

COMPANIES ACT, 2014
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
of
IRISH GUIDE DOGS FOR THE BLIND
MEMORANDUM OF ASSOCIATION

1. The name of the Company hereinafter called the Association is IRISH GUIDE DOGS FOR THE BLIND.
2. The Association is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main object for which the Association is established is the relief and rehabilitation of blind persons and to provide relief in the form specified hereafter for persons with disabilities.
4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only. The ancillary objects for which the Association is established are to:
 - (a)
 - (i) Purchase, breed or otherwise acquire and train and educate dogs to act and be provided as efficient and safe guides for blind persons, to train and educate for their own benefit blind persons in the proper and safe use of guide dogs and to provide such additional services and facilities for the relief of blind persons as the Association shall from time to time deem fit including promotional education of and the rehabilitation of the Blind and the promotion of research into mobility aids and other means of assisting the Blind on a non-political, non-sectarian and non-racial basis.
 - (ii) Purchase, breed or otherwise acquire and train and educate dogs to act and be provided as safe assistance dogs for persons with disabilities and to train and educate for their own benefit persons with disabilities in the proper and safe use of assistance dogs.
 - (b) Establish, hold and maintain schools, training centres, classes, lectures and other form of gathering or meeting where and when convenient for the Association and/or blind persons and persons with disabilities for the purposes of furthering the practice and educational objects of the Association

and the dissemination of information relating thereto as the Association shall from time to time deem fit.

- (c) Receive applications from blind persons and persons with disabilities desiring trained dogs and tuition and to provide the same together with facilities for travel, accommodation and equipment therewith as the Association shall deem necessary whether gratuitously, upon part payment or otherwise, to provide such education, advice and assistance as the Association shall deem necessary whether gratuitously, upon part payment or otherwise, for the families, relatives, dependants or other person or persons responsible for the care and welfare of such blind persons and persons with disabilities in the use, training, maintenance and care of their dogs and to provide such further "after-care" facilities, assistance whether financial or otherwise and advice for such persons and their dogs as the Association may consider necessary, suitable or expedient for them according to their personal disability, circumstances or requirements or for the use, training, maintenance and care of their dogs, including without prejudice to the generality of the foregoing such facilities, equipment and expenses as the Association may consider such blind persons and persons with disabilities require or need to obtain the full benefit of their dogs at home.
- (d) Receive applications from persons desiring to undergo tuition with a view to qualifying as trainers or instructors, to maintain a register of such applicants, to provide at the Association's expense the tuition of any selected persons upon apprenticeship terms or otherwise, whether by means of classes, lectures, study tours or groups and courses of instruction operated by the Association or by any other suitable bodies and to establish, acquire and maintain buildings, accommodation, equipment, personnel and such ancillary facilities as the Association shall deem necessary for the provision of such tuition.
- (e) Draw up courses of study and syllabuses of instruction whether prepared in conjunction with any other suitable body in the Republic of Ireland or abroad or not, for such trainees, to settle minimum standards of proficiency, to appoint examining boards, arrange and conduct examinations and issue diplomas and/or certificates to those who qualify.
- (f) Purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association and to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (g) Take any gift or property, real or personal, whether subject to any special trust or not, for any one or more of the objects of the Association but so that any property which may be subject to any Trust shall only be dealt with in such manner as is allowed by Law having regard to such Trust.

- (h) Borrow or raise money for the purposes of the Association on such terms and on such security, as may be thought fit.
- (i) Become a member of, co-operate with, receive into union, act as or appoint Trustees, agents or delegates for or otherwise assist and be assisted by any Associations, Societies, Institutions or Agencies having as their objectives the relief and rehabilitation of the Blind or other Associations or Institutions, incorporated or not incorporated, with objects limited to those of the Association not formed or carrying on business for gain or profit.
- (j) Invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided. Prior permission shall be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.
- (k) Draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments and to execute all deeds and documents incidental or conducive to the attainment of the objects of the Association as may seem expedient.
- (l) Establish, undertake, maintain, superintend, administer, subscribe and contribute to any charitable fund having objects limited to those of the Association and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, schemes and conveniences, including without prejudice to the generality of the foregoing superannuation funds and life assurance schemes, for the benefit of paid officials and servants of the Association for their widows, children and other dependants and generally to contribute to or otherwise assist any charitable institutions or undertakings and grant donations for any charitable purpose.
- (m) Raise money for the purposes of the Association by any lawful means including the issue, or arrangement for the issue, of appeals for funds as from time to time the Board of Directors of the Association may, in their discretion, determine. The Board of Directors shall be at liberty to transfer the conduct of any appeals for funds to any body whether or not connected, directly or indirectly with the Association and whether for payment or otherwise. On no account to have house-to-house collections.
- (n) Do all such other things as are necessary for the attainment of the primary object of the Association.
- (o) Provided that the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

