

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION

OF

WEST CORK CARERS SUPPORT GROUP COMPANY LIMITED BY GUARANTEE

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

WEST CORK CARERS SUPPORT GROUP COMPANY LIMITED BY GUARANTEE

1. Name

The name of the Company is West Cork Carers Support Group company limited by guarantee (hereinafter and in the Articles of Association referred to as "the Company").

2. Company type

The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014

3. Main Object

The main object for which the Company is established is to relieve sickness and poverty and to benefit the community in West Cork by promoting the health, wellbeing and quality of life of Carers and those for whom they care, working in areas of support, recognition, information, respite care, networking, training and promoting social inclusion.

4. Powers

The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object.

- a) To raise funds generally and manage same for the benefit of the attainment of the main objects.
- b) To liase, as required, with authorities or organisations or bodies corporate, whether locally, nationally or internationally with a view to the attainment and furtherance of the Companys main objects.
- c) To apply for all licences which may be required to further its main objects.
- d) To carry on other trade or business which can be advantageously carried on by the Company to further its main object.
- e) To purchase, lease, hire, occupy, develop or in any other form or manner acquire or otherwise dispose of any lands, houses, rooms, office buildings or other real and personal property or any rights easements or privileges necessary for the purpose of the Company and to employ and dismiss any person or persons.

- f)** Generally to do all such acts and things which may be conducive or incidental to the attainment of all or any of the main object with full power to the Directors of the Company subject to the provisions of the Articles and Bye-Laws for the time being in force to act for the Company so that the same shall not be repugnant to the objects or to the laws and Statutes of Ireland and for this purpose to amend or vary any of the foregoing objects as shall be thought necessary and proper provided that the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a Trade Union.
- g)** To purchase, take on lease or otherwise acquire any lands, buildings, farms, gardens, or any other property or any estate or interest whatsoever and any rights or privileges or easements over or in respect of any property.
- h)** To construct, maintain, develop and alter any lands, buildings or works necessary or convenient for the purposes of its business.
- i)** To employ, speakers, instructors and lecturers and to provide all necessary appliances, equipment, machinery, goods, supplies, materials and things for the provision of suitable educational training.
- j)** To educate and train personnel as may be deemed expedient for the furtherance of the main object of the Company.
- k)** To organise courses, conferences, seminars and specialist symposia, by media participation, education, and such forms of propagation and publicity as are appropriate and by providing at all times a forum for discussions.
- l)** To accept any gift (whether conditional or unconditional) of property whether or not subject to any special trust for the furtherance of the Company.
- m)** To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Company in the form of loans, donations, subscriptions or otherwise.
- n)** To borrow or raise or secure the payment of money for the purposes of or in connection with the Companys main object, and for the purposes of or in raising of money by the Company to become a member of any building society.
- o)** To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future.
- p)** To receive money on loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any new person or corporation.
- q)** To receive and acquire money by donation, gift, subscription or otherwise and to apply or expend such funds to or upon the main object of the Company directly or indirectly.

- r) 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.
 - s) To draw, make, accept, endorse, negotiate, discount, and execute promissory notes, bills of exchange and other negotiable instruments.
 - t) To invest and deal with the moneys of the Company not immediately required for the purposes of its main object in or upon such investments or securities, and in such manner as may from time to time be determined, prior permission to be obtained from Revenue where it is determined, prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two years.
 - u) To accept payment for any purposes or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid – up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or debenture stock, mortgages or other securities of any company or corporation, or in partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
 - v) To 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 in furtherance of the main object.
- 5.** True account shall be kept of the sums of money received and expended by the Company in the matters in respect of which such receipt or expenditure shall take place of all sales and purchases of goods and services by the Company and of the property, credits and liabilities of the Company, and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force shall be open to the inspection of the members once at least in every year and the accounts shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified auditor or auditors.

6. Limited Liability.

The liability of the members is limited.

7. Undertaking to Contribute.

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 or she is a member or within one year after he ceases being a member or within one year after he or she ceases being a member, for

- a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up; and
- b) the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.00 euro.

8. Income and Property.

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

No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the company of:

- a) reasonable and proper remuneration to any member, officer or servant of the company (not being a Director) for any services rendered to the Company;
- b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
- c) reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the company;
- d) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Company;
- e) fees, remuneration or other benefit in money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company.
- f) 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 for the time being amended, extended or replaced).

9. Additions, alterations or amendments

The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company 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.

10. Winding up

If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 8 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.

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

COMPANIES ACT 2014

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

**ARTICLES OF ASSOCIATION
of**

**WEST CORK CARERS SUPPORT GROUP COMPANY LIMITED BY
GUARANTEE**

PRELIMINARY

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

The “**Act**” means the Companies Act 2014.

The “**Company**” means the above named Company.

The “**Directors**” means the members for the time being of the board of directors of the Company and “**Director**” shall be construed accordingly.

The “**Secretary**” means any person appointed to perform the duties of the Secretary of the Company;

The “**Seal**” means the Common Seal of the Company;

The “**office**” means the registered office for the time being of the Company.

