

**COMPANIES ACT 2014**

**COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION**

**OF**

**COUNTY KILKENNY LEADER PARTNERSHIP**

**COMPANY LIMITED BY GUARANTEE**

**Constitution as amended by:**

CLS Chartered Secretaries

Enterprise House,

O'Brien Road,

Carlow.

**COMPANIES ACT 2014**  
**COMPANY LIMITED BY GUARANTEE**  
**CONSTITUTION**  
**OF**  
**COUNTY KILKENNY LEADER PARTNERSHIP COMPANY LIMITED**  
**BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

1. The name of the Company is: COUNTY KILKENNY LEADER PARTNERSHIP COMPANY LIMITED BY GUARANTEE.
2. The Company is a Company Limited by Guarantee, registered under Part 18 of the Companies Act 2014.

3. The objects for which the Company is established are: -

To promote, support, assist and engage in (a) social development, (b) employment support and employment generation (c) enterprise development to facilitate rural and urban regeneration, (d) the development of the environment, culture and heritage or (e) community development, designed to benefit and promote the welfare of local communities or to deal with the causes and consequences of social and economic disadvantage or poverty.

The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated there from is to be applied for the main object only:

3.1 to promote social inclusion through community initiatives and through inputting as required into policy formulation at the local and national levels;

3.2 To promote and support economic development and to increase employment and enterprise, including and in particular through the provision of education and training and to input as required into policy formulation at the local and national levels;

3.3 To promote wider participation in voluntary activity and to promote the networking of community and voluntary organisations;

3.4 To provide local community rural development and or local community urban development through community initiatives for social, economic and cultural renewal;

3.5 To promote social inclusion, to promote economic development, to increase employment and enterprise, including and in particular through the provision of education and training and promote wider participation in voluntary activity;

3.6 To provide support through initiatives involving the allocation of grant monies;

3.7 To have regard to the strategic objectives of the various funded programmes and initiatives as the Company may from time to time enter into contracts for;

3.8 To work as a development agency in conjunction and liaison with European Union, United Nations, other international state bodies, State agencies, structures and local authorities in seeking to achieve its objectives;

3.9 To adopt a cohesive approach with other national and local agencies, to ensure an integrated approach to service delivery at local level;

3.10 To support the development of resource based activities including business, tourism; forestry and environment, fisheries; agriculture; culture and heritage;

3.11 To promote equality of opportunity in the assessment of applications for aid; and

3.12 To promote, support, assist and engage in activities in support of the development of infrastructure.

- (b) 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.
- (c) 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.
- (d) 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.
- (e) 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 whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (f) 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.
- (g) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or

maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (h) 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.
- (j) 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.
- (k) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, tenants, subcontractors and persons undertaking to build on or improve any property in which the Company is interested, and to give guarantees or become security for any such person, firms or companies.
- (l) 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.
- (m) 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.
- (n) 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.
- (o) 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.
- (p) 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.
- (q) 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.

- (r) 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.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (t) 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 business; to give pensions, gratuities (to include death benefits) or charitable aid to any persons who may have been officers or employees or ex-officers or ex-employees of the Company, or, its predecessors in business, or to the spouses, children or other relatives or dependants of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any such person or of their spouses, children or other relatives or dependants.
- (u) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by installments 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.
- (v) To amalgamate with any other company whose main objects are to include main objects similar to those of this Company.
- (w) 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.
- (x) To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union, association or party and to contribute to the funds thereof, or 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.
- (y) 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.
- (z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

- (aa) To appoint and constitute such advisory councils sub committees and working groups, as the Board of Directors may think fit.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in clause 3.

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 objects into effect, such license, permit or authority as may be required by law.

4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for-
- (a) the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
  - (b) the adjustment of the rights of contributories among themselves, such amount as may be required not exceeding €1.00.
6. Income and Property

The income and property of the Company shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No director 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/trust/body (not being a director) for any services rendered to the Company;
- (b) interest at a rate not exceeding 5% per annum on money lent by directors or other members of the Company/trust/body to the Company;
- (c) reasonable and proper rent for premises demised and let by any member of the Company/trust/body (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) Insurance premia in respect of any Director's liability indemnity insurance policy or policies.

7. Additions, alterations or amendments

No addition, alteration or amendments shall be made to or in the provisions of the Memorandum of Association for the time being in force unless the same shall have been previously submitted to and approved in writing by the Revenue Commissioners.

8. Winding-up

If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other 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 its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 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.