5. The income and property of the Association, whence so ever derived, shall be applied solely towards the promotion of the main objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association. No charity trustee shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association. Provided that nothing herein shall prevent the payment, in good faith, of:
 - (a) reasonable and proper remuneration of any member or servant of the Association (not being a charity trustee);
 - (b) interest at any rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by charity trustees or other members of the Association to the Association;
 - (c) reasonable and proper rent for premises demised or let by any member of the Association (including any charity trustee) to the Association;
 - (d) reasonable and proper out-of-pocket expenses incurred by any charity trustee in connection with their attendance to any matter affecting the Association;
or
 - (e) fees, remuneration or other benefit in money or money's worth to any company of which a charity trustee may be a member holding not more than one hundredth part of the issued capital of such company,and nothing shall prevent any payment by the Association 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).
6. No amendments of any kind shall be made to the provisions of Clauses 5 and 9 of the memorandum of association and no amendments shall be made to the memorandum of association to such extent that they would alter the effect of Clauses 5 and 9 of the memorandum of association, such that there would be non-compliance with the requirements of section 1180 of the Companies Act 2014.
7. The liability of the members is limited.
8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debt and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustments of the rights of the contributors among themselves, such amount as may be required not exceeding EUR€1.269738.

9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to another company whose objects comply with paragraph (a) of section 1180(1) of the Companies Act 2014 and which company meets the requirements of paragraph (b) of section 1180(1) of the Companies Act 2014, company to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, 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.
10. The Association shall 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 Association which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes shall be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
11. Keeping of Accounts: Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

ARTICLES OF ASSOCIATION

GENERAL

1. The optional provisions of the Act (as defined in section 1177(2) of the Act) shall apply to the Company save and so far as they are excluded or modified by the Articles of Association contained in this Constitution and such optional provisions together with the provisions of Articles of Association contained in this Constitution shall constitute the Articles of the Company.
2. In these presents the words standing in the first column of the Table next hereinafter contained, shall bear the meaning set opposite to them, respectively, in the second column thereof, if not inconsistent with the subject or context: -

WORDS

MEANINGS

The Act

The Companies Act, 2014

These Presents

The Articles of Association contained in this Constitution, and the regulations of the Association from time to time in force.

The Association

The Irish Guide Dogs for the Blind

The Board of Directors

The Board of Directors for the time being of the Association

The Office

The registered office of the Association

The Seal

The Common Seal of the Association

Month

Calendar Month

In writing

Written, printed, electronic or lithographed, or partly one and partly another and other modes of representation or reproducing words in a visible form

The Members

The members of the Association comprising (A) Ordinary Members and (B) Life Members

And words importing the singular number shall include the plural number, and vice versa.

Words importing the masculine only, shall include the feminine gender, and:

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association, if not inconsistent with the subject or context, shall bear the same meanings in these presents.

NUMBER OF MEMBERS

3. The number of Members with which the Association proposes to be registered is 2,000 and the Board of Directors may, from time to time, register an increase in Members. Association shall have a minimum of three Members.

