

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

**MONAGHAN INTEGRATED DEVELOPMENT
COMPANY LIMITED BY GUARANTEE**

Amended By:

CLS Chartered Secretaries

Enterprise House,

O'Brien Road,

Carlow.

Company Number: 463952

Date of Incorporation: 5th November 2008

COMPANIES ACT 2014
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OF
MONAGHAN INTEGRATED DEVELOPMENT COMPANY LIMITED
BY GUARANTEE

MEMORANDUM OF ASSOCIATION

(as amended by Special Resolution dated day of 2016)

1. Name

The name of the Company is MONAGHAN INTEGRATED DEVELOPMENT COMPANY LIMITED BY GUARANTEE.

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

4. Subsidiary Objects

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

- 4.1 To promote social inclusion through community initiatives and through inputting as required into policy formulation at the local and national levels;
- 4.2 To promote and support economic development and to increase employment and enterprise, including and in particular through the provision of education and training and to input as required into policy formulation at the local and national levels;
- 4.3 To promote wider participation in voluntary activity and to promote the networking of community and voluntary organisations;

- 4.4 To provide local community rural development and or local community urban development through community initiatives for social, economic and cultural renewal;
- 4.5 To promote social inclusion, to promote economic development, to increase employment and enterprise, including and in particular through the provision of education and training and promote wider participation in voluntary activity;
- 4.6 To provide support through initiatives involving the allocation of grant monies;
- 4.7 To have regard to the strategic objectives as set out in the National Rural Development Programme and or the Local Development Social Inclusion Programme and such other extending or replacing Programmes as may from time to time be adopted by the Government of Ireland;
- 4.8 To work as a development agency in conjunction and liaison with European and State agencies, structures and local authorities in seeking to achieve its objectives;
- 4.9 To adopt a cohesive approach with other national and local agencies to ensure an integrated approach to service delivery at local level.
- 4.10 To support the development of resource based activities including business, tourism, forestry and environment, fisheries, agriculture, culture and heritage;
- 4.11 To promote equality of opportunity in the assessment of applications for aid; and
- 4.12 To promote, support, assist and engage in activities in support of the development of infrastructure.

5. **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:

- 5.1 To raise funds by appealing for and inviting contributions (whether periodical or otherwise, absolute or conditional) from any person or body by way of donation, covenant, grant, loan, legacy or subscription and to accept donations upon any special trusts within the limits of the objects for which the Company is established.
- 5.2 To accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Company and generally to manage, invest and expend all monies belonging to the Company in furtherance of its main objects.
- 5.3 To invest and deal with the monies of the Company not immediately required for the purposes of its objects in or upon such investments, securities or property or otherwise in such manner as may be thought fit and to manage and

deal in same as may be thought fit by the Company, subject to such conditions (if any) as may for the time being be imposed or required by law and PROVIDED THAT prior approval is obtained from the Charities Regulatory Authority where it is intended to accumulate capital for a period in excess of two years.

- 5.4 To take and hold shares in any other company or companies having objects similar to the main objects of this Company.
- 5.5 To maintain and operate bank accounts and to draw, accept, endorse and issue cheques and other negotiable or transferable instruments.
- 5.6 To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- 5.7 To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit including the power to pay interest on any money so raised or borrowed, and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- 5.8 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 by 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.
- 5.9 To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the objects of the Company.
- 5.10 To accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, PROVIDED THAT prior approval is obtained from the Revenue Commissioners where it is intended to accumulate capital for a period in excess of two years.
- 5.11 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of these objects or of similar charitable purposes and to exchange information and advise them.
- 5.12 To make donations for charitable purposes either in cash or assets which the Company may deem expedient.

- 5.13 To amalgamate with any other charitable company whose objects are similar to those of this Company.
- 5.14 To purchase or otherwise acquire lands, buildings, premises of every nature and kind for any estate or interest therein and to mortgage, sell, lease or otherwise dispose of same as the Company may think fit and to insure, repair, protect, renew and safeguard such property as the Company may think fit.
- 5.15 To construct all buildings and conveniences, whether of a permanent or temporary nature, which may seem directly or indirectly conducive to any of the Company's main objects, and to conduct, hold or promote meetings, lectures, shows and exhibitions to further the Company's main objects.
- 5.16 To construct, erect, enlarge, build, acquire and maintain houses and other buildings and works and to alter and improve the same including any existing buildings; to provide the same with such facilities as the Company deems appropriate and with light, water, drainage and all other necessaries, and to maintain the same.
- 5.17 To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold, afforest, farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, houses, property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- 5.18 To develop and turn to account any land acquired by the Company or in which it is interested in any manner it deems fit including, without limitation, by laying out and preparing same for building purposes, constructing, improving, maintaining, decorating, altering, pulling down and fitting out buildings and structures, and by planting, paving, draining, cultivating or farming same and by construction of lakes and other water features, and altering or improving bridges, watercourses, reservoirs and wharves and to provide gardens, greenhouses and grounds for recreation and amusement.
- 5.19 To furnish and provide the Company's property with such equipment, furniture, machinery and property of every description as the Company may think desirable for its purposes.
- 5.20 To acquire, develop and produce copyrights, inventions, rights or productions, licences and privileges and other rights and interests in the publication, display, recording, presentation and reproduction of works or music, pictures, books, songs, art, films, videos, computer programmes, computer data and other works, to deal with such rights and interests, to grant licences or copyright in respect of any property of the Company, to buy, sell and deal in musical instruments, musical manuscripts, scores and/or parts published or otherwise, to make all necessary arrangements, agreements and contracts with the