9. Keeping of Accounts

Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

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**ARTICLES OF ASSOCIATION**

The regulations contained in the Companies Act 2014 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 2014;
- “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;
- “Annual Forum Meetings”** means a meeting of the Community Members to be held in accordance with Regulation 105 on an annual basis;
- “The Chairperson”** means the Director appointed as Chairperson in accordance with Regulation 91 and all references in the Acts to “chairman” shall in relation to the Company be construed as references to the Chairperson;
- “The Company”** means this company;
- “The Board”** means the body of elected or appointed Members who jointly oversee the activities of the Company and the achievement of its objectives;
- “Community and Voluntary Director(s)”** means a person(s) appointed by the Community and Voluntary (NSP) Sector in the Company’s area of operation recognised from time to time by the Board of Directors in accordance with these Articles;
- “Member”** means one of the company’s owners. Members delegate certain powers to the company’s directors to run the company on their behalf. Members’ applications must be renewed on an annual basis and approved by the Board of Directors on an annual basis and entered on the Register of Members. The Board will agree a protocol to designate the categories of individuals, groups or bodies corporate



from which members may be accepted. This protocol must be approved by the existing Members at a General Meeting of the Company. Any changes to this protocol must be approved at a General Meeting of the Company.

**“Sector”** means a part or branch of the economy, or of a particular industry or activity and where used here shall constitute a reference to the Local Government Sector, the National Social Partners (excluding the community and voluntary representatives) Sector, the Community and Voluntary (NSP) Sector and the Statutory Sector;

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 which these Articles become binding on the Company.

### **MEMBERS**

2. The number of members with which the Company proposes to be registered is ten but the directors may from time to time register an increase of members.
3. (a) The subscribers to the memorandum of association and the Directors shall admit to membership such persons, groups of person or bodies corporate who apply and pay the annual Subscription as set each year by the Company's Board of Directors.  
  
(b) Persons or groups of persons or a body corporate admitted to membership pursuant to Article 4 shall pay an annual subscription to be determined by the board before each Annual General Meeting and from time to time as the Board deems it necessary in the interests of furthering the Company's objectives. The Board shall have the absolute discretion to set different rates of membership fees for individuals, community groups and businesses eligible for Membership under these Articles.  
  
(c) Membership shall be deemed to be yearly commencing on the 1st of January or the date of payment of the appropriate subscription for that year, whichever is later in each year (save in the case of members becoming members on the date of entry of their name on the register) until the following 31st of December. All membership shall determinate on the 31st of December in each year and shall resume on the date of the appropriate annual subscription or on the 1st of January in the following year, whichever is later.
4. Where the Company has increased the number of its members beyond the registered number, it shall, within 15 days after the date on which the increase was resolved on or took place, deliver particulars of the increase to the Registrar.
5. 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.

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

6. The death or bankruptcy of a member shall terminate his or her membership.
7. A Member who is a Director shall cease to be a Member upon his or her ceasing to be a Director of the Company for any reason.
8. The Board shall have power to order the erasure from the register of any member if:
  - (a) By notice in writing addressed to the Secretary, the member resigns his membership.
  - (b) At any time the Board after due enquiry shall resolve that the interests of the Company so require

## **GENERAL MEETINGS**

9. 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.
10. The Company need not hold an annual general meeting in any year where the sole member entitled (at the date of the written resolution referred to in Section 1202 of the Act) to attend and vote at such general meeting sign, before the latest date for the holding of that meeting, a written resolution under Section 196 of the Act:-
  - (a) acknowledging receipt of the financial statements that would have been laid before that meeting;
  - (b) resolving all such matters as would have been resolved at that meeting; and
  - (c) confirming no change is proposed in the appointment of the person (if any) who, at the date of the resolution, stands appointed as statutory auditor of the Company.
11. An annual general meeting of the Company or an extraordinary general meeting of the Company may be held inside or outside of the State.
12. An annual general meeting may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.
13. All general meetings of the Company, other than annual general meetings, shall be known, and in the Act are referred to as "extraordinary general meetings".
14. The directors of the Company may, whenever they think fit, convene an extraordinary general meeting.
15. The directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.
16. No member whose subscription is in arrears shall be entitled to enjoy any of the

privileges of the Company, including, but not limited to, the right to attend any meetings of the Company. The Board may determine that any member who is in arrears with any fee or subscription for three months or more shall cease to be a member. Upon such determination being made, the Member shall be notified in writing of the Board's determination and his name shall be removed from the register and he shall nevertheless remain liable to pay to the Company all fees and subscriptions due up to the date on which he ceased to be a member.

### **NOTICE OF GENERAL MEETING**

17. Notice of every general meeting of the Company ("relevant notice") shall be given to:-
  - (a) every member;
  - (b) the statutory auditors, unless the Company availed itself of the audit exemption under Section 360 or Section 365 of the Act.; and
  - (c) the directors and secretary of the Company.
18. For the purposes of Section 338(5) of the Act, the Company's members agree that the documents referred to in Section 338(2) of the Act may be treated as having been sent to the members where the member can access the documents through a website and that notice of the matters set out in Section 338(5)(c) of the Act may be sent to the member in accordance with Section 218 of the Act.
19. Provided the members consent, the Company permits the use of electronic means to serve or give the notice or the conditions specified in Section 218(4) of the Act are satisfied, by electronic means in accordance with Section 218 of the Act.
20. A meeting of the Company, other than an adjourned meeting, shall be called:-
  - (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
  - (b) in the case of any other extraordinary general meeting for the passing of an ordinary resolution, by not less than 7 days' notice.
21. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Section 181(1) of the Act, be deemed to have been duly called if it is so agreed by :-
  - (a) all the members entitled to attend and vote at the meeting; and
  - (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under Section 360 or 365 (and, where relevant, Section 399 has been complied with in that regard), the statutory auditors of the Company.
22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
23. Any Member described in the register of Members by an address not within Ireland who shall from time to time give to the Company an address within Ireland at which notices may be served upon him at such address, but save as aforesaid no Member other than

a Member described in the register of Members by an address within Ireland shall be entitled to receive any notice of the company.