QUALIFICATION OF MEMBERS

4. Membership of the Association shall consist of (A) Ordinary Members and (B) Life Members:
 - a)
 - i. Any person who contributes the minimum annual subscription as fixed from time to time by resolution of the Board of Directors, shall, subject to the provisions of Regulation 5, be qualified to become an Ordinary Member of the Association.
 - ii. Any person for the time being holding the offices of chairperson, secretary or treasurer of any affiliated fundraising branch of the Association approved by the Board of Directors shall, subject to Regulation 5, be qualified to become Ordinary Members of the Association for so long as he or she holds any of such offices, subject to the provisions of Regulation 8. Any of such persons shall, on ceasing to hold any of the aforesaid offices, be deemed to retire as a Member and shall be removed from the register of members unless otherwise qualified and elected by the Board of Directors to remain as a Member. For the avoidance of doubt such persons shall not be obliged to contribute the minimum annual subscription.
 - b) Life Members shall be the following classes, viz.:
 - i. The persons named in Regulation 31 hereof who constituted two of the first subscribers, together with all other first subscribers.
 - ii. Any person who shall after the adoption of this Constitution be elected to the Board of Directors.

- iii. The donors or subscribers who contribute in one sum the minimum life subscription as fixed from time to time by resolution of the Board of Directors.
- iv. Persons elected by the Board of Directors in consideration of special services or by virtue of their interest in blind welfare work or in breeding and training of dogs or as representative of other institutions, societies and agencies for the blind in guide dog movement.
- v. Honorary members being representatives of other Associations, institutions and agencies, having as their objectives the welfare of the blind provided that such honorary members will attend meetings only by invitation and will have no right to vote.
- vi. The president, chairperson, master or nominated representative for the time being of any company, corporation, society or committee by or through which a minimum sum to be fixed from time to time by resolution of the Board of Directors is paid to the Association.

The rights of Life Members shall not be transferable.

- 5. Notwithstanding the foregoing Regulations, election to membership in any class shall be open only to candidates approved and elected by the Board of Directors; provided nevertheless that any person elected to be a director or an honorary officer of the Association shall ipso facto (if not already a Life Member and if willing to become a Life Member) be deemed to be elected a Life Member of the Association.
- 6. Ordinary Members and Life Members shall be entitled to have their names in the register of members of the Association.

COMMENCEMENT AND TERMINATION OF MEMBERSHIP

- 7. In order to become a Member of the Association, any person qualified under the provisions of Regulation 4 (save those under Regulation 7(a)) shall make an application in writing signed by or on his/her behalf with his/her authority, to the secretary of the Association, supported by a proposal in writing by an existing Member, and the Secretary shall then submit his/her name to the next Board of Directors' meeting for election. If such person shall be elected or approved by the Board of Directors (but not otherwise) the secretary shall forthwith enter the name of such person in the register of members of the Association provided however that no new Member shall be entitled to vote at any general meeting within twenty-one days of election to membership.
- 7(a) In order to become a Member, clients (persons receiving services from the Association) and being qualified under the provisions of Regulation 4, shall make an application in writing and signed by or on his/her behalf with his/her authority, to the secretary of the Association and the secretary shall then submit his/her name to the new Board of Directors' meeting for election. If such person shall be elected or approved by the Board of Directors (but not

otherwise) the secretary shall forthwith enter the name of such person in the register of members provided however that no new Member shall be entitled to vote at any general meeting within twenty-one days of election to membership.

8. If any Member of the Association shall desire to retire therefrom and shall signify such desire by notice in writing to the secretary, or if the Board of Directors shall at any time after giving any Member a reasonable opportunity of attending and being heard before a meeting of the Board of Directors specially convened for the purpose of which he has had due notice, stating the grounds of his proposed exclusion from membership, pass a resolution that such Member shall no longer be such a Member thereof, the secretary shall forthwith upon the receipt of such notice or after the passing of such resolution (as the case may be) remove the name of such person from the register of members and such person shall thereupon absolutely cease to be a Member of the Association. The secretary shall also remove from the register of members the name of any Member who dies and of whose death sufficient intimation is given to the secretary.
9. If any Ordinary Member shall fail to pay his annual subscription as and when the same ought to be paid, then and in such case, such Member shall, upon a resolution in that behalf of the Board of Directors, cease to be a Member of the Association and shall thereupon have his name removed by the secretary from the register of members.
10. The Board of Directors may in their discretion and for what in any case or class of case shall seem to them to be sufficient reason, delay the passing of any such resolution as is contemplated in the two last preceding Regulations, for so long as they shall think fit or may rescind in whole or in part, any resolution so passed and in the latter case and the person or class of person in question shall again become a Member or Members and shall be deemed never to have ceased to be a Member or Members and the register of members shall be altered accordingly, but no person shall be so reinstated as a Member without his consent.
11. An application for membership shall not, by reason of his having previously resigned his membership, be precluded from re-election.

