

**COMPANIES ACT 2014**

**CONSTITUTION**

**OF**

**AGE ACTION IRELAND COMPANY LIMITED BY GUARANTEE**

# COMPANIES ACT 2014

## MEMORANDUM OF ASSOCIATION OF

### AGE ACTION IRELAND COMPANY LIMITED BY GUARANTEE

1. The name of the Company is **AGE ACTION IRELAND COMPANY LIMITED BY GUARANTEE**. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
2. The main object for which the Company is established is to achieve fundamental change in the lives of all ageing people and especially people in later life by empowering them to live full lives as independent and actively engaged citizens and to secure their right to comprehensive high quality services according to their changing needs.
3. As objects, incidental and ancillary to the attainment of the main object, the Company shall have the following subsidiary objects:
  - (a) To mobilise and empower people to advocate on behalf of themselves, their families and their communities by taking part in decision making at all levels.
  - (b) To develop a life course approach by promoting equality of opportunity through lifelong learning and solidarity between generations.
  - (c) To change attitudes towards ageing by recognising the social cultural, economic and political contribution that older people can and do make to their families, communities and society.
  - (d) To promote lifelong well-being and mental and physical health through universal and equal access to primary and other health-care services.
  - (e) To promote changes in legislation, policies and services to meet the needs of our ageing and increasingly diverse population by assisting in every way possible Government, other statutory agencies, voluntary and private sectors to work together with the active engagement of the general public.
  - (f) To collaborate with universities and other institutions to undertake research on the needs and priorities of an ageing population and the monitoring and evaluation of all relevant policies and services.
  - (g) To secure the rights of people to services that are equitable, accessible, affordable and timely and to initiate selected services to meet new or changing needs and circumstances.
  - (h) To focus on the needs of the most disadvantaged people and to eliminate all forms of neglect, abuse and discrimination on age and other grounds in our current equality legislation.
  - (i) To collaborate with other national and international organisations in promoting ageing as a major global issue in ensuring that our national policies and programmes match best international standards with particular reference to supporting developing countries with least resources of their own.
4. The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the main object and which powers may only be exercised in promoting the main object. Any income generated by the exercise of these powers is to be applied to the promotion of the main object.
  - (a) To make, draw, accept, endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
  - (b) To acquire by purchase, exchange, lease, fee, farm grant or otherwise, either for an estate in fee simple or for any less estate or other estate in fee simple or for any less estate or other estate or interest, whether immediate or reversionary, and whether vested or contingent, any lands, tenements, or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage,

lease or charge land, house property, shops flats, maisonettes, reversions, interests, annuities, life policies, and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances, and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.

- (c) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- (d) To carry on any other business which may seem, to the Company capable of being conveniently carried on in furtherance exclusively of the above main object.
- (e) To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (f) To accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, provided, however, that prior permission will always be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years for any purpose.
- (g) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority or company, any charters, contracts, decrees, rights, privileges and concessions, and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- (h) To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed; and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- (i) To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the company, or for depreciation of works or stock, or any other purpose of the Company.
- (j) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company, or to the wives, children or other relatives of such person and to make payments towards insurance, and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- (k) To subscribe or guarantee money for any charitable object.
- (l) 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's or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the

Company or its employees, and to subscribe to any association or fund for any such purpose.

- (m) To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.
- (n) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is 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 incorporated, 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 expressed in such paragraph, be in nowise restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

(1) The liability of the members is limited.

(2) Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member and 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.

#### **WINDING-UP**

- 5. If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 18 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

#### **INCOME AND PROPERTY**

- 6. The income and property of the Company shall be applied solely towards the promotion of main object(s) as set forth in this Constitution. No portion of the Company’s income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No charity trustee shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money’s worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
  - (a) reasonable and proper remuneration to any member or servant of the Company (not being a charity trustee) for any services rendered to the Company;
  - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by charity trustees or other members of the Company to the Company;
  - (c) reasonable and proper rent for premises demised and let by any member of the Company (including any charity trustee) to the Company;

- (d) reasonable and proper out-of-pocket expenses incurred by any charity trustee in connection with their attendance to any matter affecting the Company;
- (e) fees, remuneration or other benefit in money or money's worth to any Company of which a charity trustee may be a member holding not more than one hundredth part of the issued capital of such Company;
- (f) Payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

#### **ADDITIONS, ALTERATIONS OR AMENDMENTS**

7. The organisation must ensure that the Charities Regulator has a copy of its most recent governing instrument. If it is proposed to make an amendment to the Governing Instrument of the organisation which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
8. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

# COMPANIES ACT 2014

## ARTICLES OF ASSOCIATION OF AGE ACTION IRELAND COMPANY LIMITED BY GUARANTEE

### INTERPRETATION

The Company is a Company Limited by Guarantee, registered under Part 18 of the Companies Act 2014

1. In these Articles:

“the Act” means the Companies Act 2014 and every statutory modification or re-enactment thereof for the time being in force

“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.