publishers and owners of the copyrights and to act as musical, educational and artistic agents.

- 5.21 To incorporate any company or companies in the State for the purpose of acquiring all or any of the property or liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- 5.22 To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with, or for co-operation, or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- 5.23 To enter into arrangements, agreements, contracts and engagements with individuals, administrators, managers, groups, unincorporated associations or societies, statutory or corporate bodies, State or semi-State bodies or other persons or authorities necessary and proper for the carrying into effect of the main objects mentioned in this memorandum and subject to the terms of such arrangement, agreements, contracts and engagements to sell any resulting rights acquired by the Company as it thinks fit.
- 5.24 To apply to any Government or any Minister or any other person or bodies for the advance of monies by way of grant to finance the work of the Company and to apply such monies accordingly subject to any conditions or restrictions which may be attached to such grant.
- 5.25 To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main objects, and to obtain from any such Government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions,
- 5.26 To advise and co-operate as appropriate with any relevant Government Departments or authorities on any matters concerned directly or indirectly with the main objects of the Company.
- 5.27 To carry out researches, investigations and experimental work of every description in relation to any of the main objects herein mentioned.
- 5.28 To engage in any kind of publicity for the purposes of fostering the main objects of the Company and to publish on the internet, print, produce, manufacture, direct, broadcast, publish and distribute and arrange the printing or other means of production or reproduction, publication and distribution of any literature, catalogues, programmes, music, periodicals, films, videos, television

programmes, sound recordings, computer programmes, books, posters or leaflets as the Company thinks fit.

- 5.29 To employ such persons to perform such duties on such terms as the Company may think fit including agents either within or outside the State and remunerate any person, firm or company rendering services to the Company either by payment or otherwise and to prepare and implement a scheme or schemes in respect of the granting of pensions, gratuities and other allowances on retirement to or in respect of the staff of the Company and pay all or any of the expenses incurred in connection with the formation, promotion, incorporation or administration of the Company; the remuneration, tenure of office and other conditions of service of every person appointed or engaged by the Company shall be such as the Company shall determine having regard to norms applying to similar posts in the public and private sectors.
- 5.30 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 dependants of such person including forming and contributing to any person, provident and benefit funds or insurance schemes for the benefit of such persons.
- 5.31 To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
- 5.32 To establish and organise branches and subsidiaries of the Company.
- 5.33 To appoint and constitute such advisory groups, sub-committees and working groups as the Board of Directors may think fit.
- 5.34 To pay all and any expenses, including project management and legal expenses of, incidental to or incurred in connection with the drafting of the Company's Constitution, the formation and incorporation of the Company, the obtaining of legal and other advice on the governance of the Company, the raising of its loan or other capital, the attainment of charitable status and, generally, any other expenses directly or indirectly related to the establishment of the Company and to contract with any person or company to pay the same.
- 5.35 To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone, in partnership or in conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main objects by any person or company.
- 5.36 To carry on any business which may seem to the Company capable of being conveniently carried on in connection with its objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
- 5.37 To do all such other things as may be deemed incidental or conducive to the attainment of the main objects.

PROVIDED THAT:

- (a) 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;
- (b) 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.

And it is hereby declared that in the construction of this Clause and Clauses 3 and 4, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

And it is hereby further declared that in the construction of this Clause and Clauses 3 and 4, the word "person" shall be deemed to include a body corporate and an unincorporated body of persons as well as an individual and that words denoting the singular number only shall include the plural number and vice versa.

6. Income and Property

- 6.1 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.
- 6.2 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:
 - (a) reasonable and proper remuneration to any member 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 their attendance to any matter affecting the Company;
 - (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.
 - (f) 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).

7. 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.

8. 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 6 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object 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. Limited Liability

The liability of the members is limited.

10. Undertaking to Contribute

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

- (a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
- (b) the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.

COMPANIES ACT 2014
CONSTITUTION
OF
MONAGHAN INTEGRATED DEVELOPMENT COMPANY LIMITED BY
GUARANTEE

ARTICLES OF ASSOCIATION

(as amended by Special Resolution dated day of 2016)

1. The regulations contained in the Companies Act 2014 shall apply to the Company save to the extent they are excluded, modified or supplemented by this constitution.

