

# Camphill Communities of Ireland

## MEMORANDUM OF ASSOCIATION



1. **Name**

The name of the Company (the “Charity”) is Camphill Communities of Ireland.

2. **Type of Company**

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

3. **Main Object**

The Main Object for which the Charity is established is to make provision in accordance with the principles of the late Dr. Rudolf Steiner (as set out in the Schedule) as carried out by the Camphill Movement under the direction of the late Dr. Karl König and his successors for persons (including children, young persons and adults) (the “Beneficiaries”) who through physical or intellectual disabilities, autism, social infirmity or otherwise, may be unable to find a place, temporarily or permanently in the social order so that such persons may be fit as far as possible for the discharge of private or public duties as citizens of the world.

4. **Subsidiary Objects**

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 to the Main Object only:

- 4.1 To establish and carry on communities (the “Communities”), homes, schools, clinics, farms, workshops and hostels in Ireland and abroad as the Charity may determine and to carry on in these communities and others, educational, therapeutic, benevolent, social, artistic, agricultural, medical, scientific, and trading works of every description.
- 4.2 To provide in connection with and as an integral part of the Charity means of employment and production or utilities where gainful occupations can be carried on by members of the Communities or others for the purposes of making the Communities self-supporting or qualifying members of the Communities for some gainful occupation outside the Communities.
- 4.3 To appeal for and collect and receive monies and funds by way of donations, subscription, legacies, grants or otherwise in any such manner and subject to any such conditions as may be lawful and to accept and receive gifts of property of any description, whether real or personal and including land of any tenure (whether subject or not to any Special Trusts) for or towards the objects of the Charity or any of them.
- 4.4 To arrange and conduct educational courses for children, adults and members of the Communities.



## 5. Powers

The following are the powers of the Charity to further the Main Object:

- 5.1 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary or convenient for the promotion of its objects, and construct, maintain or alter any buildings or erections necessary or convenient for the work of the Charity.
- 5.2 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity as may be thought expedient with a view to the promotion of its objects.
- 5.3 To manage, control, administer, and govern the Communities in every respect as the Charity may seem fit, and to appoint teachers, medical and social care professionals, lecturers, demonstrators, instructors and others for giving lectures, demonstrations, instruction, teaching, treatment and training.
- 5.4 To receive as members of the Communities such persons (whether children, young persons or adults) as the Council of Management (the "Council") may consider proper, and that on such conditions, including payment of fees or towards their maintenance and treatment and for such periods, all as the Council may fix; and to remove such persons from the Communities at the discretion of the Council.
- 5.5 To make such Bye-Laws as shall be lawful for the control and governance of the Communities and of the work generally, which Bye-Laws shall be binding on the Members of the Communities.
- 5.6 To procure research work in connection with any therapeutic work whether or not encountered in the work of the Charity.
- 5.7 To organise and hold lecture courses, public meetings and the like and to establish and carry on libraries, gymnasia, reading and recreation rooms, playgrounds, club rooms, or other premises or organisations for the benefit of the members of the Communities.
- 5.8 To print, publish, buy and sell books, magazines and other publications relating to or for the purposes of the Charity and to publish or to contribute to any publication or any periodical journal and to print and circulate, papers and information relating to the work or lectures conducive to its objects.
- 5.9 To have the Charity registered or otherwise constituted or recognised by law in any country, state, district or place in which it shall, from time to time, acquire or hold, or contemplate acquiring or holding, land or carrying on work.
- 5.10 To undertake and execute any trusts which may lawfully be undertaken by the Charity and may be conducive to its objects.
- 5.11 To borrow or raise money for the purposes of the Charity on such terms and on such security as may be thought fit.
- 5.12 To invest the moneys of the Charity 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.
- 5.13 To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes

in any way connected with the purposes of the Charity or calculated to further its objects (provided any such associations or institutions prohibit the distribution of income and property among members to an extent at least as great as is imposed on the Charity by virtue of Clause 9 hereof).

