

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL



CONSTITUTION

of

CIRCLE VOLUNTARY HOUSING ASSOCIATION

Company Limited by Guarantee

(adopted by Special Resolution 31 January, 2019)

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COMPANIES ACT 2014
CONSTITUTION
OF
CIRCLE VOLUNTARY HOUSING ASSOCIATION clg
MEMORANDUM OF ASSOCIATION

1. The name of the company is Circle Voluntary Housing Association clg (hereinafter called “the Company”).
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

Main Objects

3. The main objects for which the company is established are:
 - 3.1 To carry on for the benefit of the community the provision and management of all forms of housing, hostels, accommodation and associated amenities for persons in deprived or necessitous circumstances.
 - 3.2 To provide for relief of poverty and deprivation caused by poor housing conditions and homelessness or other social and economic circumstances.

Subsidiary Objects

4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main objects set out above and these objects are to be used only for the attainment of the main objects and any income generated therefrom is to be applied for the main objects only:
 - 4.1 To provide and manage housing and accommodation with associated amenities for those persons who are unable to provide for their own housing needs from their own resources.
 - 4.2 To provide housing for rent, purchase, shared ownership or on such other terms of tenure as shall seem conducive to the relief of housing need.
 - 4.3 To provide housing, welfare, and care services for homeless persons, the elderly, persons with physical or mental disabilities and other disadvantaged persons or families.
 - 4.4 To promote a sense of community concern and care for the housing needs of disadvantaged persons including the elderly, homeless persons, those suffering from a physical or mental disability and other persons or families with low or limited incomes.
 - 4.5 To provide, build, finance, manage and maintain communal welfare facilities and related amenities.
 - 4.6 To carry on the business as property managers, dealers, developers and landowners undertaking the management of common areas, buildings, land and estates, any property real or personal or all other related activities.
 - 4.7 By all means possible, to strive to involve the members of the Company in the activities and interest of those the Company seeks to serve.
 - 4.8 To promote research into subjects related to housing deprivation, poverty and related problems and to educate and influence public opinion by all lawful means.

5. **Powers**In furtherance of its main objects 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 Objects and which powers may only be exercised in promoting the Main Objects. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Objects.
- 5.1 To purchase, take on lease or in exchange, hire or by another means acquire and protect, any freehold, leasehold, or other property for any estate or interest, any lands, buildings, easements, roads, railways, bridges, waterways, privileges, protection and concessions, patents, copyright, patent rights, licences, brevets d'invention, registered designs, secret processes, machinery, engines, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered necessary, advantageous or useful for the purposes of the Company.
- 5.2 To erect, construct, lay down, enlarge, alter, improve, repair, maintain or demolish any houses, apartments, roads, railways sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery and any ancillary land and amenities necessary or convenient for the Company's objects, and to contribute to or subsidise the erection, construction, improvement, repair, maintenance or demolition of any of the above.
- 5.3 To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, and by entering into lettings, leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 5.4 To purchase, take on lease, exchange, or otherwise acquire, improve, develop and exercise all rights in respect of, mortgage, sell, dispose of, turn to account, place under option and otherwise deal with real or personal property of any description, whether there are tenants in occupation of the property or not, or any easements or rights over or connected therewith.
- 5.5 To sell, let, dispose of, grant rights over or otherwise deal with all or any part of the undertaking, property, land, assets, effects, rights, privileges and concessions of the Company for such consideration as the Company may think proper.
- 5.6 To exchange any land, buildings or real or personal property held by the Company for other land, buildings or real or personal property, or to sell, lease, let, dispose of or otherwise deal with any lands, buildings, or other real or personal property of the Company.
- 5.7 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, in whatever form and on such terms as the Company may determine
- 5.8 To carry on the business as property managers, dealers, developers and landowners undertaking the management of common areas, buildings, land and estates, any property real or personal or all other related activities.
- 5.9 To amalgamate with any other company, institution, society or association having objects wholly or in part similar to those of the Company and to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements

of any body with which the Company is authorised to amalgamate.