2. In these Articles:

- “the Act”** means the Companies Act 2014;
- “the Chairperson”** means the Director appointed as Chairperson in accordance with Regulation 116 and all references in the Acts to “chairman” shall in relation to the Company be construed as references to the Chairperson;
- “The Company”** means the above named Company;
- “Community and Voluntary Director(s)”** means a person appointed by the Community and Voluntary (NSP) Sector in the Company’s area of operation recognised from time to time by the Board of Directors in accordance with these Articles;
- “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;
- “Pillar”** means a constituent element of a Sector as determined by the Board of Directors acting in accordance with the guidelines of the Department, to be the appropriate Pillars to nominate Directors to the Company;
- “secretary”** means any person appointed to perform the duties of the secretary of the Company;
- “the Seal”** means the common seal of the Company;
- “Sector”** means a part or branch of the economy, or of a particular industry or activity and where used here shall constitute a reference to the Local Government Sector, the National Social Partners Sector (excluding the community and voluntary representatives), the Community and Voluntary Sector (NSP) and the Statutory Sector;
- “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 references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

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

MEMBERS

3. The number of members with which the Company proposes to be registered is eight (8) but the directors may from time to time register an increase of members.
4. The subscribers to the memorandum of association of the Company shall be deemed to have agreed to become members of the Company, and, on its registration, shall be entered as members in its register of members.
5. Membership of the company shall be as follows: -
 - 5.1 Business members who operate within the county and who support the ethos of the company shall have the following rights: -
 - 5.1.1 to be connected through an information network;
 - 5.1.2 shall be entitled to attend and participate at general meetings of the company;
 - 5.1.3 to elect one (1) of their number to be a member of the Board.
 - 5.2 Organisations operating within the Community and Voluntary sector within the county shall be entitled to membership of the company and shall have the following rights: -
 - 5.2.1 to be connected through an information network or networks;
 - 5.2.2 each such organisation shall be entitled to nominate one person to attend and participate at general meetings of the company;
 - 5.2.3 to elect eight (8) of their number to be members of the Board.
 - 5.3 Twelve members who shall also be members of the Board shall be nominated by their/pillar or sector as follows: -
 - 5.3.1 The Local Government Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate three (3) elected representatives and one (1) member of the executive to be members and Directors each of whom shall automatically be appointed to the Board.
 - 5.3.2 The National Social Partners Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate four (4) persons to be members and Directors, each of whom shall automatically be appointed to the Board.
 - 5.3.3 The Statutory Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate four (4) persons to be members and Directors, each of whom shall automatically be appointed to the Board.
 - 5.3.4 The Environmental Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate one (1) person to be a member and Director, who shall automatically be appointed to the Board.
 - 5.4 The Board shall at their absolute discretion be entitled to co-opt up to five (5) persons to become members and Directors having regard to such matters as gender balance and the expertise which such individuals could bring to the

Board.

6. Where the Company has increased the number of its members beyond the registered number, it shall, within 15 days after the date on which the increase was resolved on or took place, deliver particulars of the increase to the Registrar.
7. The rights and liabilities attaching to any members of the Company may be varied from time to time by a special resolution of the Company.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

8. Membership of the Company is not transferable and shall terminate on either of the following:
 - 8.1 ceasing to act as a director of the Company for any reason;
 - 8.2 the death or bankruptcy of a member.
9. A member may resign his or her membership by serving notice in writing to that effect upon the directors at the registered office of the Company, such notice to expire no earlier than the date of service of the notice of resignation.
10. The directors may require a member to resign his or her membership by serving notice upon the member terminating his or her membership to expire no earlier than the date of service of the notice of termination.

GENERAL MEETINGS

11. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
12. An annual general meeting of the Company or an extraordinary general meeting of the Company may be held inside or outside of the State.
13. An annual general meeting may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.
14. All general meetings of the Company, other than annual general meetings, shall be known, and in the Act are referred to as "extraordinary general meetings".
15. The directors of the Company may, whenever they think fit, convene an extraordinary general meeting.
16. If, at any time, there are not sufficient directors capable of acting to form a quorum, any Director of the Company or any member 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.