### **QUORUM**

24. No business shall be transacted at any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business.
25. Six (6) members of the Company present in person or by proxy at a general meeting of it shall be a quorum provided that where there are at any time fewer than six (6) members, the quorum shall in those circumstances be all of the Company's members.
26. In the case of a single-member Company, one member of the Company present in person or by proxy at a general meeting of it shall be a quorum.
27. If within 30 minutes after the time appointed for a general meeting a quorum is not present, then:-
  - (a) where the meeting has been convened upon the requisition of members, the meeting shall be dissolved;
  - (b) in any other case:-
    - (i) the meeting 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
    - (ii) if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall be a quorum.

### **PROXIES**

28. Any 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.
29. 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.
30. A member of the Company shall not be entitled to appoint more than one proxy to attend on the same occasion.
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 concerned or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be so deposited not later than the following time.

That time is:-

- (a) before the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll, before the time appointed for the taking of the poll.
33. 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:

<b>Voting Instructions to Proxy (choice to be marked with an ‘x’)</b>			
<b>Number or description of resolution:</b>	<b>In Favour</b>	<b>Abstain</b>	<b>Against</b>
1.			
2.			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			
Signature of member .....			
Dated: .....			

**REPRESENTATION OF BODIES CORPORATE AT MEETINGS**

34. A body corporate may, if it is a member of the Company, by resolution of its directors or other governing body authorise such person (in this section referred to as an “authorised person”) as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company.

**PROCEEDINGS AT GENERAL MEETING**

35. The business of the annual general meeting shall include:-
- (a) the consideration of the Company’s statutory financial statements and the report of the directors and, unless the Company is entitled to and has availed itself of the audit exemption under Section 360 or Section 365 of the Act, 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 (if any);
  - (d) save where the Company is entitled to and has availed itself of the audit exemption, the appointment or re-appointment of statutory auditors.
  - (e) The election and re-election of directors.
  - (f) the remuneration (if any) of the directors
36. 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 30 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.
37. If at any meeting no director is willing to act as chairperson or if no director is present within 30 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
38. 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.
39. However no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
40. 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 but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
41. Unless a poll is demanded in accordance with Section 189 of the Act, at any general meeting:-
- (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
  - (b) 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 the 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.
42. 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 not be entitled to a second or casting vote.

### **VOTES OF MEMBERS**

43. Every member shall have one vote, unless otherwise decided by the absolute discretion of the Board and defined in the standing orders of the Company.
44. Where a matter is being decided (whether on a show of hands or on a poll), every

member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote.

45. Each of the following:

- (a) a member of unsound mind;
- (b) a member who has made an enduring power of attorney;
- (c) a member in respect of whom an order has been made by any court having jurisdiction in cases of unsound mind;

may vote, whether on a show of hands or on a poll, by his or her committee, donee of an enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.

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

47. 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.

#### **RIGHT TO DEMAND A POLL**

48. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).

A demand for such a poll may be made by:-

- (a) the chairperson of the meeting;
- (b) at least 3 members present in person or by proxy;
- (c) any member or members present in person or by proxy and representing not less than 10 per cent of the total voting rights of all the members of the Company concerned having the right to vote at the meeting

49. Subject to Section 189(5) of the Act, if a poll is duly demanded it shall be taken in such manner as the chairperson of the meeting 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.

#### **RESOLUTIONS**

50. An "ordinary resolution" means a resolution passed by a simple majority of the votes cast by members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting of the Company.

51. A "special resolution" means a resolution:-

- (a) that is referred to as such in the Act, or is required (whether by the Act or by the Company's constitution or otherwise) to be passed as a special resolution; and
  - (b) the resolution is passed by not less than 75 per cent of the votes cast by such members of the Company concerned as, being entitled to do so, vote in person or by proxy at a general meeting, not less than 21 days' notice must be given at which a special resolution is proposed to be passed.
52. A resolution in writing signed by all the members of the Company 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 if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
53. A resolution passed in accordance with Section 193(1) of the Act may consist of several documents in like form each signed by one or more members.
54. A resolution passed in accordance with Section 193(1) of the Act shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, the statement shall be prima facie evidence that it was signed by him or her on that date.
55. The Company shall retain those documents as if they constituted the minutes of the proceedings of a general meeting of the Company; without prejudice to the requirement (by virtue of Section 199(1)) of the Act that the terms of the resolution concerned be entered in books kept for the purpose, the requirement under Section 193(7) of the Act that the foregoing documents be retained shall be read as requiring those documents to be kept with the foregoing books.
56. A copy of every resolution or agreement to which this section applies shall, within 15 days after the date of passing or making of it, be forwarded by the Company concerned to the Registrar and recorded by the Registrar.
57. A copy of every such resolution or agreement for the time being in force shall be embodied in, or annexed to, every copy of the constitution of the Company concerned issued by it after the passing of the resolution or the making of the agreement.
58. A copy of every such resolution or agreement shall be forwarded by the Company concerned to any member of it, at his or her request, on payment of €10.00 or such lesser sum as the Company may direct.