- 5.10 To manage estates and supervise same for the benefit of the Company and to collect all rents and service charges thereof and to supply to the lessees, owners, tenants and occupiers of units within such estates such services as the Directors may from time to time deem appropriate.
- 5.11 To enter into Management Agreements and other Agreements with lessees, owners, tenants, occupiers and other persons or bodies connected with the estate or any part thereof to fix charges and collect such service charges including provision for insurance and contingency funds for emergencies, structural repairs, replacements and improvements, taxation and litigation and other such matters as the Directors may from time to time deem appropriate.
- 5.12 To maintain, improve or provide public amenities including recreational facilities and communal welfare facilities including but not limited to childcare, public health, homecare, welfare and youth facilities generally.
- 5.13 To repair, maintain, decorate, preserve, improve and insure common areas of any such estate.
- 5.14 To nominate Directors, Employees or Agents to the boards of management companies of properties and estate in which Circle VHA has an interest as a freehold owner, leaseholder or under any other form of tenancy agreement
- 5.15 To make and lay down rules, regulations and restrictions for the lessees, owners and occupiers of units within the estates and to alter, vary, amend and add to same.
- 5.16 To borrow, raise or secure the payment of money in such manner as the Company shall think fit, and to mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance and for the purposes of or in raising of money by the Company, to become a member of any industrial or provident society.
- 5.17 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.
- 5.18 To receive money on loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- 5.19 To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments.
- 5.20 To make advances to customers, tenants and others with or without security, and upon

such terms as the Company may approve.

- 5.21 To invest and deal with monies and property of the Company not immediately required for the purposes of its objects in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- 5.22 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 5.23 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 5.24 To undertake, accept, execute and administer, without remuneration, any charitable trusts for the benefit of the Company or in the furtherance of the objects thereof.
- 5.25 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 5.26 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 5.27 To apply for all licences and permits which may be required to further any of its objects.
- 5.28 To recruit, educate and train persons in the management of housing and associated welfare and care services and to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 5.29 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- 5.30 To pay or remunerate any person, firm or company for rendering services for and on behalf of the Company and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of the company subject to clause 9.
- 5.31 To promote research into subjects related to housing need, housing provision and

poverty and to educate and influence public opinion by all lawful means.

- 5.32 To make personal or written appeals, to conduct excursions, to hold functions and public meetings or do such other things as may from time to time be deemed expedient for the purpose of raising awareness of the work of the company, raising funds and for procuring contributions to the funds of the Company and in particular to accept donations, charge fares and entrance fees.
- 5.33 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 5.34 To acquire, establish, print and publish newspapers, periodicals, books and leaflets or other compilations that the Company may think desirable for the promotion of its objects and to enter into any contract or agreement with any person or corporation producing and/or publishing any literary compilation which will further the objects of the Company or any of them.
- 5.35 To apply, petition for or promote any Act of the Oireachtas or other legislation or regulatory or governance instruments relating directly to the advancement of the Main Object.
- 5.36 To effect insurances and to take such other measures as may be considered necessary or expedient for the purposes of safeguarding and securing the Company and its Directors, Members, Employees and people using its premises and any property of which the Company may be a Trustee, Manager, Agent or Custodian against liability, loss and damage of every description
- 5.37 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as a charity trustee (as defined in the Charities Act, 2009).
- 5.38 To carry on any other trade or business which can in the opinion of the Directors be advantageously carried on by the Company in connection with or ancillary to any of the above businesses or the general business of the Company, or further any of its objects
- 5.39 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, sub-contractors or otherwise.
- 5.40 To do all such things as are incidental or conducive to the above objects or any of them.

Liability

6. The liability of the members is limited.

Contribution

7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he/she is a member or within one year after he/she ceases being a member, for payment of the debts and liabilities of the Company contracted before he/she ceases to be a member, and of the costs, charges

and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.

8. Provided that:

- 8.1. the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a Trade Union;
- 8.2. in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- 8.3. nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

Income and Property

- 9.1 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.
- 9.2 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:
 - i. reasonable and proper remuneration to any member or servant of the company (not being a Director) for any services rendered to the company;
 - ii. interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the company to the company
 - iii. reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the company;
 - iv. reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the company;
 - v. 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;
 - vi. 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).