17. The directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.
18. 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.
19. 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.
20. Any reasonable expenses incurred by the requisitionists by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitionists by the company and any sum so repaid shall be retained by the company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.
21. For the purposes of Regulations 17 to 20, 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.
22. A meeting convened under Regulation 19 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 MEETING

23. Notice of every general meeting of the Company ("relevant notice") shall be given to:-
 - 23.1 every member;
 - 23.2 the statutory auditors, unless the Company availed itself of the audit exemption under Section 360 or Section 365 of the Act.; and
 - 23.3 the directors and secretary of the Company.
24. Provided the members consent, the Company permits the use of electronic means to serve or give the notice or the conditions specified in Section 218(4) of the Act are satisfied, by electronic means in accordance with Section 218 of the Act.
25. A meeting of the Company, other than an adjourned meeting, shall be called:-
 - 25.1 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;
 - 25.2 in the case of any other extraordinary general meeting for the passing of an ordinary resolution, by not less than 7 days' notice.
26. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Regulation 25.1 and Regulation 25.2 of this Constitution, be deemed to

have been duly called if it is so agreed by:-

- 26.1 all the members entitled to attend and vote at the meeting; and
 - 26.2 unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under Section 360 or 365 (and, where relevant, Section 399 has been complied with in that regard), the statutory auditors of the Company.
27. The notice of a meeting shall specify:
- 27.1 the place, date and time of the meeting;
 - 27.2 the general nature of the business to be transacted at the meeting;
 - 27.3 in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
 - 27.4 with reasonable prominence a statement that:
 - 27.4.1 a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act;
 - 27.4.2 a proxy need not be a member;
 - 27.4.3 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.
28. 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.

SERVICE OF NOTICES ON MEMBERS AND THE COMPANY

29. A notice required or authorised to be served on or given to a member of the Company pursuant to a provision of the Act or this constitution shall, save where the means of serving or giving it specified in Regulation 29.4 is used, be in writing and may be served on or given to the member in one of the following ways:
- 29.1 by delivering it to the member;
 - 29.2 by leaving it at the registered address of the member;
 - 29.3 by sending it by post in a prepaid letter to the registered address of the member;
or
 - 29.4 by electronic means; and
- each of the members of the Company hereby consents to the use of electronic means in the form of email to serve or give notices in relation to them and further agrees to provide the Company with an email address to which notices may be served or given.
30. Any notice served or given in accordance with Regulation 29 shall be deemed, in the absence of any agreement to the contrary between the Company (or, as the case may be, the officer of it) and the member, to have been served or given:

- 30.1 in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
 - 30.2 in the case of its being left, at the time that it is left;
 - 30.3 in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address):-
 - 30.3.1 on a Friday - 72 hours after despatch; or
 - 30.3.2 on a Saturday or Sunday - 48 hours after despatch;
 - 30.4 in the case of electronic means being used in relation to it, twelve hours after despatch, but this Regulation is without prejudice to Section 181(3) of the Act.
31. In addition to the means of service of documents set out in Section 51 of the Act, a notice or other document may be served on the Company by an officer or member of the Company by email provided, however, that the Directors have designated an email address for that purpose and notified that email address to its members and officers for the express purpose of serving notices on the Company.

QUORUM

- 32. No business shall be transacted at any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business.
- 33. Eight members of the Company present in person or by proxy at a general meeting of it shall be a quorum.
- 34. If within 30 minutes after the time appointed for a general meeting a quorum is not present, then:-
 - 34.1 where the meeting has been convened upon the requisition of members, the meeting shall be dissolved;
 - 34.2 in any other case:-
 - 34.2.1 the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine; and
 - 34.2.2 if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall be a quorum.

PROXIES

- 35. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her.
- 36. 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.

37. The instrument appointing a proxy (the “instrument of proxy”) shall be in writing:-
- 37.1 under the hand of the appointer or of his or her attorney duly authorised in writing;
or
- 37.2 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.
38. The instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company concerned or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be so deposited not later than the following time.
- That time is:-
- 38.1 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 38.2 in the case of a poll, 24 hours before the time appointed for the taking of the poll.
39. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in Section 2 of the Act) and this Regulation likewise applies to the depositing of anything else referred to in the preceding Regulation.
40. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:-

Monaghan Integrated Development Company Limited by Guarantee (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:

REPRESENTATION OF BODIES CORPORATE AT MEETINGS

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

PROCEEDINGS AT GENERAL MEETING

42. The business of the annual general meeting shall include:-
- 42.1 the consideration of the Company’s statutory financial statements and the report of the directors and, unless the Company is entitled to and has availed itself of the audit exemption under Section 360 or Section 365 of the Act, the report of the statutory auditors on those statements and that report;
 - 42.2 the review by the members of the Company’s affairs;
 - 42.3 the authorisation of the directors to approve the remuneration of the statutory auditors (if any);
 - 42.4 save where the Company is entitled to and has availed itself of the audit exemption, the appointment or re-appointment of statutory auditors.
 - 42.5 The election and re-election of directors.
43. The chairperson, if any, of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
44. If at any meeting no director is willing to act as chairperson or if no director is present within 30 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
45. 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.
46. 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.
47. 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.
48. Unless a poll is demanded in accordance with Regulations 55 to 60, at any general meeting:-
- 48.1 a resolution put to the vote of the meeting shall be decided on a show of hands; and

- 48.2 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.
49. 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 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.