This section applies to:-

- (a) resolutions that are required by the Act or the Company's constitution to be special resolutions;
- (b) resolutions which have been agreed to by all the members of the Company, but which, if not so agreed to, would not have been effective for their purpose unless they had been passed as special resolutions;
- (c) resolutions or agreements which have been agreed to by all the members of some class of membership but which if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or



agreements which effectively bind all the members of any class of membership though not agreed to by all those members.

- (d) resolutions that the Company be wound up voluntarily passed under Section 580 of the Act.

### **MINUTES OF PROCEEDINGS OF MEETINGS**

59. The Company shall, as soon as may be after their holding or passing, cause:-
- (a) minutes of all proceedings of general meetings of it, and
  - (b) the terms of all resolutions of it,
- to be entered in books kept for that purpose; all such books kept by the Company shall be kept at the same place.
60. Sections 215 to 217 of the Act (rights of inspection, requests for copies, etc.) apply to those books.
61. 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.

### **DIRECTORS**

62. The number of Directors shall be not less than eight [8] nor more than twenty-four [24].
- (a) The Board of Directors has as its absolute discretion the right, within these parameters, to set the numbers of directors provided always that over 50% of the same Directors on the Board at any one time are from the non-statutory and governmental sector. The Board may make such decisions on the number of Directors with the parameters, by way of a qualified majority vote of over 75% of those in attendance at a scheduled Board meeting.
  - (b) The Board of Directors has as its absolute discretion the right to decide from which bodies or individuals nominations can be requested and accepted. The Board may make such decisions on nomination sources by way of a qualified majority vote of over 75% of those in attendance at a scheduled Board meeting.
  - (c) A Company 'Standing Orders' document detailing the current number of Directors, the balance between those Directors from the various sectors listed in Article 65, the nomination sources and selection process for all Directors- will be approved by the Board and updated as necessary or thought desirable to further the Company's objectives.
63. The first directors of the Company shall be those persons determined in writing by the subscribers of the constitution or a majority of them.

### **APPOINTMENT OF DIRECTORS**

64. (a) Every person who is appointed as a Director to the Company shall automatically become a Member of the Company.
- (b) No person who is employed by the Company may become a Director.
65. Within the parameters set in Article 62, provided always that over 50% of the same Directors on the Board at any one time are from the non-statutory and governmental sector; the Directors shall determine the individual numbers of Directors on the Board from the following sectors which will best further the Company's objectives. The sectors, from which the Directors will be elected, selected or co-opted are:
- i. The Local Government Sector- comprising elected representatives.
  - ii. The National Social Partner Sector; comprising non-statutory:
    - a. 'farming organisations',
    - b. 'trade unions',
    - c. 'employer bodies'
    - d. 'environmental organisations'.
  - iii. The Local Business Sector- comprising representatives of local businesses.
  - iv. The Community & Voluntary Sector; comprising registered Members of the *Community Advisory Council* as defined in Article 105.
  - v. Statutory Agencies and Semi-state Bodies Sector.
  - vi. Co-options of individual Directors at the absolute discretion of the Board of Directors.
66. The Board of Directors shall determine the number of Directors to be appointed and the composition of the Board and any Director to serve on the Board shall be appointed at the discretion of the board.
67. Any purported appointment of a director without that director's consent shall be void.
68. Subsequent directors of the Company may be appointed by the members in general meeting, provided that no person other than a director retiring at the meeting shall, save where recommended by the directors, be eligible for election to the office of director at any general meeting unless the requirements of Section 144(4) of the Act as to his or her eligibility for that purpose have been complied with.
69. The directors of the Company may from time to time appoint any person to be a director of the Company, either to fill a casual vacancy or as an addition to the existing directors of the Company.
70. Any director appointed in accordance with Article 65 shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

#### **REMOVAL OF DIRECTORS**

71. The Company may by ordinary resolution remove a director in accordance with Section 146 of the Act before the expiration of his or her period of

office, notwithstanding anything in the constitution 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.

72. The Company may, by ordinary resolution appoint another person in place of a director removed from office under Section 146 of the Act. Without prejudice to the powers of the directors under Section 144(3)(b) of the Act, the Company in general meeting may appoint any person to be a director, either to fill a casual vacancy or as an additional director.