- 5.14 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

- I. In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- II. 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.
- III. The Charity 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 Charity would make it a Trade Union.
- IV. In case the Charity shall take or hold any property upon or subject to any charitable or other trusts the Charity shall not sell, mortgage, charge, or lease the same without such authority, approval, or consent as may be required by law, nor otherwise deal with the same save in accordance with the law for the time being applicable to such trusts and as regards any such property the Council of the Charity shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner, and to the same extent, as they would have been if no incorporation had been effected; and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by any Court or other authority having jurisdiction over the Council, or in respect of such property, but the Council shall as regards any such property be subject jointly and severally to such control of authority as if the Charity were not incorporated.

**6. Limited Liability**

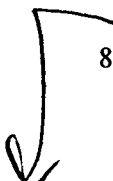
The liability of the Members is limited.

**7. Additions, Alterations or Amendments**

7.1 No addition, alteration or amendment shall be made to the objects of the Company, such that there would be non-compliance with the requirements of section 1180(1) (a) and (b) of the Companies Act 2014, as provided for in the provisions of this constitution for the time being in force unless the same shall have been previously submitted and approved by the Registrar of Companies.

7.2 The Charity 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 Charity 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. Undertaking to Contribute**



Every Member of the Charity undertakes to contribute to the assets of the Charity in the event of its being wound up while he or she is a Member or within one year afterwards, for

- a) payment of debts and liabilities of the Charity 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 €1.00.

## 9. **Income and Property**

The income and property of the Charity shall be applied solely towards the promotion of Main Object as set forth in this Constitution. No portion of the Charity'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 Charity.

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

- (a) reasonable and proper remuneration to any member or servant of the Charity (not being a Member of Council) for any services rendered to the Charity;
- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Members of Council or other members of the Charity to the Charity;
- (c) reasonable and proper rent for premises demised and let by any member of the Charity (including any Member of Council) to the Charity;
- (d) reasonable and proper out-of-pocket expenses incurred by any Member of Council in connection with their attendance to any matter affecting the Charity;
- (e) fees, remuneration or other benefit in money or money's worth to any Charity of which a Member of Council may be a member holding not more than one hundredth part of the issued capital of such Charity.
- (f) Nothing shall prevent any payment by the Charity 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).

## 10. **Winding Up**

If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Charity. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Charity. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred 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 Charity under or by virtue of Clause 9 hereof. Members of the Charity shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. 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.

## SCHEDULE

1. The principles of the late Dr. Rudolf Steiner as to therapy, education, agriculture, horticulture, art, science and philosophy as carried on by the Camphill Movement under the direction of the late Dr. Karl König and his successors, shall form the basis of the life and activities of the Village Community, provided nevertheless that every member of the Community shall be at liberty to follow the creed of his choice.
2. The Community shall by the very nature of its organisation aim to give to its members the same family life and sense of security and confidence in their community as are felt and enjoyed by families.
3. That the main responsibility for the creation and maintenance of the natural family life shall rest upon those who shall from time to time be appointed as supports.

*COMPANIES ACT 2014*

COMPANY LIMITED BY GUARANTEE

CONSTITUTION  
OF

**Camphill Communities of Ireland**

ARTICLES OF ASSOCIATION

INTERPRETATION

In these Articles:-

the “**Act**” means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force;

“**Beneficiary**” means persons for whom provision is made in accordance with Clause 3 of the Memorandum of Association;

the “**Charity**” means Camphill Communities of Ireland;

“**Connected Person**” means any spouse, civil partner, parent, child, brother, sister, grandparent, grandchild, nephew, niece or next of kin or next friend of a Beneficiary;

the “**Council**” means the Council of Management for the time being of the Charity;

“**Co-Worker**” means a vocational volunteer of at least 5 years standing within the Charity;

“**month**” means calendar month;

the “**Seal**” means the common seal of the company

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

the “**United Kingdom**” means Great Britain and Northern Ireland;

the “**office**” means the registered office for the time being of the Charity;

The provisions set out in this Constitution shall constitute the whole of the regulations applicable to the Company and no “optional provisions” as defined by section 1177 of the Act shall apply to the Company unless expressly indicated in this Constitution.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to painting, lithography, photography, electronic forms and 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 Charity.