GENERAL MEETINGS

12. A General Meeting of the Association shall be held in each year as its Annual General Meeting in addition to any other General Meeting held in that year at such time, not being more than fifteen months after the holding of the preceding Annual General Meeting, and at such place as the Board of Directors may determine, and shall be specified as such in the notices calling it. All other General Meetings shall be called Extraordinary General Meetings.

13. The Board of 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 1203 of the Act.
14. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at least, and a meeting of the Association, other than an Annual General Meeting or a meeting for the passing of a Special Resolution, shall be called by fourteen days' notice in writing at 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 special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons (including the Auditors) as are, under the Act or this Constitution, entitled to receive such notices.
15. The accidental omission to give notice of a meeting to or the non-receipt of, such notice of meeting by any person entitled to receive the same, shall not invalidate the proceedings of any meeting.
16. All business shall be deemed to be special business 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 reports of the Board of Directors and auditors, the election of the Board of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors.
17. No business shall be transacted at any General Meeting unless a quorum of Members be present in person at the time when the meeting proceeds to business. A quorum shall consist of not less than five Members personally present. Section 182(2) of the Act shall not apply to the Company.
18. If within thirty minutes of the time appointed for a meeting, a quorum be not present, the meeting, if convened on the requisition of Members under the provisions aforesaid, shall be dissolved, but in any other case it shall stand adjourned to such day, at such time and place as the Board of Directors shall determine and, in default of determination, to the same day in the next week, at the same time and hour when the Members present shall constitute a quorum.
19. The chairperson for the time being of the Board of Directors or, failing him, such other person as the Board of Directors may appoint, shall preside as chairperson at General Meetings of the Association except that the president (if any) of the Association will (if willing to do so) take the chair at Annual General Meetings. Section 187(2) of the Act is modified in its application to the Company.

20. If there be no president of the Association or chairperson of the Board of Directors, and no other person appointed by the Board of Directors to preside, or, if at any meeting neither the president nor chairperson of the Board of Directors nor any other person appointed to preside is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairperson. Section 187(2) of the Act is modified in its application to the Company.
21. The chairperson of a meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business not disposed of at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give notice of an adjourned meeting or of the business to be transacted thereat.
22. 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 four Members; or
 - c) By any Member or Members present and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

23. No poll shall be demanded on the appointment of a chairperson or on a question of adjournment.
24. If a poll is duly demanded, it shall be taken in such manner and, either at once or after such interval (not exceeding fourteen days) as the chairperson may direct, the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
25. In case of an equality of votes (either on a show of hands or upon a poll) at any General Meeting, the chairperson shall be entitled to an additional or casting vote.

VOTES AT GENERAL MEETINGS

26. Each Member personally present (subject to Regulation 29) shall have one vote.
27. In accordance with section 1205(a) no voting by proxy shall be allowed and section 183(1) shall not apply to the Company.
28. No Member shall be entitled to be present or to vote on any question at a General Meeting or upon a poll whilst any subscription or other sum is due or payable to the Association by such Member, but any accidental omission to enforce this provision shall not invalidate a resolution.
29. Any corporation which is a Member of the Association may, by resolution of its directors or other governing body pursuant to section 185 of the Act, authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same voting and other powers, on behalf of the corporation which he represents, as that corporation could exercise if it were an individual Member of the Association.