VOTES OF MEMBERS

50. Every member shall have one vote.
51. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote.
52. Each of the following:
- 52.1 a member of unsound mind;
- 52.2 a member who has made an enduring power of attorney;
- 52.3 a member in respect of whom an order has been made by any court having jurisdiction in cases of unsound mind;
- may vote, whether on a show of hands or on a poll, by his or her committee, donee of an enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.
53. No member shall be entitled to vote at any general meeting of the Company unless all moneys immediately payable by him or her to the Company have been paid.
54. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

RIGHT TO DEMAND A POLL

55. 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).
56. A demand for such a poll may be made by:-
- 56.1 the chairperson of the meeting;
- 56.2 at least 3 members present in person or by proxy;
- 56.3 any member or members present in person or by proxy and representing not less than 10 per cent of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.
57. Subject to Regulation 58 if a poll is duly demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be

the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.

58. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.
59. 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.
60. The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Regulation 56, a demand by a person as proxy for a member shall be the same as a demand by the member.
61. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes:-
 - 61.1 use all his or her votes; or
 - 61.2 cast all the votes he or she uses in the same way.

RESOLUTIONS

62. 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.
63. Any such resolution passed in writing may consist of several documents in like form each signed by one or more members.
64. 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, the statement shall be prima facie evidence that it was signed by him or her on that date.
65. The Company shall retain those documents as if they constituted the minutes of the proceedings of a general meeting of the Company; without prejudice to the requirement (by virtue of Section 199(1)) of the Act that the terms of the resolution concerned be entered in books kept for the purpose, the requirement under Section 193(7) of the Act that the foregoing documents be retained shall be read as requiring those documents to be kept with the foregoing books.

MINUTES OF PROCEEDINGS OF MEETINGS

66. The Company shall, as soon as may be after their holding or passing, cause:-
 - 66.1 minutes of all proceedings of general meetings of it, and
 - 66.2 the terms of all resolutions of it,to be entered in books kept for that purpose; all such books kept by the Company shall be kept at the same place.

67. Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.

ANNUAL SUBSCRIPTION

68. The directors shall be entitled from time to time to determine any Annual Subscription to be payable by any member of the Company. Such subscription shall be payable in advance on the 1st day of January each year. A person becoming a member of the Company after the 1st day of January in any year may be required by the directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to the 1st day of January in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attached to the Life Subscriptions shall be determined by the directors in their absolute discretion from time to time.

DIRECTORS

69. 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 twenty seven (27).
70. Every person appointed as a director of the Company shall automatically become a member of the Company.
71. No person who is employed by the Company may become a Director.
72. The first directors of the Company shall be those persons determined in writing by the subscribers of the constitution or a majority of them.

APPOINTMENT OF DIRECTORS

73. Any purported appointment of a director without that director's consent shall be void.
74. The Board of Directors shall from time to time review the nominating Pillars so as to ensure that they continue to be the appropriate Pillars to nominate persons as Directors of the Company.
75. Directors shall be appointed to the Company as follows: -
- 75.1 The Community & Voluntary Sector shall elect eight (8) persons to be Directors.
 - 75.2 The Business and Enterprise Sector shall elect one (1) person to be Director.
 - 75.3 The Local Government Sector shall nominate three (3) elected representatives and one (1) member of the executive to be Directors.
 - 75.4 The National Social Partners Sector shall nominate four (4) persons to be Directors.
 - 75.5 The Statutory Sector shall nominate four (4) persons to be Directors.
 - 75.6 The Environmental Sector shall nominate one (1) person to be a Director.
 - 75.7 The Board shall at its sole discretion be entitled to nominate or co-opt up to five (5) persons to be Directors.
76. Subsequent directors of the Company may be appointed by the members in general meeting, provided that no person other than a director retiring at the meeting shall, save where recommended by the directors, be eligible for election to the office of director at

any general meeting unless the requirements of Section 144(4) of the Act as to his or her eligibility for that purpose have been complied with.

77. The directors of the Company may from time to time appoint any person to be a director of the Company, either to fill a casual vacancy or as an addition to the existing directors of the Company but so that the total number of Directors of the Company shall not at any time exceed the number, if any, provided for in this constitution.
78. Any director appointed in accordance with Regulation 77 shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

REMOVAL OF DIRECTOR

79. The Company may by ordinary resolution of which extended notice has been given remove a director in accordance with Section 146 of the Act before the expiration of his or her period of office, notwithstanding anything in the constitution or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
80. The Company may, by ordinary resolution appoint another person in place of a director removed from office under Section 146 of the Act. Without prejudice to the powers of the directors under Section 144(3)(b) of the Act, the Company in general meeting may appoint any person to be a director, either to fill a casual vacancy or as an additional director.