## MEMBERS

1. The number of members with which the Charity proposes to be registered is seven, but the Council may from time to time register an increase of members to a total membership not exceeding nine.
2. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership and whose names are entered in its register of members shall be members of the Charity.
3. In admitting members, the Members of Council shall assign the member to a category of membership as follows:
  - (a) external members; and
  - (b) Connected Persons.
4. The members of the Charity shall be comprised of external members and Connected Persons.
5. The rights and privileges of membership shall be personal and incapable of transfer.
6. A member may at any time resign his membership of the Charity by serving notice to that effect upon the Council at the office of the Charity, such notice to expire no earlier than the date of service of the notice of resignation.
7. The Members of Council from time to time shall be the only members of the Charity. On becoming a member of the Charity, the member shall also become a Member of Council.
8. The Charity shall maintain a register of members and any person ceasing to be a member shall be removed from the register of members.
9. A member shall cease to be a member:
  - (a) when they cease to be a Member of Council; or
  - (b) upon death.
10. Any member who shall fail to observe any of the regulations or bye-laws of the Charity, or whose conduct or public utterances shall, in the opinion of the Council be derogatory to the character or prejudicial to the interests of the Charity, may be excluded from the Charity by a resolution duly approved by a majority of three-fourths of the Council present and voting at a meeting of the Council specially called to consider the passing of such a motion, of which meeting such shall have been given reasonable notice and of which he shall have had a proper opportunity of being heard in his defence, and such member shall thereupon cease to be a member of the Charity.

## GENERAL MEETINGS

11. (1) Subject to paragraph (2) the Charity 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 fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next.  
  
(2) So long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.



12. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
13. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meeting shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 178 (as modified by Section 1203) of the Act. If at any time there are not within the State sufficient Members of Council capable of acting to form a quorum any Member of Council or any two members of the Charity may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

#### NOTICE OF GENERAL MEETINGS

14. Subject to Sections 181 and 193 (as modified by Section 1208) of the Act 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 the least, and a meeting of the Charity 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 the least. The notice shall be exclusive of the day on which it is served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of the business and shall be given, in manner hereinafter mentioned or in such other manner, if any as may be prescribed by the Charity in general meeting, to such persons as are under the Articles of the Charity, entitled to receive such notices from the Charity, so, however, that a meeting of the Charity shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed by the Auditors of the Charity, and:-
  - (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote of the meeting, being a majority together representing not less than ninety- five per cent, of the total voting rights of that meeting of all the members.
15. 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 of that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

16. 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 Council and Auditors, the election of Members of the Council 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 is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.
18. 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 Council 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.

19. The Chairman, if any, of the Council shall preside as Chairman at every general meeting of the Charity, or if there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members of Council present shall elect one of their number to be Chairman.
20. 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 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 any notice of an adjournment or of the business to be transacted at an adjourned meeting.
21. 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 or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote to the meeting.

Unless a poll is 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 Charity 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. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

22. Except as provided in Article 25, 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.
23. 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.
24. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
25. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Charity duly convened and held.

#### VOTES OF MEMBERS

26. Every member shall have one vote.
27. Votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy must be a member of the Charity.

29. 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 of 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 of which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

30. An instrument appointing a proxy shall be in the following form or a form as near there to as circumstances admit:-

I/We of in the County of

being a member of the Camphill Communities of Ireland, hereby appoint

of or failing him of as my proxy

to vote for me/us and on my/our behalf at the (annual or extraordinary, or adjourned as the case may be) general meeting of the Charity to be held on the day of 20 and at any adjournment thereof.

Signed this day of 20

This form is to be used in favour against\* the resolution.

Unless otherwise instructed, the proxy will vote as he sees fit'.

\*strike out whichever is not desired.

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

32. 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 in writing of such death, insanity or revocation as aforesaid is received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### MEMBERS OF THE COUNCIL

33. Unless otherwise determined by a General meeting the number of the Members of Council shall not be less than seven nor more than nine. The Members of Council shall not be related and shall be independent of each other.