### **VACATION OF OFFICE**

73. The office of director shall be vacated if the director:
- (1) resigns by notice in writing given to the Company; or
  - (2) becomes incapable of discharging his or her duties as a member of the Board; or
  - (3) is removed or retires under any of the provisions of these Articles of Association or the Companies Acts; or
  - (4) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
  - (5) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act.
  - (6) is convicted of an indictable offence unless the Directors otherwise determine; or
  - (7) becomes a member of Dáil Éireann, Seanad Éireann or the European Parliament; or
  - (8) is requested in writing by a majority of his or her fellow Directors to resign; or
  - (9) is requested in writing by the Pillar or Sector which nominated him or her to resign and the request is approved by the Board; or
  - (10) is absent for three or more consecutive meetings of the Board, unless the other Directors otherwise determine, or
  - (11) ceases to be a Member of the Company.

### **ROTATION OF DIRECTORS**

74. The Directors shall retire in the manner provided hereafter:
- (a) At the second Annual General Meeting of the Company and at each Annual General Meeting thereafter, one-third of the Directors (except the Chairperson) or if their number is not a multiple of three then the lowest whole number nearest to one-third, shall retire from office.
  - (b) Retirement of a Director by rotation shall happen automatically by operation of these Articles of Association and where a person ceases to be a Director the

Company Secretary shall, unless that person has been re-nominated and is immediately re-appointed a Director, forthwith notify the Companies Registration Office of the retirement.

- (c) A Director's term of office shall be from the date of co-option or appointment to the date of retirement in accordance with Article 74(a).
  - (d) A Director who retires by rotation may, if willing to act and if re-nominated by any Pillar or Sector, be re-appointed a Director for further terms."
75. Where a Director retires by rotation and is not willing to be re-appointed or is not renominated by his or her nominating Pillar or Sector, that Pillar or Sector shall be entitled to nominate another person as Director whose term of office shall commence at the end of the meeting at which the first mentioned Director was deemed to have retired and at which the second mentioned Director is co-opted or appointed.

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

76. The business of the Company shall be managed by its 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 the constitution, required to be exercised by the Company in general meeting, but subject to:-
- (a) any regulations contained in this constitution;
  - (b) the provisions of the Act; and
  - (c) such directions, not being inconsistent with the foregoing regulations or provisions, as the Company in general meeting may (by special resolution) give.
77. However, no direction given by the Company in general meeting under Section 158 (1)(c) of the Act shall invalidate any prior act of the directors which would have been valid if that direction had not been given.
78. The directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.
79. 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.
80. Each cheque, promissory note, draft, bill of exchange or other negotiable instrument, and receipt 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 of the Company shall from time to time by resolution determine.

## **BORROWING POWERS**

81. 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.

## **MINUTES OF PROCEEDINGS OF DIRECTORS**

82. The Company shall cause minutes to be entered in books kept for that purpose of:-
- (a) all appointments of officers made by its 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 committees of directors.
83. Such minutes shall be entered in 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.

## **REMUNERATION OF DIRECTORS**

84. The directors of the Company may also be paid all travelling, hotel and other expenses properly incurred by them:-
- (a) in attending and returning from:-
    - (i) meetings of the directors or any committee referred to in Section 160(9) of the Act, or
    - (ii) general meetings of the Company, or
  - (b) otherwise in connection with the business of the Company.

## **PROCEEDINGS OF DIRECTORS**

85. The directors of the Company may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
86. Questions arising at any such meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.
87. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.
88. All directors shall be entitled to reasonable notice of any meeting of the directors but, 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.
89. The quorum necessary for the transaction of the business of the Directors shall be a minimum of one quarter of the Directors then on the Board (if necessary rounded up to

the nearest whole number) should be present in person or such higher number as may from time to time be set by the Directors.

90. 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.
91. (a) The Directors shall elect one of their number to be the Chairperson of the Company.
  - (b) Every Chairperson appointed shall hold office until the end of the third Annual General Meeting following his or her appointment, whereupon he or she shall retire from office as both Chairperson and as a Director and also cease to be a Member of the Company.
  - (c) A Chairperson who retires in accordance with Article 91(b) may, if willing to act and if re-nominated by any Pillar/Sector, or co-opted by the Directors in an ex-officio capacity, be re-appointed a Director.
  - (d) If the Chairperson is not present within 15 minutes after the time appointed for holding of any meeting the Directors present at a meeting may choose one of their number to be chairperson of that meeting.
92. The duties and responsibilities of the Chairperson shall include (but not be limited to):
  - (1) overseeing the governance and performance of the Company, setting the agenda for meetings and facilitating the effective contribution of other Directors;
  - (2) in conjunction with the other Directors and working with the Chief Executive Officer, ensuring that there are appropriate strategies in place to implement the policies of the Company;
  - (3) leading and representing the Board to the Chief Executive Officer and employees of the Company and ensuring that they are appraised and remunerated in accordance with agreed standards;
  - (4) chairing meetings of the Board of Directors and ensuring that the Board functions effectively and efficiently;
93. In the event of an equality of votes, the Chairperson shall have a second or casting vote.
94. The directors may establish one or more committees consisting in whole or in part of members of the board of directors.
95. A resolution in writing signed by all the directors of the Company, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held. The resolution may consist of several documents in like form each signed by one or more directors and for all purposes shall take effect from the time that it is signed by the last director.
96. A meeting of the directors or of a committee referred to in Section 160(9) of the Act may consist of a conference between some or all of the directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:-

