

6 April 2022

(subject to approval of the Charities Regulator)

COMPANIES ACT 2014

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL**

CONSTITUTION

OF

PARALYMPICS IRELAND

MEMORANDUM OF ASSOCIATION

REINSTATE THE CURRENT MEMORANDUM WITHOUT CHANGE

1. The name of the Company is “Paralympics Ireland” (hereinafter referred as the “Company”).
2. The Company is a Company limited by guarantee, registered under Part 18 of the Companies Act 2014 (“the Act”).

Main Object

3. The Main Object for which the Company is established (the “Main Object”) is to promote, encourage and support the involvement in sport of people with disabilities. of an intellectual, physical, physiological or sensory nature.

Subsidiary Objects of the Company

4. As objects incidental to and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:

- 4.1 To form and be the national representative organisation for and at Paralympic Games and other multi disability championships (European and World) organised by the International Paralympic Committee (hereinafter referred to as “IPC”), or the European Paralympic Committee (hereinafter referred to as “EPC”) or subcontracted by them to a Local Organising Committee (hereinafter called an “LOC”).
- 4.2 To promote sports for high performance athletes with disabilities without discrimination on grounds of political, religious, economic, sexual or racial status, gender identity or sexual orientation.
- 4.3 To seek expansion of the opportunities for high performance athletes to participate in sports and of their access to training programmes to improve their proficiency.
- 4.4 To promote the inclusion in the Paralympic Programme of sports and events for athletes with more severe disabilities and female athletes.
- 4.5 To seek sponsorship from third parties and other commercial opportunities in relation to all Paralympic sports in Ireland subject to the rights of IPC.
- 4.6 To hold title to, develop and license the intellectual property rights, goodwill and associated rights and opportunities relating to paralympic sports in Ireland. In particular, to develop its own Paralympic symbols, logos, flags and other identifications and designations provided that such do not conflict with the Paralympic properties owned by IPC.
- 4.7 Subject to eligibility rules laid down from time to time by IPC to adopt, publish, amend and administer from time-to-time standards of eligibility for selection of Paralympic teams and/or national Paralympic representatives and to do all such acts and things necessary to ensure conformity to and compliance with all such codes and standards by

all persons whether competitors or otherwise having to do with the representation of Ireland at the Paralympic Games.

The Powers of the Company

5. 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.
 - 5.1 To make monetary gifts to persons or other organisations engaged in any way in the fostering sport for persons with disabilities.
 - 5.2 To make gifts, grants, or payments in furtherance of the Main Object of the Company on such terms as may be thought fit.
 - 5.3 To expend money in the purchase, publication or marketing of books, magazines, leaflets, audio and visual aids and equipment and all matters incidental thereto as the Company may deem to be in furtherance of the Main Object.
 - 5.4 To acquire by purchase, lease or otherwise, real or personal property in Ireland or elsewhere solely for the purposes of the furtherance of the purposes of the Company.
 - 5.5 To sell, let, mortgage, or dispose of all or any of the property or assets of the Company as may be expedient, with the view to the promotion of its Main Object including power to let, lease or dispose of any property of the Company to any other charitable body so as to assist or further the acts thereof.
 - 5.6 To accept any gift of property or assets whether subject to any trust or not, for the Main Object of the Company.
 - 5.7 To collect and receive monies and funds for the purposes of the Company by voluntary contributions, offertories, collections, donations, legacies, payments or by any other lawful means.
 - 5.8 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as

regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; 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 purpose

- 5.9 To borrow or raise money for the Main Object of the Company on such terms and on such security as may be thought fit.
- 5.10 To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- 5.11 To establish and to support or aid in the establishment or support any charitable associations or institutions and to establish for charitable purposes only and to engage in work in any way connected with the purposes of the Company or calculated to further its Main Object.
- 5.12 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Body 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 Body 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 Body; 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 Body and to subscribe or guarantee money for charitable objects.

- 5.13 To enter into sponsorship agreements and other arrangements relating to the goodwill associated with the Company and para sports in Ireland on such terms and conditions as may be thought fit.
- 5.14 To own, establish, create, register, market and licence all intellectual property rights relating to Para sports in Ireland on such terms and conditions as may be thought fit.