34. The first Members of Council shall be the subscribers to the Memorandum of Association.

35. From the first Annual General Meeting of the Charity following the adoption of these Articles of Association, the Council shall comprise the members of the Charity.

36. The Council may from time to time and at any time appoint any member of the Charity as a Member of Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum or prescribed ratios be not thereby exceeded. Any member so appointed shall re-join his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

37. No person who is not a member of the Charity shall in any circumstances be eligible to hold office as a Member of Council.

## BORROWING POWERS

38. The Council may exercise all the powers of the Charity 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 Charity or of any third party.

## POWERS AND DUTIES OF THE COUNCIL

39. The business of the Charity shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Charity, and may exercise all such powers of the Charity as are not, by the Act or by these Articles, required to be exercised by the Charity in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Charity in general meeting; but no regulation made by the Charity in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.;
40. The Council 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 Council, to be the attorney or attorneys of the Charity for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council 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 Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Charity, shall be signed, drawn accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.
42. The Council shall cause minutes to be made in books provided for the purpose.
- (a) of all appointments of officers made by the Council;
  - (b) of the names of the Members of Council present of each meeting of the Council and of any committee of the Council;
  - (c) of all resolutions and proceedings of all meetings of the Charity} and of the Council and of committees of the Council;

and every Member of Council present at any meeting of Council or committee of the Council shall sign his name in a book to be kept for that purpose.

## DISQUALIFICATION OF MEMBERS OF THE COUNCIL OF MANAGEMENT

43. The office of Member of Council shall be vacated if the Member of Council:-
- (a) holds any other office of profit under the Charity; or
  - (b) ceases to be qualified for the position of charity trustee under Section 55 of the Charities Act, 2009; or
  - (c) ceases to be a member of the Charity; or

- (d) is adjudged bankrupt or makes any arrangement or composition with his creditors generally; or
- (e) becomes prohibited from being a Member of Council by reason of any order made, or deemed to have been made, under Chapters 3, 4 or 5 of the Act; or
- (f) becomes of unsound mind; or
- (g) resigns his office by notice in writing to the Charity; or
- (h) is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest in manner required by Section 231 of the Act.

A Member of Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

44. Upon ceasing to be a Member of Council, for any of the reasons set out in Article 43, a Member of Council who was also a member of the Charity shall cease forthwith to be a member of the Charity and the Secretary shall record his or her cessation of membership in the register of members.

#### ROTATION OF MEMBERS OF COUNCIL

45. At the first Annual General Meeting of the Charity all the Members of Council shall retire from office, and at the Annual General Meeting in every subsequent three year period (a "Term"), one-third of the Members of Council 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, in accordance with the ratios outlined at Article 35.
46. The Members of Council to retire in each category every year shall be those who have been longest in office since their last election, but as between persons who become Members of Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
47. A retiring Member of Council shall be eligible for re-election subject to Articles 35 and 54.
48. The Charity at the meeting at which a Member of Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Member of Council shall, if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Member of Council has been put to the meeting and lost.
49. No person, other than a Member of Council retiring at the meeting shall, unless recommended by the Council, be eligible for election to the office of Member of Council of any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there has been left at the office of the Charity notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.
50. The Charity may from time to time by ordinary resolution increase or reduce the number of Members of Council and may also determine in what rotation the increased or reduced number is to go out of office.
51. The Members of Council shall have power at any time, and from time to time to appoint any person to be a Member of Council, either to fill a casual vacancy or as an addition to the existing

Members of Council, but so that the total number of Members of Council shall not at any time exceed the number fixed in accordance with these Articles. Any Member of Council so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Members of Council who are to retire by rotation at such meeting.

