

**THE COMPANIES ACTS, 1963 TO 1991**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**OF**

**NATIONAL YOUTH FEDERATION LTD**

1. The name of the Company is the National Youth Federation Limited.
2. The main object for which the company is established is
  - To benefit the community through a planned programme of education designed for the purpose of aiding and enhancing the personal and social development of young persons through their voluntary participation, and which is complementary to their formal, academic or vocational education and training; and is provided by voluntary youth work organisations.
3. 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 there from is to be applied for the main object only.
  - (a) To promote the personal development of young people.
  - (b) To promote the general education and the physical, mental and spiritual development of young people.
  - (c) To promote formal and informal education through the medium of youth work practice and programmes.
  - (d) To support the development of integrated, professional responses to the youthwork needs of local communities.
  - (e) To provide training, networking, support and direction to volunteer and paid youthworkers.
  - (f) To promote the development of the Youth Club movement.

- (g) To promote the development of special services to young people.
- (h) To encourage and develop awareness of societal issues with a view to promoting social action by young people.
- (i) To carry out and promote research into good practice in youth work and all other matters affecting the lives of young people.
- (j) To promote and develop an awareness amongst the general public of issues affecting youthwork and young people generally.
- (k) To monitor public policy in regard to young people and to make representations at national and international level as appropriate.
- (l) To procure and allocate resources for the development of youthwork.
- (m) to promote the active participation of young people at all levels of the organisation and society
- (n) To work as an organisation and in consort with others to secure the rights of young people in Ireland particularly those set out in the United Nations Convention on the Rights of the Child.

4. In order for the Company to pursue the foregoing objectives the Company is empowered to do and carry out all such things as are in the opinion of the Directors incidental to or conducive to the attainment of the above objects or any one of them in particular

- (a) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking, including its un-called capital and
- (b) To carry on any other trade or business whatsoever that can, in the opinion of the Board, be advantageously carried on by the company in connection with or ancillary to the above business or the general business of the company.

Provided that the Company shall not support with its funds any endeavour to impose on or procure to be observed by its members or any others any regulation or restriction which if an object of the Company would make it a trade union.

5. The income and property of the Company, whence so ever derived, shall be applied solely towards the promotion of the main objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividends, bonus or

otherwise howsoever by way of profit, to the members of the Company.

6. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent on premises demised or let by any member to the Company; but so that no member of the Board of Directors or any Committee of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board of Directors or Committee, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company: provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Board of Directors or Committee of Directors may be a member, and in which such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
7. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
8. No addition, alteration or amendments shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Minister for Industry and Commerce and the Revenue Commissioners provided that in respect of Clauses 4, 5 and 11 of the Memorandum of Association, such approval shall be given only after consultation with the Minister for Finance.
9. The third and fourth paragraphs of this memorandum contain conditions to which a licence granted by the Minister for Industry and Commerce to the company in pursuance of Section 24 of the Companies Act, 1963 is subject.
10. The liability of the members is limited.
11. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding €1.
12. If upon the winding up or dissolution of the Company 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 Company but shall be given or transferred to some other charitable institution or

institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 thereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

We the several persons whose names, addresses and descriptions are subscribed wish to be formed into a Company in pursuance of this Memorandum of Association.

ADDRESSES and DESCRIPTIONS of SUBSCRIBERS

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Paul Murphy, St John's College, Waterford (Catholic Priest)

Niall Kennedy, Seskin Lodge, Reddanswalk, Tipperary (Auditor)

Rosarii Dennehy, Parknasmutane, Currow, Killarney, Co Kerry (Office Administrator)

Marie Diskin, Glenbough, Curracloe, Wexford (Teacher)

James A Shanahan, 25 Monread Heights, Naas, Co Kildare (Bank Official)

John V Breen, Blackwater, Enniscorthy, Co Wexford (Tax Consultant)

Josephine O'Dea, 5 Lower Glentworth Street, Limerick

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Dated this 13th day of June 1992

WITNESS TO THE ABOVE SIGNATURES:

Joan Brosnan, Newtownbalregan, Dundalk, Co Louth (Youth Worker)

John Dunne, 48 Rathdown Road, Phibsborough, Dublin 7 (Executive)

**THE COMPANIES ACTS, 1963 TO 1990**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**NATIONAL YOUTH FEDERATION LTD**

**INTERPRETATION**

1. In these articles:-

"The Act" means the Companies Act, 1963;

"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;

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

"the seal" means the Common Seal of the Company;

"the office" means the registered office for the time being of the Company.

