

**COMPANIES ACT 2014**

**CONSTITUTION**

**OF**

**THE IRISH KIDNEY ASSOCIATION**

**COMPANY LIMITED BY GUARANTEE**

**COMPANIES ACT 2014**  
**MEMORANDUM OF ASSOCIATION OF**  
**THE IRISH KIDNEY ASSOCIATION**  
**COMPANY LIMITED BY GUARANTEE**

1. The name of the company (hereinafter called the "Association") is **THE IRISH KIDNEY ASSOCIATION COMPANY LIMITED BY GUARANTEE**.
2. The Company is a Company Limited by Guarantee, registered under Part 18 of the Companies Act 2014.
3. The main objectives for which the Association is established are to aid, assist by any means, counsel and support people living with, or affected by, end-stage renal disease.
4. The Association shall have the following subsidiary objectives in furtherance of the main objects:
  - a. To help and support the medical profession and health agencies in the improvement of any health and social services and facilities;
  - b. To foster and encourage the provision and maintenance of health promotion training, education and information on the various aspects of treatment and care and to provide foremost knowledge and up-to-date information;
  - c. To acquire and facilitate the dissemination of information and advice, to service and counsel, and to support and act on behalf of members on any social, economic, or other matter which is in the person's interest;
  - d. To carry out, sponsor and promote social and medical research;
  - e. To undertake any lawful action likely to improve the social, medical, economic and general welfare and well-being of people living with or affected by end-stage renal disease;
  - f. To seek, approach, co-operate with and encourage any person, organisation, company or other agency, which may be in a position to assist in the attainment of the Association's main objectives;
  - g. To pursue any and all lawful methods and means of promoting public awareness of the need for organ and tissue donors and to foster, encourage and facilitate the donation of organs and tissue for transplantation;
  - h. To create public awareness, interest and support for the disposition and needs of the renal population and to direct, educate and enable all interested persons, organisations or other agencies by means of publications, meetings, seminars, courses, conferences or other forms of communications;

- i. To work with, collaborate and network with allied interest groups in order to enhance services for both donor families and organ/tissue recipients alike;
  - j. To establish or support any charitable trusts, associations, institutions or subsidiary of the Company, formed for any of the charitable purposes contained in Clause 3; and
  - k. To acquire, merge with or to enter any partnership or joint venture arrangement, to facilitate any of the charitable purposes contained in Clause 3.
5. The Company shall have the following powers:
- a. To receive, maintain and hold by bequest, divest, gift, subscription, donation or otherwise, either absolutely or conditionally or in trust, any monies, investments, securities or property, real or personal of every description and wheresoever situated, without limitation as to amounts or value, and to convey or assign any properties, and to invest or re-invest any principal or interest, and to direct, manage and expend the income and principal for the Association, and to administer any special funds for various purposes as agreed upon by the Association and the agency or agencies providing such funds;
  - b. To approach, encourage and co-operate with all individuals, groups, institutions, organisations or bodies corporate with which such co-operation shall be expedient and beneficial for the furtherance of the main objectives;
  - c. To undertake and execute any trusts, charitable or otherwise in Ireland or elsewhere which may be deemed expedient for the furtherance of the main objectives;
  - d. To purchase, take on lease, hold, mortgage, charge, lease, sell, manage, turn to account, acquire and dispose of lands, buildings, investments, rights and properties of all kinds, real and personal, in the Republic of Ireland and elsewhere;
  - e. To employ and pay any corporation, body corporate, person or persons (not being Directors) to receive, manage and disburse monies, or to act generally as servants or agents of the Association;
  - f. To invest and deal with monies of the Association not immediately required upon such securities and in such manner as may from time to time be determined, and to invest any monies coming into the hands of the Association as trustees in or upon such investments, securities or property as may from time to time be determined; prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of 2 years;
  - g. To borrow or raise money for the main object of the Association or for the purpose of any trust undertaken by the Association on such terms or on such security as may be thought fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charge upon all or any of the Association property both present and future and to purchase, redeem or pay off any such securities;