52. The Charity may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any Member of Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Member of Council. Such removal shall be without prejudice to any claim such Member of Council may have for damages for breach of any contract of service between him and the Charity.
53. The Charity may by ordinary resolution appoint another person in place of a Member of Council removed from office under Article 52. Without prejudice to the powers of the Council under Article 52, the Charity in general meeting may appoint any person to be a Member of Council either to fill a casual vacancy or as an additional Member of Council. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Member of Council on the day on which the Member of Council in whose place he is appointed was last elected a Member of Council.
54. No Member of Council may serve more than two consecutive Terms, save that the Council may agree that a Member of Council may serve a third consecutive Term, after which point that Member of Council shall retire from office.

#### PROCEEDINGS OF THE COUNCIL

55. The Council may meet for the despatch 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. When there is an equality of votes, the Chairman shall have a second or casting vote. A Member of Council may, and the Secretary on the requisition of a Member of Council shall, at any time summon a meeting of the Council. If the Council so resolves, it shall not be necessary to give notice of a meeting of Council to any Member of Council who being resident in the State is for the time being absent from the State.
56. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be three Members of Council.
57. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Charity, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.
58. The Council may elect a Chairman of their meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Members of Council present may choose one of their number to be Chairman of the meeting.
59. The Council may delegate any of their powers to committees consisting of such member or members of their body 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 Council.

60. 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 fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
61. 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 shall have a second or casting vote.
62. All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a Member of Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of Council 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 Member of Council.
63. A resolution in writing, signed by all the Members of Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

#### SECRETARY

64. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### THE SEAL

65. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Member of Council and shall be countersigned by the Secretary or by a second Member of Council or by some other person appointed by the Council for the purpose.

#### ACCOUNTS

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

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 Charity's affairs and to explain its transactions.

67. The books of account shall be kept at the office of the Charity, or, subject to the Act, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the Members of the Council.
68. The Council 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 Charity or any of them shall be open to the inspection of members not being Members of Council, and no

member (not being a Member of Council) shall have any right of inspecting any account or book or document of the Charity except as conferred by statute or authorised by the Council or by the Charity in general meeting.

69. The Council shall from time to time in accordance with the Act cause to be prepared and to be laid before the Charity in general meeting such profit and loss accounts, balance sheets, group accounts, if any, and reports as are referred to in those Sections.
70. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Charity in general meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Charity, so, however, that this Article shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware.

#### AUDIT

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

#### NOTICES

72. A notice may be given by the Charity to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the State or the United Kingdom) to the address, if any, within the State or the United Kingdom supplied by him to the Charity for the giving of notices to him. 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 a 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.
73. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member except those members who (having no registered address within the State or the United Kingdom) have not supplied to the Charity an address within the State or the United Kingdom for giving of notices to them; and
  - (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 Charity.

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

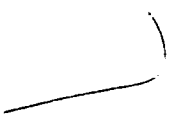
#### INDEMNITY

74. The members of the Council and the officers of the Charity shall at all times be indemnified out of the funds of the Charity against all outlays and liabilities which they may incur or be put to in consequence of any act, matter or thing done or permitted by them in or about the bona fide execution of the duties of their offices, and each of them shall be chargeable only with such money as he may actually receive, and shall not be answerable or accountable for any loss or losses which may arise from any investment of the funds of the Charity, nor for any errors, neglect, or omissions, of any officers, auditors, or agents of the Charity unless such loss be sustained through his own wilful act or default.



## DISSOLUTION

75. Clause 9 of the Memorandum of Association of the Charity relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these articles.



WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Hans Heinrich Engel, Glencraig, Croigavad, Co. Down, Superintendent.

J. H. O'Reilly, Crossfield, Palmerstown, Co. Dublin, Executive. A. Patricia Farrell, Gigginstown, Mullingar, Farmer,

Eomonn Stafford, Cloonlisk, Shinrone, Offaly, Executive.

Peter Elshollz, Glencraig, Craigavad, Co.

Down, Horticulturist. Barbaro Lipsker,

Glencraig, Croigavad, Co. Down, Matron,

Gabriel Brennan, 27 St. Mary's Road, Dublin 4, Insurance Broker.

Dated the 29th \_day of March, 1971

Witness to the above Signatures:-

Eilis Brennan,  
27 St, Mary's  
Road,  
Balisbridge, -