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

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

**MEMBERS**

2. The number of members with which the Company proposes to be registered is 22 but the Directors may from time to time register an increase or decrease in numbers ensuring a minimum of 7 Members are present;

3. (i) The subscribers to the Memorandum of Association and any youth work organisation which meet the following conditions may be admitted to membership:

(a) Accept the objects set out in the Memorandum and Articles of Association of the Company;

- (b) Is based at local level and is not a national organisation or affiliate or constituent part of a national youth organisation;
  - (c) Exists to provide, manage and co-ordinate a local youth service incorporating youth clubs and other services;
  - (d) Has a geographical area that does not interfere with that of an existing member unless the agreement of that member has been obtained;
  - (e) Subscribes to the Membership Charter of the National Youth Federation, to pay an annual fee to be determined by the Board and to submit annually for approval a plan, audited accounts and reports of activities and such other information as may be determined by the Board from time to time shall be eligible for membership of the Company;
  - (f) Is committed to engaging with a quality standards process set out and overseen by the board;
  - (g) Is registered as a charity with the Revenue Commissioners
- (ii) Applications for membership will be processed by the Board of the Company;
  - (iii) Applications for membership must be approved by two-thirds of those present and entitled to vote at an Annual General Meeting;
  - (iv) The rights and liabilities attaching to any member of the company may be varied from time to time by special resolution of the company;
  - (v) Failure to comply with the conditions of membership on the part of any member shall be reported by the Board to the Annual General Meeting which shall take whatever action (including exclusion from membership of the company) it considers appropriate;
  - (vi) It shall be a condition of membership that no member acts contrary or injurious to the interests of the company. Any member who breaches this condition will forfeit membership
  - (vii) Any member shall be entitled to resign its membership of the Company by furnishing written notification of its resignation by prepaid registered post to the company at its registered office.

## ASSOCIATE MEMBERSHIP

4. Associate membership which shall not bestow any proprietary interest whatsoever in the company, shall be open to Local Youth Services which do not fulfil all of the conditions for full membership as set out in Regulation 3 hereof.

## GENERAL MEETINGS

5. All general meetings of the company shall be held in the State.
6. (i) Subject to paragraph (ii), 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.  
  
(ii) So long as the company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 5, the annual general meeting shall be held at such time and at such place in the State as the directors shall appoint.
7. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of 25% or more members of the company or in default may be convened by such requisitions as provided by Section 132 of the Act.

## NOTICE OF GENERAL MEETINGS

9. Subject to Sections 133 and 141 of the Act an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 day's notice in writing at the least and a meeting of the company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 day's notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and in the case of special business the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the company.



10. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the reappointment of the retiring Auditors, and the fixing of the remuneration of the Auditors.
12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, one third of members shall be a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
14. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the company, or if there is no such Chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
15. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting the members present shall choose one of their number to be Chairman of the meeting.
16. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chairman, or
  - (b) by at least three members present in person or by proxy, or
  - (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all of the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

18. Except as provided in Article 19, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
21. Subject to Section (4) of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting or being bodies corporate by their duly authorised representatives shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution within the meaning of the Act.
22. Every director of the company shall have one vote and every member of the company shall have three votes (ideally exercisable in person by
- I. the Director/ Regional Director,
  - II. the Chairperson of the Member Youth Service or by their formally

designated nominee and

- III. a young person (aged 16 to 25) chosen by the Member Youth Services as their representative on the National Youth Action Group.
23. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the company have been paid.
24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the 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 Chairman of the meeting whose decision shall be final and conclusive.
25. Votes may be given either personally or by proxy.
26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a body corporate, either under seal or under the hand of any officer or attorney duly authorised. A proxy need not be a member of the company.
27. The instrument appointing a 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 office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

I/We, \_\_\_\_\_ of \_\_\_\_\_  
in the County of \_\_\_\_\_, being a member/members of the above  
named Company/Association, hereby appoint  
of \_\_\_\_\_ or failing him  
of \_\_\_\_\_ as my/our proxy to vote for  
me/us on my/our behalf at the (annual or  
extraordinary, as the case may be) general meeting of  
the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_ and at any  
adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

This form is to be used in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

Strike out whichever is not desired.

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

31. Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such person, other than an employee of the Company, as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Company.

#### DIRECTORS

32. The Board to consist of not more than 14 and not less than 10 individuals appointed as follows:
  - I. A President to be elected at an Annual General Meeting;
  - II. A President-elect to be elected at the Annual General Meeting of the year preceding the expiry of the term of office of the then current President;
  - III. Not less than nine but not more than 12 (9-12) members nominated by a Member Youth Service and/or the outgoing Board and elected from three panels:
    - Not less than three but not more than four (3-4) people currently involved as volunteers in Regional Management;
    - Not less than three but not more than four (3-4) people currently involved as senior Regional Managers with Member Youth Services;
    - Not less than three but not more than four (3-4) people chosen by Member Youth Services to represent them on the National Youth Action Group;

and

and, in addition to the above, not less than three but not more than five (3-5) directors to be co-opted by the board.

iv. The Directors shall elect a chairperson from amongst their number

v. The company strives to promote the highest level of participation by young people in its structures. To this end it will seek, consistent with equality legislation, to actively promote young people and particularly those aged 25 and under to leadership positions in the company including the Board and the offices of President and President Elect.