Winding Up

- 10.1 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.

- 10.2 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 9 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.
- 10.3 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.

Accounts

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

Additions, alterations or amendments

12. No amendments of any kind shall be made to the provisions of clauses 9 and 10 of the memorandum of association and no amendments shall be made to the Constitution to such extent that they would alter the effect of clauses 9 and 10 of the memorandum of association, such that there would be non-compliance with the requirements of section 1180 (1)(a) and (b) of the Companies Act 2014.
13. The Company 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.

ARTICLES OF ASSOCIATION

Preliminary

The following Regulations shall apply to the company:

The provisions of the Companies Act 2014 are adopted save that all optional provisions contained in Parts 1 to 14 of the Companies Act 2014 shall not apply to the Company.

Definitions

"the Act" means the Companies Act, 2014 and any Act amending extending or replacing it and every Act for the time being in force regulating companies

"Charities Act" means the Charities Act 2009

"Charities Regulator" means the Charities Regulatory Authority established under the Charities Act

The **"Company"** means the above-named Company

"the Board" means the members for the time being of the Board or the members present at a meeting of the Board and includes any person occupying the position of director by whatever name called

"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

"the Auditors" means the auditors or auditor for the time being of the Company

"Authorised Signatory" means a member of the Company's Senior Management Team comprising the Chief Executive, Finance Director, Director of Development and any other person whom the Directors may from time to time appoint

"Company Secretary" or "Secretary" means any person appointed to perform the duties of the Secretary of the Company and includes an assistant or an acting secretary for the time being

"Member" means a person whose name is for the time being entered in the Register of Members 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

"person" includes any company, firm, corporation, club, institution, organisation or other body, whether incorporated or not

"these Articles" means these Articles of Association, as originally framed, or as varied from time to time by special resolution

"electronic address" means any address or number used for the purposes of sending or receiving documents or information by electronic means

"electronic means" are means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means

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.

Expressions in these Articles referring to execution of any document shall include any mode of execution whether under seal or under hand and any mode of electronic signature as may from time to time be approved by the Board.

A notice, document or information is given, served or delivered in "electronic form" if it is given, served or delivered by electronic means including, without limitation, by making such notice, document or information available on a website or by sending such notice, document or information by e-mail.

References in these Articles to any enactment or any section or provision thereof shall mean such enactment, section or provision as the same may be amended and may be from time to time and for the time being in force.

In these Articles, unless the context otherwise requires, words importing any gender shall include all genders, and the singular number shall include the plural, and vice versa, and words importing persons shall include firms or companies.

Members

14. For the purposes of registration, the number of members of the Company shall not be less than 7 nor more than 10 and the Directors may from time to time register an increase in this number.
15. The members of the Company shall be (i) the subscribers to the Memorandum of Association and (ii) such other persons as the Directors shall from time to time admit to membership.
16. Any person, or body corporate, before becoming a member, shall undertake to conform to and observe the rules, standards and codes of practice and such other regulations or bye-laws as may be prescribed by the Company. The rights and liabilities attaching to any members of the Association may be varied from time to time by a special Resolution of the Company.
17. Membership of the Company is not transferable and shall cease:-
 - i. On the member's death or bankruptcy, or
 - ii. If a member, not being a body corporate, ceases to be a Director of the Board, or
 - iii. If a member is absent for more than 12 months, without the permission of the Directors, from meetings of the members held during that period;
 - iv. If a member resigns by delivering his resignation in writing to the Secretary
 - v. If membership is terminated pursuant to Article 17
 - vi. If a member is disqualified from being a charity trustee of any charitable organisation pursuant to Section 55 of the Charities, Act 2009

- 18 The Directors may at their discretion terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the Directors or a Committee of Directors.

General Meetings

Annual General Meeting

- 19 The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Directors. It shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next.
- 20 So long as the Company holds its first annual general meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.