VACATION OF OFFICE

81. The office of director shall be vacated if the director:-
 - 81.1 holds any office or place of profit under the Company; or
 - 81.2 is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
 - 81.3 becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act.
 - 81.4 the director resigns his or her office by notice in writing to the Company; or
 - 81.5 the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or
 - 81.6 a declaration of restriction is made in relation to the director and the directors, at any time during the currency of the declaration, resolve that his or her office be vacated; or
 - 81.7 the director is sentenced to a term of imprisonment following conviction of an indictable offence;
 - 81.8 Becomes a member of Dáil Éireann, Seanad Éireann or the European Parliament;
 - 81.9 Is requested in writing by a majority of his or her fellow directors to resign;

- 81.10 Is requested in writing by the Pillar or Sector which nominated him or her to resign;
- 81.11 the director is absent for three or more consecutive meetings of the Board, without the permission of the directors, from meetings of the directors held during that period;
- 81.12 ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.
- 81.13 Ceases to be a Member of the Company and should any of the foregoing events transpire and a Director is deemed to retire and cease to be a Director, that Director may not be re-nominated by any Pillar or Sector PROVIDED ALWAYS that the Pillar or Sector that had nominated that Director (the "First Director") shall be entitled to nominate another person as Director and for the purpose of rotation, that person shall be deemed to have been appointed on the date the First Director was appointed and be eligible to rotate accordingly.

ROTATION OF DIRECTORS

82. At the first annual general meeting of the Company all the directors shall retire from office.
83. At the annual general meeting in every subsequent year, one-third of the directors (except the Chairperson) 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.
84. 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 among themselves) be determined by lot.
85. A retiring director shall be eligible for re-election.
86. A Directors' term of office shall be from the date of co-option or appointment to the date of retirement in accordance with Regulation 83.
87. A Director who retires by rotation may, if willing to act and if re-nominated by any Pillar or Sector, or if previously co-opted by the Board may be re-appointed a Director for further terms.
88. Where a person who is a First Director is nominated by any Pillar or Sector to be a Director of the Company he or she shall continue to be a Director of the Company and shall be eligible for retirement in accordance with Regulation 83.
89. Where a Director retires before his term of office has expired, a replacement Director nominated by the relevant Pillar or Sector or having been co-opted by the Board shall be deemed to start a new term of office from the date of his appointment.
90. The Company, at the meeting at which a director retires in any of the foregoing instances, may fill the vacated office by electing a person to it.
91. In default of the Company doing so, the retiring director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless:-

91.1 at such meeting it is expressly resolved not to fill such vacated office, or

91.2 a resolution for the re-election of such director has been put to the meeting and lost.

92. 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.

POWERS AND DUTIES OF DIRECTORS

93. The business of the Company shall be managed by its directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by the constitution, required to be exercised by the Company in general meeting, but subject to:-

93.1 any regulations contained in this constitution;

93.2 the provisions of the Act; and

93.3 such directions, not being inconsistent with the foregoing regulations or provisions, as the Company in general meeting may (by special resolution) give.

94. However, no direction given by the Company in general meeting under Section 158 (1)(c) of the Act shall invalidate any prior act of the directors which would have been valid if that direction had not been given.

95. Without prejudice to the generality of Regulation 93 of this constitution, Regulation 93 operates to enable, subject to a limitation (if any) arising under any of the subparagraphs 93.1 to 93.3 of it, the directors to exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof.

96. 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.

97. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

98. Each cheque, promissory note, draft, bill of exchange or other negotiable instrument, and receipt for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the directors of the Company shall from time to time by resolution determine.

REMUNERATION OF DIRECTORS

99. 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 Regulation 96. 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.

PROCEEDINGS OF DIRECTORS

100. The directors of the Company may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
101. Questions arising at any such meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.
102. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.
103. All directors shall be entitled to reasonable notice of any meeting of the directors but, if the directors so resolve, it shall not be necessary to give notice of a meeting of directors to any director who, being resident in the State, is for the time being absent from the State.
104. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.
105. 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.
106. 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 30 minutes after the time appointed for holding it, the directors present may choose one of their number to be chairperson of the meeting.
107. The directors may establish one or more 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.
108. 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 fifteen 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.
109. 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.
110. A resolution in writing signed by all the directors of the Company, or by all the members

of a committee of them, and who are for the time being entitled to receive notice of a meeting of the directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held. The resolution may consist of several documents in like form each signed by one or more directors and for all purposes shall take effect from the time that it is signed by the last director.

111. A meeting of the directors or of a committee established by the directors may consist of a conference between some or all of the directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:-

111.1 a director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and

111.2 such a meeting shall be deemed to take place:-

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

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

111.2.3 if neither subparagraph 104.2.1 or 104.2.2 applies, in such location as the meeting itself decides.