THE BOARD OF DIRECTORS

30. Subject to the provisions of this Constitution and to the exercise of the powers of the Association in General Meeting, the control and management of the affairs and business of the Association shall be invested in the Board of Directors. The Board of Directors shall, in addition to the powers and authorities by this Constitution or otherwise expressly conferred upon it, be authorised to exercise all such powers and do all such acts and things as may be exercisable or done by the Association and are not by this Constitution or by Statute expressly directed or required to be exercised or done by the Association in General Meeting, but subject nevertheless to the provisions of the Act and of this Constitution and to any regulations from time to time made by the Association by Special Resolution, but no such regulation shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.
31. The first Board of Directors shall be appointed by the First Subscribers and shall include the first subscribers and founder Members, namely, Mary Dunlop and Jim Dennehy.
32. The Board of Directors shall consist of not less than eight individuals and not more than twelve individuals, all of whom, with the exception of the continuing Members of the first Board of Directors mentioned in the preceding Regulation, shall be elected by the Association in General Meeting from

among the Members of the Association. Only Members of the Association shall be qualified to hold office as members of the Board of Directors.

PROCEEDINGS OF THE BOARD OF DIRECTORS

33. The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may make and, from time to time, vary, rules and regulations for that purpose, but if there shall be any conflict between such rules and regulations, and any provision of this Constitution, such last mentioned provision shall prevail. Until otherwise determined by the Board of Directors, five members of the Board of Directors shall form a quorum. Section 160(6) of the Act shall not apply to the Company.
34. Questions arising at any meeting of the Board of Directors shall be determined by a majority of votes. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
35. The chairperson and vice chairperson of the Board of Directors shall be elected by the Board of Directors and (subject to Regulation 46) shall hold office until the conclusion of the first meeting of the Board of Directors held after the Annual General Meeting next following their election. The retiring chairperson or vice chairperson shall be eligible for re-election. Such chairperson, or in his absence, the vice-chairperson shall act as chairperson of all meetings of the Board of Directors, but if neither of them is present within fifteen minutes after the time appointed for holding the same, the Members present shall choose one of their number to be chairperson of that meeting. Section 160(8) of the Act shall not apply to the Company.
36. The Board of Directors shall meet from time to time, as summoned by the secretary, either by the direction of the chairperson or any two other directors, or on his or her own initiative. If the secretary neglects to summon a meeting on any such direction, the chairperson or other directors giving the direction may themselves summon a meeting.
37. A meeting of the Board of Directors duly convened, at which a quorum is present, shall be competent to exercise all or any of the powers and authorities by this Constitution vested in or exercisable by the Board of Directors generally.
38. In the case of ordinary business, not less than seven clear days' notice in writing of every meeting of the Board shall be given to each director thereof who is not absent from the Republic of Ireland, such notice to contain a general indication of the nature of the business proposed to be transacted thereat. Ordinary business shall comprise all business except special business as defined in the next succeeding Regulation.

39. The election or removal of a director, or of an officer or servant of the Association, the election of a chairperson or vice-chairperson, any alteration of any of the rules or regulations for the conduct of the business of the Board of Directors and any revision or alteration of a resolution passed by the Board of Directors within the preceding twelve months shall be special business. In the case of any special business, fourteen clear days' notice shall be given to each director who is not absent from the Republic of Ireland, such notice to contain the name of any person proposed to be elected or removed, and any material details of the special business proposed to be transacted. Provided always that nothing in this Regulation contained shall prevent the Board of Directors from deputing to any of its directors or any officers of the Association, all such powers of engaging or dismissing clerks, servants, and others as the Board of Directors may think fit.
40. The Board of Directors may act for all purposes, notwithstanding any vacancy or vacancies in their number, provided that, if the number of members of the Board of Directors shall be reduced below five, the continuing members may act for the purpose of filling vacancies in the Board of Directors or convening a General Meeting, but for no other purpose. Provided that the continuing directors will be obliged to so act for the filling of vacancies.
41. All acts done by a meeting of the Board of Directors shall, notwithstanding that it be afterwards discovered or held that there was some defect in the appointment of any director thereof, or that any director had ceased to be a director thereof, or was otherwise disqualified, or that any accidental omission or irregularity had occurred in relation to the convening of the meeting, be as valid as if such director had been duly qualified and appointed or no omission or irregularity had taken place.