Extraordinary General Meetings

- 21 All general meetings other than annual general meetings shall be known as extraordinary general meetings.
- 22 The Directors may, whenever they think fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened: (i) on such requisition, or, in default, may be convened by such requisitionists, as provided by section 1023 of the Act; and (ii) on the requisition of five Members.
- 23 If, at any time, there are not sufficient directors capable of acting to form a quorum, any Director of the Company or two members of it may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
- 24 The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
- 25 If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.
- 26 For the purposes of Articles 21 to 23, the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.
- 27 A meeting convened under Articles 21 or 22 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.

Notice of General Meetings

- 28 Subject to the provisions of these Articles a member shall have the right to receive notice of all general meetings of the Association and to attend and vote thereat.
- 29 A meeting of the Company, other than an adjourned meeting, shall be called:
- i. 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;
 - ii. in the case of any other extraordinary general meeting, by not less than 7/14 days' notice.
- 30 The Annual General Meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 22, be deemed to have been duly called if it is so agreed by:
- i. all the members entitled to attend and vote at the meeting; and
 - ii. the statutory auditors of the Company,
- 31 A General Meeting of the Company called for the purpose of passing one or more special resolutions shall, notwithstanding that it is called by shorter notice than that specified in Article 22, be deemed to have been duly called if it is so agreed by a majority of members representing not less than 80% of the voting rights at the general meeting;
- 32 The provision of notice of general meetings shall be permitted via electronic means and furthermore the provisions of subsection (5) of section 218 of the Act shall apply to the Company.
- 33 The notice of a meeting shall specify:
- i. the place, date and time of the meeting;
 - ii. the general nature of the business to be transacted at the meeting;
 - iii. in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
 - iv. with reasonable prominence a statement that:
 - v. a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;
 - vi. a proxy need not be a member;
 - vii. the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.
- 34 Every such notice shall comply with the provision of section 181(5)(d) of the Act as to giving information
- 35 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 the meeting.

Proceedings at General Meetings

Special Business

- 36 All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, re-the appointment of the retiring auditors, the fixing of the remuneration of the auditors.

Quorum

- 37 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, four members present in person or by proxy shall be a quorum, section 182(2) of the Act shall be amended accordingly.
- 38 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. Section 182(5) of the Act shall be modified accordingly.

Chairperson

- 39 The Chairperson of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the meeting shall be chaired by the Vice Chairperson. If such Vice Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
- 40 If at any meeting no director is willing to act as chairperson or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.

Adjournment

- 41 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. 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. 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.

Resolutions in Writing

- 42 Subject to section 193 of the Act (as modified by section 1208 of the Act) 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.
- 43 Any such resolution in writing may consist of several documents in like form each signed by one or more members. It 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, this statement shall be prima facie evidence that it was signed by him or her on that date. Any such resolution may be delivered by electronic means or facsimile transmission.

Votes of members

- 44 Votes may be given either personally or by proxy. 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.
- 45 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.
- 46 At any general meeting unless a poll is demanded (a) by the Chairperson or (b) by at least three Members present in person or by proxy in accordance with Article 38 (before or on the declaration of the result of the show of hands):
- i. a resolution put to the vote of the meeting shall be decided on a show of hands; and
 - ii. 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.
- 47 The demand for a poll may be withdrawn and, except as provided in Article 21, if a poll is duly demanded it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 48 A poll demanded on the election of a Chairperson, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with without the taking of the poll.

Proxies

- 49 A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll and to demand or join in demanding a poll, and for the purposes of Articles 37 and 38, a demand by a person as proxy for a member shall be the same as a demand by the member.
- 50 No person other than the Chairperson of the meeting may act as proxy for more than four Members at any one meeting.
- 51 The instrument appointing a proxy (the "Instrument of Proxy") shall be in writing –
- i. under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - ii. 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.
- 52 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 incl by electronic means at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time:-
- i. 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - ii. in the case of a poll, 48 hours before the time appointed for the taking of the poll.
- 53 An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:

[Name of Company] (the "Company")

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

The proxy is to vote as follows:-

Voting instructions to proxy

(Choice to be marked with an "X")

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

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

Signature of Member.....

Dated [date]

Directors

Right to Attend General Meetings

- 54 A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings.