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

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

MEMBERS

2. The number of members with which the Company proposed to be registered is seven but the Directors may from time to time register an increase of members.
3. The subscribers to the Memorandum of Association and such other persons, as the Directors shall admit to membership shall be members of the Company. Membership shall be open to persons who can further the aims and policies of the Company as promulgated

by the Directors and laid down in these Memorandum and Articles of Association.

4. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.

GENERAL MEETINGS

5. All general meetings of the Company shall be held in the State.
6. (1) Subject to paragraph (2), the Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

(2) So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 5, the Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
7. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section ~~132~~ 1203 of the Act. If at any time there are not within the State sufficient Directors members capable of acting to form a quorum any Directors member or any two members of Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

9. Subject to Sections 181 and 191 of the Act an annual General Meeting and a meeting called for by passing of a special resolution shall be called by 21 days notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 7 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business and general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the company entitled to receive notices from the company.
10. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.
12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, four members present in person shall be a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
14. The Chairperson, if any, of the 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 Directors present shall elect one of their number to be Chairperson of the meeting.
15. 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 elect one of their number to be Chairperson of the meeting.
16. 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the Chairperson, or
 - (b) by at least three members present in person, or
 - (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the 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 proceedings of the Company

shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

18. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. A poll demanded on the election of a Chairperson, or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has demanded may be proceeded with pending the taking of the poll.
21. Subject to Section 193 of the Act, a resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

VOTE OF MEMBERS

22. Every member shall have one vote.
23. No member shall be entitled to vote at any general meeting unless all money's immediately payable by him or her to the Company have been paid.
24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered, any 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.
25. Votes may be given personally.

DIRECTORS

26. Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall not be less than seven. The Directors shall consist of a minimum of three carers with these carers representative of the wider body of carers i.e. Alzheimer's carers, carers of special needs and carers of the elderly together with Health Service Executive representatives and such other representatives to be co-opted as the company in general meeting shall otherwise determine.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

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

Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 62 of these Articles whether or not it is actually received by the member intended to be served with such notice.

BORROWING POWERS

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

POWERS AND DUTIES OF EXECUTIVE COMMITTEE

- 28.The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction has not been given.
- 29.The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

30. 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.

31. The Directors shall cause minutes to be made in books provided for the purpose:-

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

DISQUALIFICATION OF DIRECTORS

32. The Office of Director shall be vacated if the Director :-

- (a) holds any office or place of profit under the Company; or
- (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under 3 or chapter 4 of Part 14 of the Act
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) is convicted of an indictable offence unless the Directors otherwise determine; or
- (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 231 of the Act.

VOTING ON CONTRACTS

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

ROTATION OF DIRECTORS

34. At the first Annual General Meeting of the Company, all the Directors shall retire from office and shall be eligible for re-election at the annual general meeting in the subsequent year.

35. The Director shall retire every three years and shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. No Director shall remain in office for more than six years.

36. A retiring Director shall be eligible for re-election.

37. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.

38. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for re-election to the office of Director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office in writing, signed by a Director duly qualified to attend and vote at the meeting for which notice is given, of his or her intention to propose such a person for election, and also notice in writing signed by that person of his or her willingness to be elected.

39. Subject as hereinafter provided the membership of the Board shall not be less than three Directors who are not related and who are independent of each other, 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.

40. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

41. Removal of Directors

The Company may by ordinary resolution of which extended notice given in accordance with Section 146(3) 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 or her and the Company.

42. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 51. Without prejudice to the powers of the Directors under Article 50 the Company in general meeting may appoint any person to be a Director member, either to fill a casual vacancy or as additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he or she is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

43. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, but such meetings shall be held once at least every

quarter year. Questions arising at any meeting shall be decided by a majority of votes. Where there is any equality of votes, the Chairperson shall have a second or casting vote. By notice in writing to the Chief Management Officer or the Secretary, and with not less than 24 hours notice of the date, time and venue for the meeting, any two and two Non-Directors may requisition the convening of a meeting of the Directors. The Secretary on receipt of said notice shall immediately proceed to summon such meeting with not less than 24 hours notice to those entitled to attend. 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.

44. 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 Directors.
45. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Director, the continuing Director may act for the purpose of increasing the number of Director to that number or of summoning a general meeting of the Company, but for no other purpose.
46. The Directors may elect a Chairperson of their meetings and determine the period for which he or she is to hold office, but, if no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the Director present may choose one of their number to be Chairperson of the meeting.
47. The Directors may delegate any of their powers to committees consisting of such member or members as they think fit; any sub-committees so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
48. A sub-committee may elect a Chairperson of its meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
49. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote.
50. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
51. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

52. 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.

53. 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 as Director and as, or in place of, the Secretary

THE SEAL

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

ACCOUNTS

56. The Directors shall cause proper books of accounts to be kept relating to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the company.

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

57. The books of account shall be kept at the office or, subject to section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

58. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.

59. The company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act. The Directors shall cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the

Company.

60. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

61. Auditors shall be appointed and their duties regulated in accordance with Part 6 of the Act

NOTICES

62. A notice may be given by the Company to any member either personally or by sending it by post to him or her to his/her registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.

63. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member
- (b) the Auditor for the time being of the Company
- (c) non-members as deemed appropriate by Directors.

No other person shall be entitled to receive notices of General Meetings.