MINUTES OF PROCEEDINGS OF DIRECTORS

112. The Company shall cause minutes to be entered in books kept for that purpose of:-

112.1 all appointments of officers made by its directors;

112.2 the names of the directors present at each meeting of its directors and of any committee of the directors;

112.3 all resolutions and proceedings at all meetings of its directors and of committees of directors.

113. Such minutes shall be entered in the foregoing books as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.

CHAIRPERSON

114. The Directors shall elect one of their number to be the Chairperson of the Company.

115. Every Chairperson appointed shall hold office until the end of the third Annual General Meeting following his or her appointment, whereupon he or she shall retire from office as both Chairperson and as a Director and also cease to be a Member of the Company.

116. A Chairperson who retires in accordance with Regulation 115 may, if willing to act and if re-nominated by any Pillar/Sector, or co-opted by Directors in an ex-officio capacity,

be re-appointed a Director.

117. If the Chairperson is not present within 15 minutes after the time appointed for holding of any meeting the Directors present at a meeting may choose one of their number to be chairperson of that meeting.

THE CHAIRPERSON'S DUTIES

118. The duties and responsibilities of the Chairperson shall include (but not be limited to):
- 118.1 Overseeing the governance and performance of the Company, setting the agenda for meetings and facilitating the effective contribution of other Directors;
 - 118.2 In conjunction with the other Directors and working with the Chief Executive Officer, ensuring that there are appropriate strategies in place to implement the policies of the Company;
 - 118.3 Leading and representing the Board to the Chief Executive Officer and employees of the Company and ensuring that they are appraised and remunerated in accordance with agreed standards;
 - 118.4 Chairing meetings of the Board of Directors and ensuring that the Board functions effectively and efficiently;
 - 118.5 Preparing and providing relevant Government Departments an annual statement in respect of the accounts of the Company for the preceding financial year and such other matters as may be required from time to time;
 - 118.6 In the event of an equality of votes, the Chairperson shall have a second or casting vote.

ALTERNATE DIRECTOR

119. A director may not appoint an alternate director.

ADVISORY GROUPS

120. The Directors may establish an Advisory Group, Working Groups or Sub Committees composed of persons who may or may not be Directors of the Company (hereinafter referred to as Members) for the purpose of considering and making recommendations to the Directors on any matter referred to them by the Directors, having such terms of reference which may, without prejudice to the generality of the foregoing, include the evaluation of applications for grant assistance, and which contribute to the effective implementation of the strategic plan as the Directors may from time to time prescribe and carry out any function as delegated by the Board.
121. An Advisory Council or Councils so established shall have no decision-making power and shall operate exclusively to make recommendations to the Directors which recommendations the Directors may accept or reject as they see fit in the Directors' absolute discretion.
122. An Advisory Group / Working Group / Sub Committee may elect a Chairperson to chair its meetings; if no such Facilitator is elected, or if at any meeting the Facilitator is not

present within fifteen minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairperson of the meeting.

123. An Advisory Group / Working Group/ Sub Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote.

CONFLICTS OF INTEREST

124. It shall be the duty of a director of the Company who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, to declare the nature of his or her interest at a meeting of the directors of the Company in accordance with Section 231 of the Act.
125. Subject to the other provisions of the Act, a director may not vote in respect of any contract, appointment or arrangement in which he or she is interested and he or she shall not be counted in the quorum present at the meeting.
126. On his or her appointment and thereafter where any change occurs, each Director shall furnish to the Company Secretary full particulars of his or her interests which shall include his or her employment, all business interests and community involvement, including voluntary work for charities (hereinafter referred to as "Interests") which might involve a conflict of interest or might materially influence the Director in relation to the performance of his or her functions as a member of the Board or his or her partiality. This duty to disclose Interests is without prejudice to the obligation in Regulation 127 to make specific disclosure of Interests which obligation must always be complied with.
127. Each Director shall declare at a meeting of the Directors of the Company the nature of his or her Interests in:
- 127.1 Any application to the Company for financial or other support; or
 - 127.2 Any initiative taken by the Company; or
 - 127.3 Any contract or proposed contract with the Company in which a Director, or a person connected with a Director as defined in Regulation 129, is directly or indirectly involved; or
 - 127.4 Any matter from which the Director, or a person connected with a Director as defined in Regulation 129 may stand to benefit directly or indirectly from his or her position as a Director or from the operation of the Company.
128. The said Director shall be entitled to make a statement to the Board of Directors on the issue and shall answer any questions put to him or her on that issue by any of the other Directors. Following such declaration of Interests, statement and answering any questions that may be put, the said Director shall leave the meeting of the Directors and shall not be entitled to vote on the matter in which he or she is interested. The other Directors shall make a decision regarding such matters described in (1) to (4) in the absence of the said Director and such Director on his or her return to the meeting shall be informed of the decision of the Board of Directors by the Chairperson of the meeting, following which no further discussion of the issue shall take place, in circumstances where a Director is unsure as to whether an interest constitutes an Interest for the purposes of this Article, the Director may inform the Chairperson either orally or in writing and the Chairperson shall at his or her own discretion and having regard to good governance and best practice, determine whether the Interest constitutes an interest for the purposes of this Article.