Directors' Other Interests

- 55 A Director notwithstanding his office but subject to him having disclosed any interest which he is required to disclose in accordance with these Articles or the Acts (including, without limitation, Section 231 of the Act) as the case may be:-

- i. may be a party to, or otherwise interested in, any transaction or arrangement with the Company or any subsidiary or associated company thereof or in which the Company or any subsidiary or associated company thereof is otherwise interested;
- ii. may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company or any subsidiary or associated company thereof is otherwise interested; and
- iii. shall not be accountable, by reason of his office, to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

- 56 A copy of every declaration made and notice given under this Article shall be entered within three days after the making or giving thereof in a book kept for this purpose. Such book shall be open for inspection without charge by any Director, Secretary, Auditor or Member of the Company at the Registered Office and shall be produced at every general meeting of the Company and at any meeting of the Directors if any Director so requests in sufficient time to enable the book to be available at the meeting.

- 57 A Director may not be present for any discussion nor may he vote in respect of any contract, appointment or arrangement in which he is interested, and he shall not be counted in the quorum present at the meeting.

- 58 For the purpose of this Article:-

- i. a general notice given to the Directors by a Director to the effect that he is a Member of a specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with the company or firm or he is to be regarded as interested in any contract which may, after the date of the notice, be made with a specified person who is connected with him shall be deemed to be a sufficient declaration of interest in relation to any such contract provided that such notice is given at a meeting of the Directors or the

Director takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given;

- ii. an interest of a person who is the spouse or a minor child of a Director shall be treated as an interest of the Director;
- iii. Any reference to a contract:
 - a. shall be read as excluding a reference to a contract the decision as to whether to enter into it is taken, or falls to be taken, other than by the board of directors or a committee of which the Director is a member; and
 - b. shall be read as including a reference to any transaction or arrangement, whether or not constituting a contract, but, in a case where the transaction or arrangement does not constitute a contract, a like limitation to that which applies under this Article applies to the construction of reference provided by this Article.

Powers and Duties of the Board

General Powers

- 59 The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised by the Company in general meeting,
- 60 Without prejudice to Section 40 of the Act, 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.
- 61 The Board shall not be bound in any case to act personally but may delegate any of its powers to executives or employees of the company and shall be at full liberty to employ and engage consultants, agents and to employ such executives; administrative; clerical and other staff (by means of employment, engagement, secondment or otherwise), in each case on such terms as the Board may from time to time consider appropriate. Any such executives, employees, consultants and advisers shall comply with any policies and regulations from time to time issued by the Board.
- 62 The Directors may for the purpose of attaining the objects of the company and in particular for the purposes of raising funds for the Company appoint any person or persons to be agent of the company for these purposes (and such duly appointed agents shall be known as trustees) and such trustees shall have such authority to act on behalf of the company as shall be given to them in writing by the Directors.
- 63 No remuneration shall be payable under any circumstances to any of the Directors in respect of his services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article 64. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.

Cheques etc.

- 64 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 Authorised Person or persons and in such manner as the Directors shall from time to time by resolution determine. The Board shall operate a bank account or bank accounts in the name of the Company and make proper provision for their operation.

Minutes

- 65 The Company shall cause minutes to be entered in books kept for the purpose:
- i. of all appointments of officers made by the Directors;
 - ii. of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - iii. of all resolutions and proceedings at all meetings of the Company and, of the Directors and of committees of the Directors.

Power to Borrow

- 66 The Board, subject to the prior approval of the General Assembly, may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof.

Power to Make Bye Laws

- 67 Without prejudice to the general powers and authorities conferred by these Articles or any statute on the Board, the Board, is hereby empowered to make, vary and repeal all such bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the affairs of the Company. The Board shall adopt such means as it deems sufficient to bring to the notice of the Members all such bye-laws and variations and repeals thereof and all such bye-laws so long as they are in force shall be binding upon all the Members provided always that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Constitution of the Company or constitute such an amendment of or addition to these Articles as could lawfully be made only by special resolution.