- h. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants debentures and other negotiable or transferable instruments;
  - i. To enter into any arrangements with the Government or any authority supreme, municipal, parochial or otherwise which may seem to the Board of Directors of the Association to be conducive to the main objects of the Association, and to obtain from any such Government or authority any rights, privileges and concessions which the Board of Directors may think it desirable to obtain for the purposes of the Association, and to carry out any duties imposed or to be imposed on the Association by Act of the Oireachtas or any order made thereunder;
  - j. Subject to law, to institute, conduct, defend or compromise legal proceedings by and against the Association or its officers, as such, and to do and authorise to be done all acts, deeds, or assurances which may necessarily have to be done to register the Association or any of its properties in any such local or foreign register as may be found necessary or desirable;
  - k. To do all or any of the above things in any part of the world, either as principals, agents, trustees, or otherwise, and either by or through agents, sub-contractors, trustees or otherwise;
  - l. To counsel, watch and advise on the preparation of any Act of the Oireachtas or any other act or instrument of law or any authority with a view to the attainment of the main objects aforesaid; and
  - m. To do all such other lawful things as are incidental or conducive to the attainment of the main objects above.
6. The Association shall not be affiliated with any political party and shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which, if an object of the Association, would make it a trade union.
7. The income and property of the Company shall be applied solely towards the promotion of main object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.

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

- a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;

- b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
  - c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
  - d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
  - e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company;
  - f) nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).
8. The liability of the members of the Association is limited.
9. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while she/he is a member, or within one year afterwards, for payment of the debts and liabilities of the contracted before he ceased to be a member and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.
10. If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 7 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.
11. The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

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

**COMPANIES ACT 2014**  
**ARTICLES OF ASSOCIATION OF**  
**THE IRISH KIDNEY ASSOCIATION**  
**COMPANY LIMITED BY GUARANTEE**

**INTERPRETATION**

The Company is a Company Limited by Guarantee, registered under Part 18 of the Companies Act 2014.

1. In these articles:

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

“the Advisory Committee” means the committee of the Board elected as provided in Article 20.

“the appropriate year” means the year in which the new Board is to be constituted.

“the Association” means The Irish Kidney Association Company Limited by Guarantee

“the Board” means the Board of Directors for the time being of the Association.

“the Company Secretary” means any person appointed to perform duties of the secretary of the Association.

“the Office” means the head office for the time being of the Association.

“Writing” including all modes of representing works in 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 of the date at which these articles became binding on the Association.

2. The Association shall consist of:

I. Members

II. Branches

III. A Board of Directors

**Members**

3. The number of members with which the Association was registered is 5,000 but, the Board may from time to time register an increase of members.
4. Membership of the Association shall be open to people who are over 18 years of age and shall be divided into the following categories:
  - a. Renal patient membership ("renal patient members") shall be open to any person who has, or is diagnosed as likely to have, End-Stage Renal Disease.
  - b. Ordinary membership ("ordinary members") shall be open to any other person directly affected by End-Stage Renal Disease and persons who support the cause and objectives of the Association.
5. All ordinary and renal patient members shall subscribe to the Memorandum of Association.
6. Membership of the Association shall not be transferable or transmissible. Membership shall commence on (i) receipt of the completed signed application form by the Company Secretary or his/her appointee, and (ii) on approval of the application for membership by the Board.
7. Membership shall cease if:
  - a. The Board deems that the member has contravened or acted to the detriment of the Association's objectives and breached its regulations contained in the Memorandum of Association and the Articles of Association or otherwise, or has brought or may be likely to bring the Association into disrepute.
  - b. The member resigns by notice in writing.
  - c. The member uses his/her membership of the Association to promote the aim of any political party, or religious group.
8. Any member may be expelled from the Association pursuant to Article 7(a) by resolution of a majority of at least three fourths of the Board, present and voting at a meeting specially convened for this purpose. Such a person shall have fourteen clear days' notice sent to him/her of the meeting and shall be entitled to attend the meeting and be heard, but shall not be present at the voting or take part in the proceedings or otherwise than as the Board may permit. Any persons who are expelled shall have a right to appeal within one month to the Advisory Committee who shall meet to consider the appeal. The person so expelled shall have seven clear days' notice sent to him/her of such meeting and shall be entitled to attend the meeting and be heard but shall not be present at the voting or take part in the proceedings or otherwise than as the Governance Committee may permit.

## **Board of Directors**

- 9.