Income and Property

- 6. The income and property of the Company shall be applied solely towards the promotion of Main Object and the Subsidiary Objects set forth in this Constitution. No portion of the Company income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to any Member of the Company. No charity trustee appointed to any office of the Company shall be paid any 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:

- 6.1 reasonable and proper remuneration to any Member or servant of the Company (not being a charity trustee) for any services rendered to the Company;
 - 6.2 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;
 - 6.3 reasonable and proper rent for premises demised and let by any Member of the Company (including any charity trustee) to the Company;
 - 6.4 reasonable and proper out-of-pocket expenses incurred by any charity trustee in connection with his/her attendance to any matter affecting the Company;
 - 6.5 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;
7. Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as amended or replaced from time to time)

Winding Up

8. 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 the Income and Property clause 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.

9. The liability of the Members is limited.
10. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of same being wound up while he is still a Member or within one year after he ceases being a Member, for payment of the debt and liabilities of the Company contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amount themselves, such amount as may be required not exceeding €1.00.

Additions, Alterations or Amendments

11. No amendment to this Constitution shall be valid unless advance notice in writing of the proposed amendment(s) is given to the Charities Regulator for approval, and the amendment(s) shall not take effect until such approval is received and the provisions of section 1180(1) of the Companies Act 2014 are complied with.

PARALYMPICS IRELAND
ARTICLES OF ASSOCIATION

PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent herewith:

“Act” means the Companies Act, 2014.

“Associate Member” means an organisation who is entered on the Register as such and who has the rights provided for hereafter:

“Athletes Commission” means the forum of athletes advocates appointed by Paralympics Ireland from time to time to ensure athletes representatives are involved in decision making at all levels of the organization;

"Company" means Paralympics Ireland CLG;

“Board” means the Board of Directors of the Company;

"Directors" means the members for the time being of the Board and “Director” shall be construed accordingly.

“ISOD” means the international Organisation of Sports for the Disabled.

“Ireland” means the Island of Ireland.

“Member” means an organisation who for the time being is entered on the Register and who has the rights provided for hereafter:.

“Membership Agreement” means a subsisting and valid executed agreement between the Company and a Member which regulates the relationship between that Company and that Member;

“Multi-Sport Disability Specific Members” means Irish Multi-sport Disability organisation affiliated to an International Organisation of Sports for the Disabled who is a Member of the IPC as the sole representative of a specific impairment group.

“NF” means a National Federation of a sporting body in Ireland whose international federation is at all material times recognized by the IPC offering international competitive opportunities for a sport on the Paralympic Programme as defined by the IPC from time to time;

“Paralympics Ireland Sports Members” means individual sports where the Company is the recognized NF for that sport.

“Para Sports Organisations” means individual sporting organisations which are representatives of Para sports governed by an NF;

“Register” means the register of members required to be kept by section 169 of the Act;

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

"Seal" means the Common Seal of the Company.

2. MEMBERS

- 2.1 The Company may from time to time vary the number of Members or Associate Members and register an increase or decrease in Members and Associate Members.
- 2.2 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 as Members who shall be:
- 2.2.1 An NF, or
 - 2.2.2 a Paralympics Ireland Sports Member, or
 - 2.2.3 a Para Sports Organisation
 - 2.2.4 a Multi-Sport Disability Specific Member
- and who is a party to a Membership Agreement.
- 2.3 Each Member shall nominate in writing either before or in any event no later than twenty-one days after the conclusion of each Annual General Meeting (AGM), one person as its nominee ("Nominee") to attend all meetings of the Company and exercise all voting and other powers of that Member as a Member of the Company.
- 2.4 Each Member shall be entitled to remove and replace its Nominee on not less than seven days' written notice to the Secretary.
- 2.5 Each Member shall, if requested to do so by the Board of Directors, remove and replace its Nominee and do so within seven days of being requested to do so. A Nominee whose nomination the Board has requested be terminated shall not be entitled to attend any meeting of the Company from the date of the Board's request.