33. Where a director, appointed under article 32 (iii) ceases to have appropriate current involvement, such an individual shall retire from Membership of the Board at the AGM following his/her dis-engagement from active involvement.
34. 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 meeting of the Company or in connection with the business of the Company.
35. Every director, 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 in defending and proceedings, whether civil or criminal, in relation to his acts while acting in such office, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 391 of the Act in which relief is granted to him by court.

#### BORROWING POWERS

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

#### POWERS AND DUTIES OF DIRECTORS

37. (a) The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the company, and exercise all such powers of the company as are not by the Act or by these Articles required to be exercised by the company in general meeting subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the

aforesaid provisions, as may be given by the company in general meeting, but no direction given by the company in general meeting shall invalidate any prior act.

- (b) The Directors may from time to time appoint a Chief Executive for such period and on such terms as to remuneration and otherwise as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The Chief Executive shall have the right to attend all meetings of the Company.
38. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit and 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.
39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
40. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.

#### DISQUALIFICATION OF DIRECTORS

41. The office of Director shall be vacated if the Director:-
- (a) holds any other office or place of profit under the Company or,
  - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally, or

- (c) becomes prohibited from being a director by reason of any order made under Section 184 of the Act, or
- (d) becomes of unsound mind, or
- (e) resigns his office by notice in writing to the company, or
- (f) is convicted of any indictable offence unless the directors otherwise determine, or where information provided by a competent authority suggests previous conduct which may deem the person unsuitable to hold office in an organisation working with children and young people
- (g) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by Section 194 of the Act.

#### VOTING ON CONTRACTS

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

#### RETIREMENT, REMOVAL AND REPLACEMENT OF DIRECTORS

43. i Each Director may serve a maximum of two three year terms
- iii The term of office of the President shall be a maximum of (3) three years at the end of which the individual concerned shall retire and shall not be eligible for re-election at the AGM.
44. The company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the company.
45. The company may by ordinary resolution appoint another person in place of a director removed from office under Article 40. Without prejudice to the powers of the Directors under Article 36 the company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.

## PROCEEDINGS OF DIRECTORS

46. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second i.e. casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of directors to any Director who being resident in the State is for the time being absent from the State.
47. 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.
48. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of 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.
49. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their members to be Chairman of the meeting.
50. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit: any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors. Such committees shall report back to the full board as provided for in their establishment
51. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
52. A 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 where there is an equality of votes, the Chairman of the meeting shall have a second i.e. casting vote.
53. All Acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.



54. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the directors, shall be valid as if it has been passed at a meeting of the directors duly convened and held.

#### SECRETARY

55. The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
56. 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 the place of, the Secretary.

#### THE SEAL

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

#### ACCOUNTS

58. The Directors shall cause proper books of account to be kept relating to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Company, and
  - (c) the assets and liabilities of the Company.

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

59. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
60. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document

except as conferred by statute or authorised by the Directors or by the Company in general meeting.

61. The Directors shall from time to time in accordance with Section 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the annual general meeting of the Company.
62. A copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' Report and Auditors' Report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

#### AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.

#### NOTICES

64. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or by email address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
65. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
  - (a) every member,
  - (b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
  - (c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

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**NAMES, ADDRESSES and DESCRIPTIONS of SUBSCRIBERS**

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Paul Murphy, St John's College, Waterford (Catholic Priest)

Niall Kennedy, Seskin Lodge, Reddanswalk, Tipperary (Auditor)

Rosarii Dennehy, Parknasmutane, Currow, Killarney, Co Kerry (Office Administrator)

Marie Diskin, Glenbough, Curracloe, Wexford (Teacher)

James A Shanahan, 25 Monread Heights, Naas, Co Kildare (Bank Official)

John V Breen, Blackwater, Enniscorthy, Co Wexford (Tax Consultant)

Josephine O'Dea, 5 Lower Glentworth Street, Limerick

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Dated this 13th day of June 1992

WITNESS TO THE ABOVE SIGNATURES:

Joan Brosnan, Newtownbalregan, Dundalk, Co Louth (Youth Worker)

John Dunne, 48 Rathdown Road, Phibsborough, Dublin 7 (Executive)