- a. The Board shall consist of one representative elected from each Branch of the Association, such election to be held at the Branch's annual general meeting prior to the Association's Annual General Meeting in the appropriate year. All members of the Association shall be advised of the identity of each representative elected by each Branch to the Board.
  - b. The Board shall elect and in this order a Director to each of the offices of Chairperson, Treasurer and Secretary (the "National Officers"), one of whom shall preferably be a renal patient member, PROVIDED THAT each nominee shall have been a member of the Board for the previous term. Each National Officer so elected shall hold his/her position as a National Officer for the duration of that Director's then current term as Director.
  - c. The term of office of the Directors shall commence immediately following the Annual General Meeting of the Association prior to which they were nominated in accordance with Regulation 11. Such terms of office of the Board and the terms of office of the National Officers shall be two years or such longer or shorter period as sanctioned by the Chairperson with the approval of the majority of the Board, PROVIDED THAT in no circumstances shall such term exceed three years.
  - d. The term of office of the National Officers shall commence at the conclusion of the first board meeting which shall immediately follow the Annual General Meeting at which they are elected to the Board and shall end at the conclusion of the Annual General Meeting after which the term of office of the new Directors shall commence. National Officers, following the completion of their term of office, shall be eligible for appointment to any other office of National Officer and shall continue to be eligible to be a member of the Board. They shall, however, be prohibited from taking up a second consecutive term in any particular office.
  - e. The Board reserves the right to invite anyone it wishes to attend a meeting of the Board or to refuse anyone permission to attend a meeting of the Board.
10. The role of the Board of Directors shall be:
- (i) To determine the policy of the Association.
  - (ii) To carry out the overall business of the Association.
  - (iii) To determine the various subscriptions or contributions (if any) to be paid by members.
  - (iv) To exercise all such powers of the Association as are not by these Articles required to be exercised by the Association in general meeting.
11. Branch secretaries shall deliver to the Office particulars of the full name and address of the designated nominee to the Board of Directors within 7 days of the Branch's annual general meeting, provided that such particulars will be received at the Office

no later than 60 clear days prior to the Associations Annual General Meeting. Any late nominations may only be accepted at the discretion of the Board.

12. If at any stage a Director is unable to fulfil his/her role, or resigns from his/her position as a Director, the relevant Branch may re-elect a replacement member to the Board for the remaining term of office of the Board.
13. The members of the Board may act notwithstanding any vacancy in their membership for the time being but if and so long as their number is reduced to below that fixed by or pursuant to the Articles of Association as to the necessary quorum, the continuing members of the Board may act for the purpose of increasing the number of members to that number or of summoning a general meeting of the Association but for no other purpose.
14. The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its properties or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security on any debt, liability or obligation of the Association.
15. The members of the Board may meet together for the dispatch of business, adjourn, or otherwise regulate their meetings, as they think fit. The Board may appoint a Chief Executive of the Association (the "Chief Executive") and authorise the Chief Executive to act as executor of its duties. Questions arising at any meeting shall be decided by a majority vote and each member of the Board shall have one vote. Where there is an equality of votes, the chairman shall have a second or casting vote. The Secretary will convene a meeting of the Board upon the written request of at least six members of the Board. The quorum for meetings of the Board shall be seven Directors present in person or by proxy unless otherwise determined by the Board. For the avoidance of doubt, the Chairperson may direct that any specific meeting of the Board or of a committee be held as a virtual meeting by means of telephonic, video or other electronic communication, as provided by Section 161 (6) of the Companies Act 2014.
16. All acts bona fide made by the Board, or any committee appointed by it, or by any person acting as a member of the Board, or any such committee shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member or person or that they or any of them were disqualified be as valid as if such person had been duly appointed and was qualified to be such a member.
17. The Board shall cause minutes to be made in books provided for the purpose of:
  - a. The appointments of Officers made by the members at the appropriate Annual General Meeting.
  - b. The names of the members of the Board present at each meeting of the Board and of any committee on the Board.
  - c. All resolutions and proceedings at the general meetings of the Association and of the Board and of any committee of the Board.