ROTATION AND RETIREMENT OF DIRECTORS

42. One-third, or the nearest number of one-third, of the directors, other than those mentioned in Regulation 31, shall retire at each Annual General Meeting but shall be eligible for re-election at the meeting. The directors to retire at each meeting shall be those who have been longest in office since their last election or re-election but, as between members of the Board of Directors who were last elected on the same day, those to retire shall be (unless they otherwise agree among themselves) determined by lot. A director shall remain in office until the conclusion of the meeting at which he retires. For the purpose of determining the number of directors to retire at each meeting, directors retiring under the next following Regulation shall not be reckoned as directors. Sub-sections (3) and (4) of section 1196 of the Act shall be modified accordingly in their application to the Company.
43. The Board of Directors may, at any time and from time to time (subject to the provisions of Regulation 32) elect additional directors or fill a casual vacancy, but any director so elected shall retire at the next Annual General Meeting in addition to the directors retiring under the preceding Regulation, but shall be

eligible for re-election at the meeting. Additional directors may also (subject to Regulation 32 hereof) be, at any time, elected by the Association in General Meeting. Sections 144(3)(b) and 144(3)(c) of the Act shall be modified accordingly in their application to the Company.

44. Whenever at any meeting, no person is elected in the place of a retiring director, the retiring director shall (if willing) be deemed to have been re-elected at the meeting unless it be resolved at the meeting not to fill such vacated office, or a resolution for the re-election of such director shall have been put to the meeting and lost. Section 1196(7) of the Act shall not apply to the Company.
45. No person other than a director retiring at the meeting shall, unless recommended by the Board of Directors, be eligible for election as a director at any General Meeting, unless not less than fourteen days before the appointed date for the meeting, there shall have been left at the registered office of the Association, notice in writing signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his/her intention to propose such person for election, and also notice in writing signed by that person, of his/her willingness to be elected.
46. A director shall ipso facto vacate office:
 - a) If, by notice in writing addressed to the secretary, he resigns his office.
 - b) If for any reason he ceased to be a Member of the Association.
 - c) If he becomes bankrupt in the State or in Northern Ireland or Great Britain or suspends payment or compounds with his creditors.
 - d) If an appropriately qualified medical practitioner certifies that the health of the director is such that he can no longer be reasonably regarded as possessing an adequate decision making capacity.
 - e) If he becomes prohibited from holding office by reason of any order made under the Act.
 - f) If 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 office be vacated.
 - g) If (not being one of the Members named in Regulation 31) he absents himself from its meetings without the special leave of the Board of Directors for a period of more than three consecutive meetings.
 - h) If he is removed from office by an ordinary resolution duly passed pursuant to section 146 of the Act.

- i) If, by resolution passed by a three-quarters majority of the Board of Directors present at a meeting whereat not less than two-thirds of the directors shall be present, he is removed from office.
- j) If he be found guilty of indictable offence.

and section 148(2)(d) of the Act shall be modified in its application to the Association.

- 47. A director may not vote in respect of any contract in which he is interested or any matter arising thereunder.
- 48. No director shall be entitled to appoint a person to be his/her alternate. Section 165 of the Act shall not apply to the Company.
- 49. For the purposes of section 228(1)(d) of the Act, the reasonable personal use by a director for his own benefit of any property of the Company and made available for use by the director in connection with the business or affairs of the Company shall be permitted, subject to any restrictions imposed by the Company under contract or otherwise and provided that such use shall not be materially prejudicial to the commercial interests of the Company.

OFFICERS AND SERVANTS

- 50. The Board of Directors may appoint such secretaries, managers, treasurers and other officers and servants for permanent temporary or special services as they may think proper, including foreign, honorary secretaries and correspondents, honorary corresponding members and local honorary secretaries, and may determine the powers and duties and fix the salaries and emoluments (if any) of the persons so appointed, and may suspend or remove any such officers or servants as they may think proper.
- 51. The Board of Directors may, at any time and from time to time, appoint any person whether a Member of the Association or not to be patron, vice-patron, president or vice-president of the Association, but such officers shall be honorary officers having no executive duties or responsibilities. Their honorary rank however shall not preclude them from holding a directorship if, being Members of the Association, they are duly elected thereto.