- 2.6 Each Member shall have one vote.
- 2.7 Associate Member are persons or organisations elected as Associate Members by the Board from time to time.
- 2.8 Associate Members shall be elected Associate members for a term not exceeding one year and shall be eligible for reelection as Associate Members.
- 2.9 Associate Members shall be entitled to attend meetings of the Company and be heard thereat but shall not have a vote at any meeting.
- 2.10 No category of membership of the Company is transferable and shall cease:-
- 2.10.1 on the Member's dissolution, liquidation or bankruptcy; or
 - 2.10.2 if the Member resigns by serving notice in writing to the Directors of the Company at its registered office or
 - 2.10.3 if a Member ceases to be a party to a Membership Agreement; or
 - 2.10.4 if a Board resolution removing that Member is passed by a majority consisting of not less than two-thirds of the Board Members present at a Special Meeting of the Board convened solely or principally for the purpose of considering such resolution provided the Member in question has been given reasonable notice of said meeting and is afforded a reasonable opportunity of being heard thereat.
- 2.11 The membership of any Associate Member may be terminated by a simple majority vote of the Board at any time.

3. GENERAL MEETINGS

- 3.1 The Company shall hold a general meeting (“AGM”) in every calendar year as its annual general meeting at such time and place as may be determined by the Directors.
- 3.2 All general meetings of the Company other than annual general meetings shall be known as extraordinary general meetings (“EGM”) .
- 3.3 The Board may, whenever they think fit, convene an EGM.
- 3.4 The Directors of the Company shall, on the requisition of a Member holding, or Members holding between them, at the date of the deposit of the requisition, not less than 30% (thirty per cent) of the total voting rights of all the Members forthwith proceed to convene an EGM of the Company.
- 3.5 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.
- 3.6 For the purposes of Articles 3.4 & 3.5 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.
- 3.7 A meeting convened under Articles 3.4 & 3.5 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Directors.
- 3.8 The quorum necessary for the conduct of business at any general meeting of the Company shall be not less than 50% of the Members entitled to attend and vote.
- 3.9 The President shall preside as chairperson at every general meeting of the Company, or if there is no such President, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is

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

3.10 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 by a simple majority vote of those present choose one of their number to be chairperson of the meeting.

3.11 The chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by a simple majority vote of those present, 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.

3.12 Unless a poll is demanded in accordance with Article 7, at any general meeting:

3.12.1 a resolution put to the vote of the meeting shall be decided on a show of hands by a simple majority vote; and

3.12.2 a declaration by the President 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 any such resolution.

3.13 Where there is an equality of votes, the chairperson shall be entitled to a second or casting vote.

3.14 Subject to section 193 of the Act (as modified by section 1208 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 shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. Any such resolution in writing may consist of several documents in like form each signed by one or more Members. Any such resolution 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.

- 3.15 Meetings of the Company may at the discretion of the Board, be convened and held remotely provided all attending remotely shall be able to participate fully and equally in any such meeting.
- 3.16 The Board at its discretion may permit any Member or Associate Member to attend any meeting remotely.
- 3.17 The Board may at its absolute discretion exercised at any time and from time to time, invite persons or organisations to attend and speak but not vote, at any meeting of the Company.

4. NOTICE OF GENERAL MEETINGS

- 4.1 A meeting of the Company, other than an adjourned meeting, shall be called:
 - 4.1.2 in the case of the AGM or an EGM for the passing of a special resolution, by not less than 21 days' notice.
 - 4.1.3 in the case of any other EGM, by not less than 7 days' notice.
- 4.2 Notice of every general meeting of the Company shall be given to every Member and Associate Member.

4.3 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 4.1, be deemed to have been duly called if it is agreed by:

4.3.1 all the Members entitled to attend and vote at the meeting; and

4.3.2 unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.

4.4 Section 218(5) of the Act shall apply to the service of Notices. A notice may be given by the Company to any Member:

4.4.2 Personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the Member or Associate Member at its registered address or email address (or, if not so registered, then to the address or email address last known to the Company). or

4.4.2 Personally or by sending it by post or electronic means on the Nominee of any Member or Associate Member either personally or by sending it by post or electronic means (as

defined in section 2(1) of the Act) to the Nominee at his/her address or email address last known to the Company.