129. A Director shall be deemed to have an Interest for the purpose of Regulation 128 where a person connected with that Director has such an Interest and the Director could be expected to be reasonably aware of the existence of that Interest and for this purpose a person is connected with a Director if that person is –
- 129.1 That Director's spouse, parent, brother, sister, child or step-child, other relative or co-habitee;
 - 129.2 A body corporate controlled by a Director within the meaning of Section 220 Companies Act 2014;
 - 129.3 A person acting as the trustee of any trust, the beneficiaries of which include the Director or the persons at (1) or (2); and
 - 129.4 A person acting as a partner of a Director or of any of the people at (1) to (3) above.
130. A Register of Members' and Directors' Interests shall be maintained by the Company and shall include such Interests as may be declared in accordance with Regulation 128 & 129.
131. Nothing herein contained shall prevent the Directors from voting on (and being counted in the quorum at any meeting to pass) a resolution to purchase Directors' and Officers' Liability Insurance against any liability referred to in Section 235 of the Companies Act 2014 for any Director or officer, past or present, of the Company.

CHIEF EXECUTIVE OFFICER

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

SECRETARY

133. The Company shall have a secretary, who may be one of the directors.
134. The secretary shall be appointed by the directors of the Company for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
135. The directors of the Company shall have a duty to ensure that the person appointed as secretary has the skills and resources necessary to discharge his or her statutory and other duties.
136. 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.

COMPANY SEAL

137. The Company may, have for use in any place abroad an official seal which shall

resemble the common seal of the Company with the addition on its face of the name of every place abroad where it is to be used.

138. 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
 - 138.1 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
 - 138.2 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.

ACCOUNTS AND FINANCIAL STATEMENTS

139. The Company in accordance with Section 281 of the Act shall keep or cause to be kept adequate accounting record which are those that are sufficient to:-
 - 139.1 correctly record and explain the transactions of the Company,
 - 139.2 enable, at any time, the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy,
 - 139.3 enable the directors to ensure that any financial statements of the Company, required to be prepared under Section 290 or 293 of the Act, and any directors' report required to be prepared under Section 325 of the Act, comply with the requirements of the Act and, where applicable, Article 4 of the IAS Regulation, and
 - 139.4 enable those financial statements of the Company so prepared to be audited.
140. The accounting records shall be kept on a continuous and consistent basis, which is to say, the entries in them shall be made in a timely manner and be consistent from one period to the next; if those records are not kept by making entries in a bound book but by some other means, adequate precautions shall be taken for guarding against falsification and facilitating discovery of such falsification, should it occur.
141. Subject to Section 283(2) of the Act, the Company's accounting records shall be kept at its registered office or at such other place as the directors think fit.
142. 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.
143. The directors of the Company shall, in respect of each financial year, lay before the Company in general meeting copies of:-
 - 143.1 the statutory financial statements of the Company for the financial year,
 - 143.2 the directors' report, including any group directors' report, for the financial year,

- 143.3 the statutory auditors' report on those financial statements and that directors' report.
144. Those financial statements and those reports of the directors and the statutory auditors for a financial year shall be so laid not later than 9 months after the financial year end date.
145. A copy of each of the documents specified in Regulation 143 concerning the Company there referred to shall be sent to:-
- 145.1 every member of the Company (but only if that person is entitled to receive notices of general meetings of the Company),
- 145.2 every holder of debentures of the Company (but only if that person is so entitled), and
- 145.3 all persons, other than members or holders of debentures of the Company, who are so entitled, not less than 21 days before the date of the meeting of the Company at which copies of those documents are to be laid in accordance with Section 341 of the Act.
146. If the copies of the documents referred to in Section 338(1) of the Act are sent less than 21 days before the date of the meeting referred to in that subsection they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by all the members entitled to attend and vote at the meeting and the statutory auditor.

CIRCULATION OF FINANCIAL STATEMENTS

147. For the purposes of Section 338(5) of the Act, the Company's members agree that the documents referred to in Regulation 143 may be treated as having been sent to the members where the member can access the documents through a website and that notice of the matters set out in Section 338(5)(c) of the Act may be sent to the member in accordance with Section 218 of the Act.

AUDIT AND AUDIT EXEMPTION

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

INDEMNITY

150. Every officer of the Company:
- 150.1 shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any proceedings or application referred to in or under Sections 233 or 234 of the Act in which

relief is granted to him or her by the court.

150.2 shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto. This Regulation 150.2 shall have effect only in so far as its provisions are not void under Section 235 of the Act.