Power to Appoints Attorneys

- 68 The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

Appointment of Directors

- 69 The number of the Directors shall, unless and until determined by ordinary resolution at a general meeting, be not less than five and not more than twelve. The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act.
- 70 The Rotation of Directors shall apply as provided for under section 1196 of the Act.
- 71 At the first Annual General Meeting of the Company, all the Directors shall retire from office and at the Annual General Meeting in every subsequent year, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
- 72 The term of office of a Director shall be no more than five years, unless otherwise determined from time to time by a resolution at a general meeting.
- 73 The Directors to retire in every year shall be those who have been longest in office since their 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.
- 74 A retiring Director shall be eligible for re-election for a second term of five years but no director shall serve longer than ten years.
- 75 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 of the Company doing so, the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless (a) at such meeting it is expressly resolved not to fill such vacated office; or (b) a resolution for the re-election of such Director has been put to the meeting and lost.
- 76 No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there has been left at the Company's registered office (a) notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and (b) notice in writing signed by the person concerned of his willingness to be elected.
- 77 The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

Removal of Director

- 78 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.

- 79 The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 77. Without prejudice to the powers of the Directors under Article 79, 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 Board member so removed shall be subject to retirement at the same time as if he had become a Board member on the day on which the Board member in whose place he is appointed was last elected a Board member.
- 80 The Directors may at any 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, but so that the total number of Directors of the Company shall not at any time exceed the number, if any, provided for in these Articles. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Board Members who are to retire by rotation at such meeting. The term served by any Board member so appointed up to the date of the next Annual General Meeting following their appointment shall not count as part of the five year term referred to in Article 41.

Disqualification of Director

- 81 The office of a Board member shall be vacated if the Board member:-
- i. holds any other office or place of profit under the Company; or
 - ii. is adjudged bankrupt or makes any arrangement or composition with his creditors generally; or
 - iii. becomes prohibited from being a member of the Board by reason of any order made under the Act; or
 - iv. ceases to be qualified for the position of charity trustee of any charitable organisation pursuant to section 55 of the Charities Act.
 - v. he or she be convicted of an offence other than an offence under the Road Traffic Act, 1961 or any Act amending same (unless the directors otherwise determine),
 - vi. where a director is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or interests in the manner required by section 231 of the Act; or
 - vii. becomes mentally incapable; or
 - viii. resigns his office by notice in writing to the Company; or
 - ix. is for more than 12 months absent, without the permission of the directors, from meetings of the directors during that period.
 - x. is required in writing by all of his co-Directors to resign
- 82 The Company, may by ordinary resolution, of which extended notice has been given in accordance with section 146 and 1198 of the Act if required by that section, 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.

- 83 The Company may, by ordinary resolution, appoint another person in place of a Director removed from office under the last preceding article and, without prejudice to the powers of the Directors to appoint any person to be a director, may appoint any person either to fill a casual vacancy or as an additional director.

Proceedings of Directors

- 84 The Directors may meet together at least four times per year, for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the chairperson shall have a second or casting vote.
- 85 Four Director(s) may, and the Secretary on the requisition of four Director(s) shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who, being resident in the State, is for the time being absent from the State.
- 86 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be four.
- 87 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 Act 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.
- 88 The Board shall elect from amongst their number a Chairperson, who will be Chairperson of the Board and of the Company and a vice Chairperson who will deputise for the Chairperson as required. If at any meeting neither the Chairperson nor vice Chairperson is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to chair the meeting.

Meetings by Telephone, Video and Electronic Communication

- 89 For the purposes of these Articles, the contemporaneous linking together by telephone or other means of electronic communication of a number of Board members not less than the quorum shall be deemed to constitute a meeting of the Board, and all the provisions in these Articles as to meetings of the Board shall apply to such meetings, provided that:
- i. each of the Board members taking part in such a meeting must be able hear, and speak to, each of the other Board members taking part; and
 - ii. at the commencement of such a meeting each Board members must acknowledge his presence and that he accepts that the proceedings will be deemed to be a meeting of the Board.
 - iii. A Board member may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the chairperson of the meeting, and a Board member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the chairperson of the meeting to leave the meeting.

- iv. A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting.

Committees

- 90 The Directors may delegate any of its powers to Committees consisting of such member or members of the Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.
- 91 The Directors may appoint the chairperson of any Committee; if no such chairperson is elected, or if at any meeting of a Committee the chairperson is not present within 15/30 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
- 92 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
- 93 All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.