- 4.5 In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
- 4.6 The notice of a meeting shall specify:
- 4.6.1 the place, date and time of the meeting, or if the meeting is to be held remotely the date and time of the meeting and the means of access thereto;
 - 4.6.2 the general nature of the business to be transacted at the meeting;
 - 4.6.3 In the case of a proposed special resolution, the text or substance of the proposed special resolution.
- 4.7 At every AGM the business to be considered shall include but not be limited to;
- 4.7.1 to receive from the Board the financial documents and information set in Article 12.4
 - 4.7.2 to elect the President, the Vice Presidents and the Finance Officer (in any relevant year):
 - 4.7.3 to appoint the auditors;
 - 4.7.4 to decide upon any resolution which may have been properly submitted to the meeting;
 - 4.7.5 notice of any resolutions be proposed at a general meeting;
- 4.8 The names of candidates for election to the office of President, Vice President and Finance Officer together with the name of each nominee's proposer shall be sent to each Member and Associate Member not less than 10 days before the date fixed for the relevant general meeting.

- 4.9 Any Member may propose a resolution for consideration at a meeting of the Company provided same is in writing, seconded by another Member and submitted to the Secretary at least 21 days before the scheduled date of the general meeting at which it is proposed to consider the resolution. An amendment to any such resolution properly before a general meeting of the Company, shall only be accepted and voted on if approved by no less than 50% of the Members attending the meeting.
- 4.10 Proxy voting shall not be permitted at any meeting of the Company.
- 4.11 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.

5. VOTING ON A POLL

- 5.1 At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
- 5.2 A demand for a poll may be made by;
 - 5.2.1 the chairperson of the meeting;
 - 5.2.2 at least three Members attending the meeting.
- 5.3 A demand for a poll may be withdrawn by the person or persons who have made the demand. If a poll is demanded and not withdrawn, it shall be taken in such manner as the chairperson of the meeting directs.
- 5.4 A poll demanded with regard to the election of a President or the election of the chairperson of that meeting on a question of adjournment shall be taken forthwith before the meeting proceeds to any other business.
- 5.5 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 on which a poll is demanded may be proceeded with pending the taking of the poll.

6. DIRECTORS

- 6.1 The number of the Directors shall be not less than eight (8) and unless and until determined by the Company in general meeting, not more than twelve (12).
- 6.2 The elected Board Members shall include a President, a First Vice President, a Second Vice President and a Finance Officer (Collectively “Officers” an

each an “Officer”), an Athletes Commission Representative and at least one other person.

- 6.3 The Athletes Commission Representative shall be nominated by the Athletes Commission provided always that the nomination shall be subject to the approval of the elected Board members (for the purpose of this article, “the Board”). In the event the nomination is not approved by the Board, the Athletes Commission shall nominate an alternative who shall also be subject to Board approval. This process shall be repeated as often as may be necessary until a nominee is approved by the Board.
- 6.4 Within 21 days of the conclusion of each AGM, the elected Board members shall co-opt at least three other persons to the Board. Save as hereafter provided, in doing so the Board shall ensure it achieves a gender balance of 60/40%. In filling any casual vacancy that arises on the Board, the Board shall not be obliged to ensure the maintenance of a gender balance.
- 6.5 To ensure that persons with disabilities are adequately represented on the Board, so that as near as possible 25% of the Board members shall be persons with disabilities.
- 6.6 The term of office for persons elected to the Board or co-opted to the Board pursuant to Article 6.2 and Article 6.4 respectively shall be four years.
- 6.7 No person shall hold the position of a member of the Board of Directors for more than two consecutive terms unless elected to the position of President, and in that event for no more than 12 consecutive years.
- 6.8 Save for the Finance Officer, no Officer shall serve more than two consecutive terms of four years.
- 6.9 Where any Board member has served for three consecutive terms in any capacity, he/she may not serve as a Board member again until at least 4 years have elapsed since he/she was last a Board member.
- 6.10 The Finance Officer shall hold office for a maximum term of four years and may not serve as a Board Member again until at least four years have elapsed

since he/she last served as a Board member, save that at the invitation of the Board an outgoing Finance Officer may serve on the Board for a maximum of six calendar months from the date he or she ceases to be Finance Officer to facilitate an orderly transition to the incoming Finance Officer.