- (a) a director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
  - (b) such a meeting shall be deemed to take place:-
    - (i) where the largest group of those participating in the conference is assembled;
    - (ii) if there is no such group, where the chairperson of the meeting then is;
    - (iii) if neither subparagraph (i) or (ii) applies, in such location as the meeting itself decides.
97. It shall be the duty of a director of the Company who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, to declare the nature of his or her interest at a meeting of the directors of the Company in accordance with Section 231 of the Act.
98. Subject to the other provisions of the Act, a director may not vote in respect of any contract, appointment or arrangement in which he or she is interested and he or she shall not be counted in the quorum present at the meeting.
99. Any director (the "appointer") of the Company may from time to time appoint any other director of it or, with the approval of a majority of its directors, any other person to be an alternate director (the "appointee") as respects him or her in accordance with Section 165 of the Act.

### **ADVISORY COUNCILS**

100. The Directors may establish:
- 1) an Advisory Council, Working Groups or Committees composed of persons who may or may not be Directors of the Company for the purpose of considering and making recommendations and decisions on the behalf of the Directors on any matter referred to them by the Directors- other than the evaluation of applications for grant assistance, having such terms of reference which may, without prejudice to the generality of the foregoing, which contribute to the effective implementation of the strategic plan as the Directors may from time to time prescribe and carry out any functions as delegated by the board.
  - 2) a Project Evaluation Committee composed of persons who may not be Directors of the Company for the purpose of considering and making recommendations and decisions on the behalf of the Directors that include the evaluation of applications for grant assistance, and the making of recommendations on approval to aid, rates of aid and any conditions that may apply to such aid.
101. Any Advisory Council, Working Group, or Councils so established shall have no decision-making power and shall operate exclusively to make recommendations to the Directors which recommendations the Directors may accept or reject as they see fit in the Directors' absolute discretion.
102. An Advisory Council, Working Group, or Councils may elect a Chairperson/ Facilitator to chair its meetings; if no such Chairperson/ Facilitator is elected, or if at any meeting the Chairperson/ Facilitator is not present within fifteen minutes after the

time appointed for holding the same, the Councillors present may choose one of their number to be Chairperson/ Facilitator of the meeting.

103. An Advisory Council / Working Group / Sub Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of those present, and when there is an equality of votes, the Chairperson shall have a second or casting vote.
104. The Facilitator or Chairperson:
- 1) of an Advisory Council Working Group, or Councils established by the Board of Directors shall give sufficient notice of a proposed meeting of the Advisory Council to the Board of Directors, which may in all cases except where the Advisory Council is discharging the functions of a 'Project Evaluation Committee' nominate one of the Directors or some other person to attend the Advisory Council meeting as an observer.
  - 2) of an Evaluation Committee established by the Board of Directors shall give sufficient notice of a proposed meeting of the Evaluation Committee to the Board of Directors

105. The Board of Directors may in its absolute discretion, admit persons (being either individuals, resident in the Company's area of operation recognised from time to time by the Board of Directors, or organisations, agencies, companies, firms or other community and voluntary interest groupings active in the Company's area of operation recognised from time to time by the Board of Directors) to be known as Community Advisory Council Members who subscribe to the Company's aims, objectives and ethos and who have agreed to be bound by the Memorandum and Articles of Association of the Company to a register of Community Forum / Working Group Members maintained by the Board of Directors.

3) *The Community Advisory Council Members will be 'Members of the Company' with defined rights and privileges.*

4) *The Community Advisory Council will have three (3) types of Membership:*

**a. Community & Voluntary Group representative Members- nominees of community & voluntary sector groups registered as Members**

**b. Small Business representative Members- nominees of small businesses registered as Members**

**c. Individual Members- persons who register as Members in their own right**

- 5) *Community & Voluntary Group representative Members and Small Business representative Members have a vote as defined by the 'Standing Orders' document at Annual General Meetings and Extraordinary General Meetings- and in the selection of Directors.*
- 6) *Individual members have no vote at Annual General Meetings and Extraordinary General Meetings- or in the selection of Directors.*