Written Resolutions

- 94 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.

Company Secretary

- 95 The Company Secretary shall be appointed by the Board for such term and at such remuneration and upon such conditions as it may think fit; and any Company Secretary so appointed may be removed by it.
- 96 The Company Secretary shall carry out all duties normally associated with that office and in particular:
 - i. shall attend general meetings of the Company and meetings of the Board;
 - ii. shall convene meetings;
 - iii. shall keep minutes and other records of the Company;
 - iv. shall conduct correspondence on behalf of the Company;
 - v. shall carry out such other duties as may be required by the Board.

- 97 Anything by the Act or these Articles required or authorised to be done by or to the Company Secretary may be done by or to any assistant or acting Company Secretary, or if there is no assistant or acting Company Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Board.
- 98 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.

Seal

- 99 The Board shall provide and retain in its possession a common seal for the Company.
- 100 The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be
- i. signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and
 - ii. be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them for that purpose.

Accounts

- 101 The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and the Charities Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
- 102 The accounting 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 officers of the Company and by other persons entitled pursuant to the Act.
- 103 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.
- 104 The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
- 105 A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and

Directors' report shall, not less than twenty-one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

Audit

- 106 Auditors shall be appointed and their duties regulated in accordance with Chapters 18 to 21 of Part 6 of the Act.
- 107 Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Indemnity

- 108 Subject to the provisions of and so far as may be permitted by the Act and the Charities Act, every Director, Company Secretary or 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 (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted to be done 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 the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) 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.
- 109 Subject to the provisions of the Act and the Charities Act, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors or officers of the Company including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in good faith in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in connection with their duties, powers or offices.

Notices

- 110 A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.
- 111 Where any Member has furnished his electronic address to the secretary and has not notified the secretary in writing that he no longer wishes to receive communications by electronic mail, then the delivery to him of any notice, document or information by electronic mail (whether contained in the body of the electronic mail message or as an attachment to it) shall be deemed good delivery on the terms set out in sub-paragraph (e) above.

- 112 A notification to a Member of the publication of a notice on a website pursuant to these Articles shall state:
- i. the fact of the publication of the notice on a website;
 - ii. the address of that website and, where necessary, the place on that website where the notices may be accessed and how they may be accessed; and
 - iii. in the case of a notice of a general meeting of Members or class of members:
 - iv. that it concerns a notice of a meeting served in accordance with the Articles or by order of a court, as the case may be;
 - v. the place, date and time of the meeting;
 - vi. whether the meeting is to be an annual general meeting or an extraordinary general meeting; and
 - vii. the address of any other website (if such is the case) where procedures as to voting are stated or facilitated.

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

Names, Addresses and Descriptions of Subscribers

<i>Name</i>	<i>Address</i>	<i>Description</i>
<i>Paddy O'Duffy (Chairperson)</i>	<i>"Portelet", Ulverton Close, Dalkey, Co. Dublin</i>	<i>Retired Civil Servant</i>
<i>Donald Hoodless</i>	<i>Circle Thirty Three Housing, Gr, 1-7 Corsica Street, London, N5 1JG</i>	<i>Chief Executive</i>
<i>Jon Gooding</i>	<i>13 Albany Street, London, NW1 4DT</i>	
<i>Fr. Patsy Carolan</i>	<i>Parish of St. Mary Immaculate, Tyrconnell Road, Inchicore, Dublin 8</i>	<i>Priest</i>
<i>Louise Crowe</i>	<i>79 Abbeyfield, Killester, Dublin 5</i>	<i>Surveyor</i>
<i>Janet Kehelly</i>	<i>10 Elm Road, Donnycarney, Dublin 9</i>	
<i>Moira McCarthy</i>	<i>116 Abbeyfield, Killester, Dublin 5</i>	

Dated the 18th day of July 2003

Witness to the above Signatures:

Name: Mark Ronayne (Solicitor)

*Address: Mark Ronayne Solicitor,
19 Rathfarnham Road,
Terenure,
Dublin 6W*