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

"special resolution" means a resolution passed by not less than 75 percent of the votes cast by such members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting 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.

Words denoting the singular number include the plural and vice versa and words denoting a gender include each gender.

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.

### MEMBERS

2. The initial number of subscribing members was 7 but the Directors will make every effort to increase the number of members actively involved in the Company. The minimum number of members the Company proposes to be registered is 3.
3. The subscribers to the Memorandum of Association and the such other persons as the Directors shall admit to membership, shall be members of the Company.
4. The rights attaching to any members of the Company may be varied from time to time by a Special Resolution of the Company.

### GENERAL MEETING

5. All general meetings of the Company shall be held in the State.
6. (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.

7. 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 178 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 Directors.

### **NOTICE OF GENERAL MEETINGS**

9. Any notice may be served on or given to the member in one of the following ways:
  - 9.1 by hand delivering it to the member or his authorised agent or where the member is a body, to any officer of that body corporate;
  - 9.2 by leaving it at the registered address of the member;
  - 9.3 by sending it by post in a prepaid letter to the registered address of the member;
  - 9.4 by electronic means.
10. Any notice served or given in accordance with the foregoing regulations shall be deemed, in the absence of any agreement to the contrary between the Company (or, as the case may be, the officer of it) and the member, to have been served or given:
  - 10.1 in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
  - 10.2 in the case of its being left, at the time that it is left;
  - 10.3 in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address):
    - (i) on a Friday – 72 hours after despatch; or
    - (ii) on a Saturday or Sunday – 48 hours after despatch;
  - 10.4 in the case of electronic means being used in relation to it, 12 hours after despatch, but this subsection is without prejudice to section 181(3) of the Act.

### **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 financial statements, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors, and the fixing of the remuneration of the Auditors.
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, thirty 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 from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

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 the 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 the 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 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 191 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 moneys immediately payable by him to the company have been paid.
25. No objections 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 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 person named in the instrument purposes 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:

I/We, of Age Action Ireland Company Limited by Guarantee, in the County of, being a member/members of the above-named Company, hereby appoint

of \_\_\_\_\_ or failing him

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 20..... and at any adjournment thereof.

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

This form is to be used\* in favour of/against the resolution.

\*Strike out which 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. Anybody corporate, which is a member of the Company, may by resolution of its directors or other governing body authorise such person 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 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. Such subscription shall be payable in advance on 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 each year a person becoming a member of the Company after 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.

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

34. (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 wilfully 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 Articles 70 of these Articles whether or not it is actually received by the member to be served with such notice.

#### **DIRECTORS**

35. The number of Directors shall be determined by the Company but at all times the number of directors shall be not less than 3, who are not related and are independent of each other. The Company may from time to time by ordinary resolution, increase or reduce the number of Directors.

#### **BORROWING POWERS**

36. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge any property or any part thereof, and to issue debentures, debentures 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**

37. The business of the Company shall be managed by the Directors, who 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 by these Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and of 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.
38. 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 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.
39. 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.
40. The Directors shall cause minutes to be made in books provided for the purpose: -
- . (a) 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) all of resolutions and proceedings at all meetings of the Company, and of the Directors and all committees of Directors.

#### **DISQUALIFICATION OF DIRECTORS**

41. 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 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 842 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 offence 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 231 of the Act.

#### **VOTING ON CONTRACTS**

42. A Director may not vote in respect of any contract in which he is interested or any matter arising thereout.

#### **ROTATION OF DIRECTORS**

43. At the annual general meeting in each year one-quarter of the Directors for the time being, or if their number is not four or a multiple of four, then the number nearest one-quarter, shall retire from office.
44. 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.
45. A retiring director shall be eligible for re-election provided always that no director may hold office for more than six consecutive years. However, after the expiration of a six-year period, a retiring director may remain as director for a seventh year as long as a majority of the Board of Directors decide that the expertise of that Director is required for a seventh year. After the sixth or seventh consecutive years, as the case may be, no director may hold office for a period of at least twelve months. After the said twelve-month period that person may again stand for election.
46. The Company, at a 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 (and if eligible for re-election having regard to the proviso in Article 45), 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.
47. 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 Director 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.
48. The Company may determine in what rotation the increased or reduced number of Directors is to go out of office.
49. 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 Directors 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.
50. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 146 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.
51. 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**

52. 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. At least three Directors or one-third of the number of Directors (whichever is the greater) may and the Secretary on the requisition of such number of Directors 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.
53. The quorum necessary for the transaction of the business of the Directors may be fixed by the

Directors, and unless so fixed shall be three or one-third of the number of Directors, whichever is the greater.