- 6.11 In addition to the power to co-opt in Article 6.4, 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 shall not at any time exceed the permitted number provided for in these Articles. Any Director appointed to fill a casual vacancy or appointed otherwise than pursuant to clause 6.4 shall hold office only until the next annual general meeting and shall then be eligible for election.
- 6.12 The President shall hold office for four consecutive years and shall be eligible for re-election as President once only provided always that if re-elected, he/she will not by serving the full term of that position to which he/she is re-elected, would serve in excess of 12 consecutive years on the Board.
- 6.13 Every candidate for the election to the Board must be nominated by a Member. A candidate cannot nominate himself/herself. Nominations shall be in writing and shall be in the hands of the Secretary at least 21 days prior to the date of the general meeting at which the election is to take place.
- 6.14 The election of the elected members of the Board shall be determined by a simple majority votes of Members by private ballot. In the event of an equality

of votes amongst any candidate, a second vote (and if necessary subsequent votes) shall be taken as between those candidates only.

- 6.15 In the event there is one nominee for the position of President, Vice President or Finance Officer, the nominees shall be deemed elected without the necessity of a vote at the general meeting.
- 6.16 Every nominee for President must have served as a member of the Board for the period of at least one year prior to his or her nomination but not necessarily the preceding year.
- 6.17 A nominee for Vice President or Finance Officer need not have served as a member of the Board prior to his or her nomination or election
- 6.18 At the election next following the adoption of this Constitution, the Officers then elected shall be elected for the following terms of office:
- President 4 years
 - First Vice president 4 years
 - Second Vice President 2 years
 - Finance Officer 3 years.

Thereafter at each subsequent election of Officers, the Officers shall be elected for the terms otherwise provided for in this Constitution.

- 6.19 No remuneration shall be paid under any circumstances to any Director in respect of his/her services as Director, or on any Committee of the Directors. A Director may be paid all travelling, hotel and other expenses properly incurred by him/her in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise necessarily incurred in connection only with the business of the Company. Only those expenses vouched to satisfaction of the Finance Officer will be paid.
- 6.20 The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting 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, subject nevertheless to the

provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Company in general meeting may give. No such 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.

- 6.21 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.
- 6.22 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.
- 6.23 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.
- 6.24 The Company may by ordinary resolution appoint another person in place of a Director removed from office under 6.23. Without prejudice to the powers

of the Directors, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.

6.25 The Company shall cause minutes to be entered in books kept for the purpose:-

6.25.1 of all appointments of officers made by the Directors;

6.25.2 of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;

6.25.3 of all resolutions and proceedings at all meetings of the Company and, of the Directors and of committees of the Directors.

7. PROCEEDINGS OF DIRECTORS

7.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the chairperson shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

7.2 The quorum necessary for the transaction of the business of the Board may be fixed by the Directors, and unless so fixed shall be four (4).

7.3 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.

- 7.4 If at any meeting the President is not present within 15 minutes after the time appointed for holding it, the Directors present shall choose one of their number present to be chairperson of the meeting.
- 7.5 The Directors may delegate any of its powers to Committees consisting of such members of the Board 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 Board. The Board may alter or amend powers vested in any such Committee or terminate the appointment of any such Committee at any time.
- 7.6 The Directors may appoint the chairperson of any Committee; if no such chairperson is appointed, or if at any meeting of a Committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the committee present shall choose one of their number to be chairperson of the meeting.
- 7.7 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.
- 7.8 All acts done by any meeting of the Board or by any person acting as a Member of the Board 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.
- 7.9 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board, 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.

7.10 A meeting of the Board or of a Committee established by the Board may be held remotely and such a meeting shall be deemed to take place –

7.10.1 where the largest group of those participating in the conference is assembled;

7.10.2 if there is no such group, where the chairperson of the meeting then is;

7.10.3 if neither sub-paragraph 7.10.1 or 7.10.2 applies, in such location as the meeting itself decides.

8. DISQUALIFICATION OF DIRECTORS

In addition to the circumstances set out in section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

9. SECRETARY

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

9.2 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.

10. POWERS OF ATTORNEY

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.

11. SEAL

The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director or by some other person appointed for the purpose by the Directors or by a committee of them and be countersigned by the Secretary or by a second Director or by some other person appointed for the purpose by the Directors or by a committee of them.

12. ACCOUNTS

- 12.1 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 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.
- 12.2 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.
- 12.3 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.

12.4 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.

12.5 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.

13. AUDIT

Auditors shall be appointed, and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

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
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