- 7) *The Board of Directors shall from time to time fix the amount of an annual subscription to be paid by the Community Advisory Council Members and the date by which the annual subscription shall be renewed.*
- 8) *The Board of Directors may at its discretion waive the annual subscription in individual cases or generally for specified categories of Community Advisory Council Members.*
- 9) *The Board of Directors shall keep a register of Community Advisory Council Members in which will be entered their names and addresses.*
- 10) *Subject to Article 105 (3), the Board of Directors may determine the Members rights, privileges and obligations, which will be listed in the 'Standing Orders' document, provided that same are not inconsistent with anything contained in the Memorandum or Articles of Association of the Company, and in particular but without limitation, that no such rights, privileges or obligations purport to confer upon Community Advisory Council Members or other Members any rights, privileges, obligations or powers expressed in these Articles to be exercisable by the members, including without limitation the right to vote at general meetings of the Company. Subject to the foregoing the Community Advisory Council Members shall have:*
- 11) *the right to attend the Annual General Meeting of the Company;*
- 12) *the right to receive the Company's Annual Report and Accounts;*
- 13) *the right for Community & Voluntary and Small Business Members only, to elect up to the Board of Directors five (5) representatives as vacancies in the Community & Voluntary sector as defined in Article 33 which occur through mid-term resignation or rotational resignation- or which may be determined from time to time by the Board of Directors.*
- 14) *Community Advisory Council Members who are not individuals may appoint an individual to represent them at Annual General Meetings. The Company shall be entitled to require written evidence of such appointment in such form as the Board of Directors shall consider appropriate.*
- 15) *The Company shall hold an Annual Forum Meeting each year to be held prior to the Company's Annual General Meeting and at each Annual Forum Meeting the Community Advisory Council Members shall elect such numbers of persons (being persons duly nominated and willing to stand for election to the Board of Directors) as there are relevant vacancies occurring (whether by retirement, rotation or otherwise) amongst the Community and Voluntary Directors and shall ratify the appointment to the Board of Directors of two further Voluntary Representatives of the Target Groups set up from time to time by the Board of Directors, on a rotational basis.*
- 16) *The Chairman of the Board of Directors or his appointee will preside over such elections which will be held in accordance with Standing Orders set by the Board of Directors from time to time*
- 17) *The Chairman of the Annual Forum Meetings shall notify the Board of Directors of the results of the elections held, resulting in the appointment of the number of*

*Community and Voluntary Directors which are vacant at that time as defined by the Standing Orders and in accordance with the Memorandum and Articles of Association of the Company.*

- 18) *The Board of Directors shall cause, the Community and Voluntary Directors along with the Local Authority and Social Partner Directors, the appointment of up to five (5) Statutory Agencies and Semi-state Bodies, by deciding which Statutory Agencies and Semi-state Bodies are invited to nominate representatives, whether through rotation or by other means decided from time to time.*
- 19) *The Board of Directors shall co-opt up to two (2) additional Directors as they see fit in order to further the pursuit of the Company's objectives- or contribute necessary balances (gender, youth, geographic, etc.) or target group representation.*

### **CONFLICTS OF INTEREST**

106. On his or her appointment and thereafter where any change occurs, each Director shall furnish to the Company Secretary full particulars of his or her interests which shall include his or her employment, all business interests and community involvement, including voluntary work for charities (hereinafter referred to as "Interests") which might involve a conflict of interest or might materially influence the Director in relation to the performance of his or her functions as a member of the Board or his or her partiality. This duty to disclose Interests is without prejudice to the obligation in (2) to make specific disclosure of Interests which obligation must always be complied with.
- (b) Each Director shall declare at a meeting of the Directors of the Company the nature of his or her Interests in:
- (1) any application to the Company for financial or other support; or
  - (2) any initiative taken by the Company; or
  - (3) any contract or proposed contract with the Company in which a Director, or a person connected with a Director as defined in (3), is directly or indirectly involved; or
  - (4) any matter from which the Director, or a person connected with a Director as defined in (3), may stand to benefit directly or indirectly from his or her position as a Director or from the operation of the Company.

The said Director shall be entitled to make a statement to the Board of Directors on the issue and shall answer any questions put to him or her on that issue by any of the other Directors. Following such declaration of Interests, statement and answering any questions that may be put, the said Director shall leave the meeting of the Directors and shall not be entitled to vote on the matter in which he or she is interested. The other Directors shall make a decision regarding such matters described in (a) to (d) in the absence of the said Director and such Director on his or her return to the meeting shall be informed of the decision of the Board of Directors by the Chairperson of the meeting, following which no further discussion of the issue shall take place. In circumstances where a Director is unsure as to whether an interest constitutes an Interest for the purposes of this Article, the Director may inform the Chairperson either orally or in writing and the Chairperson shall, at his or her own discretion and having regard to good governance and best practice, determine whether the Interest constitutes an interest for the purposes of this Article.

107. A Director shall be deemed to have an Interest for the purpose of (2) where a person connected with that Director has such an Interest and the Director could be expected to be

reasonably aware of the existence of that Interest and for this purpose a person is connected with a Director if that person is –

(1) that Director's spouse, parent, brother, sister, child or step-child, other relative or co-habitee;

(2) a body corporate controlled by a Director within the meaning of Section 26(2), (3) and (4) of the Companies Act 1990;

(3) a person acting as the trustee of any trust, the beneficiaries of which include the Director or the persons at (1) or (2); and

(4) a person acting as a partner of a Director or of any of the people at (1) to (3) above.

