company carrying on any business which this company is authorised to carry on.
- K. To undertake and execute the office of nominee, trustee, executor, administrator, registrar, secretary, committee or attorney for any purpose and either solely or jointly with others and generally to undertake, perform and fulfil any office of trust or confidence.
- L. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company in whatever form and on such terms as the Company may determine.
- M. To establish, promote or otherwise assist any company to promote or otherwise assist any person or firm for the purpose of acquiring all or any of the properties and/or liabilities or for furthering any of the objects of this company or for the purpose of instigating or opposing any proceedings or applications which may be considered necessary, advantageous or useful to the Company.
- N. To procure the company to be registered or recognised in any place outside Ireland.
- O. To do all such things as are incidental or conducive to the attainment of the above main objects.
- P. To take over from existing trustees and hold either alone or jointly, all or any existing charitable or benevolent funds, investments and burses established for or used in connection with these objects or objectives for the community or social services or allied undertakings and it hereby declared that in the construction of this clause the word "Company", except where used in reference to this company, shall be deemed to include any person or partnership or other body of persons whether incorporated or not and whether domiciled in Ireland or elsewhere and words



denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

#### 4. 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 member of the company but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the company and which shall prohibit the distribution of its income and property among its or their members of any extent at least as great as is imposed on the company under or by virtue of Clause 5 hereof, such 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 provisions, then to some charitable object.

#### 5. INCOME AND PROPERTY

The income and property of the company, whencesoever's derived, shall be applied solely towards the promotion of the objects of the company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant to the Company, or to any member of the company, in return for any services actually rendered to the company, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the company; but so that no director of the company shall be appointed to any salaried office of the company or any office of the company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the company to any director, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the company: provided that the provision last aforesaid shall not apply to any payment to any company of which a director may be a member, and in which such a member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits (s)he may receive in respect of any such payment.

ADDITIONS, ALTERATIONS OR AMENDMENTS

6. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been given previously approved in writing by the Revenue Commissioners.
7. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
8. Provided that the company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which, if any object of the company, would make it a Trade Union.
9. The liability of the members is limited.
10. Every member of the company undertakes to contribute to the assets of the Company, in the event of the same being wound up while his is a member or within one year after he ceases being a member, for payment of the debts 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 one Euro (€1).

We the several persons whose names and addresses are subscribed wish to be formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Kieran Barry,  
162 Croduanforest Park,  
Celbridge,  
Co. Kildare.  
Civil Servant

Signed: Kieran Barry

John Browne,  
72 Belgrove Lawn,  
Dublin 20  
Local Authority Official.

Signed: John Browne

Gerry Browne,  
24 Floraville Drive,  
Clondalkin,  
Dublin 22.  
Draughtman.

Signed: Gerry Browne

Marion Freeman,  
8 Melrose Avenue,  
Clondalkin,  
Dublin 22.  
Fas Supervisor,

Signed: Marion Freeman

Eugene Smartt,  
31 Newlands Park,  
Clondalkin,  
Dublin 22.  
Solicitor

Signed: Eugene Smartt

Aileen O'Donoghue,  
60 Lower Kimmage Road,  
Dublin 16,  
Manager

Signed: Aileen O'Donoghue

John Curran,  
15 Knockmeenagh Road,  
Clondalkin,  
Dublin 22.  
Member of Dail Eireann

Signed: John Curran

Rita O'Brien,  
17 Lealand Drive,  
Clondalkin.  
Dublin 22.  
Administrator.

Signed: Rita O'Brien

Dated the 5<sup>th</sup> day of JANUARY 2008

Witness to the above signatures:

Maria Linn  
Tranee Savelton  
Newlands Retail Centre,  
Newlands Cross,  
Clondalkin,  
Dublin 22.

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ARTICLES OF ASSOCIATION  
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PRELIMINARY

The Regulations contained in Table C of the Companies Acts, 1963 to 2006 shall apply to the Company save in so far as they are excluded or verified hereby.

1. In these Articles:

"The Act" means the Companies Act, 1963 (as amended).

"the Directors" means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;

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

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

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

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

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

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MEMBERS

2. The number of members with which the Company proposes to be registered is 8 but the Directors may from time to time register an increase of members.
3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.

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.
5. A person or corporate body wishing to become a Member of the Company shall be required to fulfill, in the opinion of the Directors or a majority of them, the requirements of one of the categories of membership. The categories of membership are as follows:

(i) Individual: An adult living and/or working in the Clondalkin or adjacent area wishing to contribute to the furtherance of the objects of the Company.

(ii) Community Organisation: A not for profit organization based or working in the Clondalkin or adjacent area wishing to contribute to the furtherance of the objects of the Company.

(iii) Corporate: A commercial organization based or working in the Clondalkin or adjacent area wishing to contribute to the furtherance of the objects of the Company.