COMMITTEES OF THE BOARD OF DIRECTORS

- 52. The Board of Directors, may from time to time, appoint such standing or other committees, consisting of such directors as they think fit, and may delegate to any such committee, such of the powers possessed by the Board of Directors

as they think fit, and the Board of Directors may, at any time, revoke any such appointment and annul and vary any such delegation. Section 160(9) of the Act is modified in its application to the Company.

53. The Board of Directors may make any regulations for the direction of any committee but subject thereto, any committee shall be at liberty to appoint its chairperson and give him, if thought fit, a casting vote and fix its quorum and generally to regulate its proceedings as it shall think fit. Any vacancy in any committee may be filled by the Board of Directors but any committee may, unless otherwise directed by the Board of Directors, act notwithstanding any vacancy.

THE SEAL

54. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of two directors and of the Secretary or of such other person as the Board of Directors may from time to time determine.

ACCOUNTS

55. The members of the Board of Directors shall cause proper books of account to be kept with respect to: -
- a) all sums of moneys received and expended by the Association and the matters in respect of which the receipts and expenditure take place;
 - b) all sales and purchases of goods by the Association; and
 - c) the assets and liabilities of the Association.

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 Association's affairs and to explain its transactions.

56. The books of account shall be kept at the office or, subject to the Act, at such other place or places as the directors think fit and shall always be open to the inspection of the directors.
57. The Board of 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 Association 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 of the Association except as conferred by statute or authorised by the Board of Directors or by the Association in General Meeting.

58. The Board of Directors shall, from time to time in accordance with Part 6 of the Act, cause to be prepared and to be laid before the Association in General Meeting, such income and expenditure accounts, balance sheets, group accounts (if any) and reports, as are referred to in Part 6 of the Act.
59. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Board of Director's report and auditor's report, shall, not less than twenty one clear days before the date of the meeting, to be sent to the auditors of the Association and to every Member of the Association who is not disentitled under this Constitution, to receive notices from the Association.

AUDIT

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

NOTICES

61. A notice may be given by the Company to any Member, director or secretary either personally or by sending it by post to him/her to his/her registered address appearing in the register of members of the Company or by transmitting it by electronic mail to any electronic mail address for the Member, director or secretary that has been furnished to the Company. The provisions of section 218(5) of the Act shall apply in relation to the Company and shall apply to notices served upon the Members, directors and secretary of the Company.

SECRETARY

62. The relevant provisions of the Act shall apply and be observed.
63. Notice of every General Meeting shall be given in any manner hereinbefore authorised to: -
 - a) every Member;
 - b) the directors and secretary of the Company; and
 - c) the auditor for the time being of the Company.

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

64. All cheques, promissory notes, drafts, bills or exchanges 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 Board of Directors shall, from time to time, by resolution, determine.
65. The Board of Directors shall cause minutes to be made in books provided for the purpose -
 - a) of all appointments of officers made by the Board of Directors;
 - b) of the names of the Directors present at each meeting of the Board of Directors and of any Committee of the Board of Directors;
 - c) of all resolutions and proceedings at all meetings of the Company and of the Board of Directors and of Committees of Directors.

WINDING UP

66. The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in this Constitution.

INDEMNITY

67. Subject to the Act, every director, managing director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in relation to his/her acts while acting in such office, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application under sections 233 and 234 of the Act in which relief is granted to him/her by the court and against all costs, losses and expenses which any director managing director, agent, auditor, secretary and other officer for the time being of the Company may incur or become liable for by reason of any contract entered into or any act or thing done by him/her in the proper execution of the duties of his/her or her office. Section 235(3) of the Act shall apply to the Company. This Regulation 67 shall have effect only in so far as its provisions are not void under section 235 of the Act.
68. No director, Member or officer of the Company shall be liable for the act, receipts, neglects or defaults of any other director, Member or officer, or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to

any property acquired by order of the Members or the directors for and on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, with whom any monies, securities or effects shall be deposited, or for any other loss, damage, misfortune whatsoever which shall happen in the carrying out of his/her duties as director or Member or in the execution of his/her office, or in relation thereto unless the same happens through his/her own wilful act, neglect or default. This Regulation 68 shall have effect only in so far as its provisions are not void under section 235 of the Act.