108. A Register of Members' and Directors' Interests shall be maintained by the Company and shall include such Interests as may be declared in accordance with (1) or (2) of this Article.

109. Nothing herein contained shall prevent the Directors from voting on (and being counted in the quorum at any meeting to pass) a resolution to purchase Directors' and Officers' Liability Insurance against any liability referred to in (Section 235(3) of the Act) for any Director or officer, past or present, of the Company.

#### **CHIEF EXECUTIVE OFFICER**

110. The Directors from time to time may appoint any person (not being a Director) to the office of "Chief Executive Officer" for such period and on such terms as they think fit, having regards to norms applying to similar posts in the public and private sector, and fix, determine and vary his duties, powers and functions. The Directors may revoke such appointment, but without prejudice to any claim such Chief Executive Officer may have for damages for breach of any contract of service between him and the Company. A Chief Executive Officer shall not be a member of the Board of Directors or any committee of Directors, he shall not attend meetings of Directors except on the invitation of the Board and he shall not be entitled to vote at any meetings of Directors.

#### **SECRETARY**

111. The Company shall have a secretary, who may be one of the directors.

112. The secretary shall be appointed by the directors of the Company 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.

113. The directors of the Company shall have a duty to ensure that the person appointed as secretary has the skills and resources necessary to discharge his or her statutory and other duties.

#### **THE SEAL**

114. The Company may, have for use in any place abroad an official seal which shall resemble the common seal of the Company with the addition on its face of the name of every place abroad where it is to be used.

#### **ACCOUNTS AND FINANCIAL STATEMENTS**

115. The Company in accordance with Section 281 of the Act shall keep or cause to be kept adequate accounting record which are those that are sufficient to:-
- (a) correctly record and explain the transactions of the Company,
  - (b) enable, at any time, the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy,
  - (c) enable the directors to ensure that any financial statements of the Company, required to be prepared under Section 290 or 293 of the Act, and any directors' report required to be prepared under Section 325 of the Act, comply with the requirements of the Act and, where applicable, Article 4 of the IAS Regulation, and
  - (d) enable those financial statements of the Company so prepared to be audited.
116. The accounting records shall be kept on a continuous and consistent basis, which is to say, the entries in them shall be made in a timely manner and be consistent from one period to the next; if those records are not kept by making entries in a bound book but by some other means, adequate precautions shall be taken for guarding against falsification and facilitating discovery of such falsification, should it occur.
117. No member (not being a director) shall have any right of inspecting any financial statement or accounting record of the Company unless authorised by the directors under Section 284(4) of the Act or by the Company in general meeting.
118. Subject to Section 283(2) of the Act, the Company's accounting records shall be kept at its registered office or at such other place as the directors think fit.
119. The directors of the Company shall, in respect of each financial year, lay before the Company in general meeting copies of:-
- (a) the statutory financial statements of the Company for the financial year,
  - (b) the directors' report, including any group directors' report, for the financial year,
  - (c) the statutory auditors' report on those financial statements and that directors' report.
120. Those financial statements and those reports of the directors and the statutory auditors for a financial year shall be so laid not later than 9 months after the financial year end date.
121. A copy of each of the documents specified in Section 338(2) of the Act concerning the Company there referred to shall be sent to:-
- (a) every member of the Company (but only if that person is entitled to receive notices of general meetings of the Company),
  - (b) every holder of debentures of the Company (but only if that person is so entitled), and
  - (c) all persons, other than members or holders of debentures of the Company, who are so entitled, not less than 21 days before the date of the meeting of the Company at which copies of those documents are to be laid in accordance with Section 341 of the Act.
122. If the copies of the documents referred to in Section 338(1) of the Act are sent less than 21 days before the date of the meeting referred to in that subsection they shall,

notwithstanding that fact, be deemed to have been duly sent if it is so agreed by all the members entitled to attend and vote at the meeting.

### **AUDIT AND AUDIT EXEMPTION**

123. The directors of the Company shall arrange for the statutory financial statements of the Company for a financial year to be audited by statutory auditors unless the Company is entitled to, and chooses to avail itself of, the audit exemption.
124. One or more statutory auditors shall be appointed in accordance with Section 380 to 385 of the Act for each financial year of the Company.

### **REGISTERS**

125. Any register, index or minute book required by this Act to be kept by the Company or by the Registrar may be kept either by making entries in bound books or by recording the matters in question in any other manner.
126. Where any register, index or minute book to be kept by the Company is not kept by making entries in a bound book but by some other means, adequate precautions shall be taken for guarding against falsification and facilitating discovery of such falsification, should it occur.

### **INDEMNITY**

127. Subject to the provisions of and so far as may be permitted by Section 235(3) of the Act every director, secretary and other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