54. 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.
55. 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.
56. The Directors may delegate any of their powers to committees consisting of such member or members of the Board or such other persons as they think fit; any committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
57. 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 the members to be Chairman of the meeting.
58. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting 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.
59. 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.

#### **WRITTEN RESOLUTIONS AND TELEPHONIC MEETINGS OF DIRECTORS**

60. 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.
61. A resolution referred to in regulation 60 may be signed by electronic signature, advanced electronic signature or otherwise as approved by the Directors.
62. Subject to regulation 63, where one or more of the Directors (other than a majority of them) would not, by reason of:
  - i. this Act or any other enactment;
  - ii. the Company's Constitution; or
  - iii. a rule of law,be permitted to vote on a resolution such as is referred to in regulation 61, if it were sought to pass the resolution at a meeting of the Directors duly convened and held, then such a resolution, notwithstanding anything in regulation 60 shall be valid for the purposes of that subsection if the resolution is signed by those of the Directors who would have been permitted to vote on it had it been sought to pass it at such a meeting.
63. In a case falling within regulation 62, the resolution shall state the name of each Director who did not sign it and the basis on which he did not sign it.
64. For the avoidance of doubt, nothing in the preceding regulations dealing with a resolution that is signed by other than all of the Directors shall be read as making available, in the case of an equality of votes, a second or casting vote to the one of their number who would, or might have been, if a meeting had been held to transact the business concerned, chairperson of that meeting.
65. The application of Section 161 of the Act shall be modified accordingly.

#### **MEETINGS OF DIRECTORS BY CONFERENCE**

66. A meeting of the Directors or a committee of them 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 communications) to speak to each of the others and to be heard by each of the others; and
67. A Director or member of a 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
68. Such a meeting shall be deemed to take place: (a) where the largest group of those participating in the conference is assembled: (b) if there is no such group, where the chairperson of the meeting then is; (c) if neither subparagraph (a) or (b) applies, in such location as the meeting itself decides.
69. The application of Section 161 of the Act shall be modified accordingly.

#### **ALTERNATE DIRECTORS**

70. Any Director (the “appointer”) of the Company may from time to time appoint, by notice in writing to the Company, any person to be his alternate.
71. A person may act as an alternate for more than one Director and while he is so acting will be entitled to a separate vote for each Director he is representing and, if he is himself a Director, his vote or votes as an alternate will be in addition to his own vote, but he shall count as only one for the purpose of determining whether a quorum is present at the meeting.
72. The appointee, while he holds office as an alternate Director, shall be entitled:
  - i. to notice of meetings of Directors
  - ii. to attend at such meetings as Director, and
  - iii. in place of the appointer, to vote at such meetings as Director,But shall not be entitled to be remunerated otherwise than out of the remuneration of the appointer.
73. Any appointment so made may be revoked at any time by the appointer or by a majority of the other Directors or by the Company in general meeting.
74. An appointee shall cease to be an alternate Director upon his appointer ceasing to be a Director; or if he resigns his office by notice in writing to the Company.

#### **REGISTERED PERSONS**

75. Where the Board of Directors authorises any person as being a person entitled to bind the Company (not being an entitlement to bind that is, expressly or impliedly, restricted to a particular transaction or class of transactions), the Company may notify the Registrar of Companies of the authorisation in accordance with Section 39 of the Act.

#### **SECRETARY**

76. 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.
77. 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**

78. The Common Seal of the Company shall be used only by the authority of the Directors or of a committee authorised by the Directors to exercise such authority or by any one or more persons severally or jointly so authorised by the Directors or such a committee, and the use of the seal shall be deemed to be authorised for these purposes whether the matter or transaction pursuant to which the seal is to be used has been authorised.
79. Every instrument to which the seal shall be affixed shall be signed by any one of:
  - i. a Director;
  - ii. the secretary, or
  - iii. some other person appointed by the Directors for that purpose, and the signature or countersignature of a second person shall not be required.

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

### **FINANCIAL STATEMENTS**

81. The Directors shall cause adequate financial records 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.

Financial records shall not be deemed to be kept if there are not kept such financial records as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

82. The financial records shall be kept at the registered office or, subject to Section 283 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.
83. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and 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.
84. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required to be prepared and laid before the annual general meeting of the Company.
85. 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 no 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.

### **AUDIT**

86. Auditors shall be appointed and their duties regulated in accordance with the Act

### **NOTICES**

87. 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 the time at which the letter would be delivered in the ordinary course of post.
88. Notice of every general meeting shall be given in any manner herein before 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.