(iv) Invited: Any person or corporate body who, in the opinion of the Directors or a majority of them, is willing and able to contribute to the furtherance of the objects of the Company.

(v) Appointed: A person appointed by one of the organizations set out in paragraph 36.

#### GENERAL MEETINGS

6. All general meetings of the Company shall be held in the State.
7. (1) Subject to paragraph (2), the Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.  
  
(2) So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 5, the Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.  
  
(3) All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 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 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.

#### NOTICE OF GENERAL MEETINGS

9. Subject to Sections 133 and 141 of the Act an Annual General Meeting and a meeting called for by passing of a special resolution shall be called by 21 days notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business and general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the Company.
10. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the reappointment of the retiring Auditors, and the fixing of the remuneration of the Auditors.
12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
14. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of



the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.

15. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
16. ~~The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at 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 cast of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.~~
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the Chairman, or
  - (b) by at least three members present in person or by proxy, or
  - (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

18. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs,

and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

21. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
22. Every member shall have one vote.
23. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
24. No member shall be entitled to vote at any general meeting unless all money's immediately payable by him to the Company have been paid.
25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter 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.
26. Votes may be given either personally or by proxy.
27. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the persons named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit;



**ACTION COMMUNITY & ENTERPRISE LIMITED**

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

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

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

\*Strike out whichever is not desired.

- 30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 31. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

**BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS**

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

**ANNUAL SUBSCRIPTIONS**

- 33. The Directors shall be entitled from time to time to determine any Annual Subscription to be payable by any member of the Company.  
The categories of Annual Subscription are as follows:
  - (i) Individual:
  - (ii) Community Organisation:
  - (iii) Corporate:

(iv) Invited:

Such subscriptions shall be payable in advance on the 1<sup>st</sup> day of January in each year. A person becoming a member of the Company after the 1<sup>st</sup> 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 1<sup>st</sup> day of January in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attaching to Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

## DIRECTORS

34. The number of Directors and the names of the first Directors shall be determined in writing by the subscribers to the Memorandum of Association or a majority of them.
35. Every Director shall be a member of the Company.
36. The following organizations shall each have the right to appoint one Director:
- (i) South Dublin County Council
  - (ii) South Dublin County Enterprise Board
  - (iii) Bawnogue Youth and Community Centre Limited
  - (iv) Clondalkin Partnership
  - (v) Limetree Community Childcare Centre Limited
  - (vi) Dolcain CDP
  - (vii) North Clondalkin CDP
  - (viii) Clondalkin Chamber of Commerce
  - (ix) Department of Social and Family Affairs
  - (x) DBD

## RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

37. (a) A member of any class may by notice in writing to the Secretary of the Company resign his membership of the Company.
- (b) Membership of the Company shall automatically cease on any member's death.
- (c) If any member shall refuse or willfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him unfit to remain a member of the Company or shall be injurious to the Company or if the Directors shall for any other good reason require that a member shall be expelled such member may by a Resolution of the Directors be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of

giving orally or in writing to the Directors any explanation or defence as he may think fit.

(d) Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 70 of these Articles whether or not it is actually received by the member intended to be served with such notice.

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### BORROWING POWERS

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

### POWERS AND DUTIES OF DIRECTORS

39. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
40. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and 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.
41. 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.
42. The Directors shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the Directors;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (c) of all resolutions and proceedings at all meetings of the Company, and the Directors and of committees of Directors.
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#### DISQUALIFICATION OF DIRECTORS

43. The office of Director shall be vacated if the Director:
- (a) holds any office or place of profit under the Company; or
  - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from being a Director by reason of any order made under Section 184 of the Act; or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the Company; or
  - (f) is convicted of an indictable offense unless the Directors otherwise determine; or
  - (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 194 of the Act.

#### ROTATION OF DIRECTORS

44. At the first Annual General Meeting of the Company, all the Directors, save for those referred to in paragraph 36 above, shall retire from office and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being, save for those referred to in paragraph 36 above, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
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45. 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.
46. A retiring Director shall be eligible for re-election.
47. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such

vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.

48. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for re-election to the office of Director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
49. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
50. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
51. The Company may by ordinary resolution of which extended notice given in accordance with Section 142 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
52. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 50. Without prejudice to the powers of the Directors under Article 49 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS

53. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a



meeting of 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.

54. 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.
55. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
56. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
57. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
58. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
59. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairman shall have a second or casting vote.
60. 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.
61. 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

62. 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.
63. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

#### THE SEAL

64. 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 Director for that purpose.

#### ACCOUNTS

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

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.

66. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
67. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.
68. The Directors shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Company.

69. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report and Auditors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.
70. ~~Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.~~

### NOTICES

71. A notice may be given by the Company to any member either personally or ~~by sending it by post to him to his 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 a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.
72. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (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 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 receive notices of general meetings.