- d. All meetings of the Board and any of its committees.
18. A resolution in writing signed by all the members for the time being of the Board shall be as valid as if it had been passed at a meeting for the Board duly convened and held.
19. The Board may appoint committees with such powers including powers of the Board as the Board shall delegate or assign to them. At least one member of any Committee shall be a member of the Board and must be in attendance at the meetings of the Committee except where she/he appoints an alternate to attend in his/her place such alternate also being a member of the Board. No expense shall be incurred by any Committee without prior sanction of the Board and any such payments shall be subject to the limitations imposed by clause 5 of the Memorandum of Association hereof. All decisions and /or recommendations of Committees must be ratified by the Board.
20. At the commencement of each board term or at any time during such term an Advisory Committee may be elected by and from the members of the Board (the majority of which shall be patient members where possible) specifically to act as an appeals authority, to oversee that the ethos of the Association is maintained and for the interpretation of the Memorandum and Articles of Association of the Association in the event of a dispute over its terms, and to adjudicate on any items of a sensitive nature referred to it by the Board.
21. The Association shall have a seal and the seal shall be used only by and with the authority of the Board or of a Committee of the Board authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by two of the Officers and/or the Company Secretary or by some other person or persons appointed by the Board for that purpose.
22. All cheques, promissory notes, drafts, bills of exchange of other negotiable instruments and all receipts for monies paid to the Association shall be signed, drawn, accepted, endorsed and otherwise executed as the case may be by such person or persons and in such manner as the Board shall from time to time by resolution determine.
23. The Board Member's position shall be vacated if the member:
- a. Holds any office of profit or place of profit under the Association; or
  - b. Becomes prohibited from being a member by reason of any order made under any provision of the Act; or
  - c. Becomes of unsound mind or resigns his/her office by notice in writing; or
  - d. Uses his/her membership of the Association to further any religious or political aims or ambitions which, in the Board's opinion are detrimental to the Association; or
  - e. Is convicted of an indictable offence unless the Board otherwise determines; or
  - f. Ceases to be a member of the Association; or

- g. Is adjudged bankrupt in the Republic of Ireland or in the United Kingdom or makes any arrangement or composition with his/her creditors generally.

## **Branches**

- 24. Each Branch shall be governed by the rules of the Association.
- 25. New Branches may be established only with the approval of the Board. The Board may appoint in each area a committee of the Board to assist the formation of new Branches and to co-ordinate and assist the activities of existing Branches.
- 26. All Branches will hold annual general meetings and in the appropriate year may elect a Chairperson, Secretary and Treasurer and may elect at their discretion a nominee to the Board.
  - a. The Term of office for branch officers shall commence after the annual general meeting of the Branch in the appropriate year and shall be two years or such longer or shorter periods as determined by the Board of Directors. The Branch Secretary shall deliver the names of each officer to the Office within 7 days after the meeting.
  - b. If at any stage a branch officer is unable to fulfil his/her role, or resigns from his/her position as an officer, the Branch may re-elect a replacement officer to the Branch for the remaining term of office, as determined by the Board of Directors in accordance with paragraph (a).
  - c. Branch annual general meetings shall be held within a time period directed by the Board.
  - d. If a Branch fails to observe any of the regulations of the Association contained in the Memorandum of Association and the Articles of Association or otherwise, including failure of the Branch to hold an Annual General Meeting or failure of the Branch to nominate a representative of the Branch to the Board, the Board may at its own discretion take any steps as it deems necessary to rectify this situation by:
    - electing an existing Board member to oversee the activities of the Branch;
    - closing the Branch;
    - requiring the Branch to cease all affiliation with, rights and interests associated with being a Branch of the Association including taking all steps to cease the use of the Association's name;
    - amalgamating or merging the operations of the Branch with the operations of another existing Branch; or
    - taking any other steps it deems necessary in order to ensure the regulations of the Association are adhered to and the [objectives] of the Association are protected.

All Branches and all Branch members shall be bound by the regulations of the Association and shall ensure compliance at all times with any obligations associated with being affiliated with the Association.

27. No member of the Association may without prior approval and consent of his/her Branch engage in any fundraising projects.
28. Branches will adhere to national policy and rules prepared by the Board in the conducting of the activities and the accounts of the Branch.

### **General Meetings of the Association**

29. All general meetings of the Association shall be held in private and at such time and place as the Board shall appoint PROVIDED THAT an Annual General Meeting shall be held once in every calendar year and not more than 15 months after the holding of the last such meeting.
30. All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
31. The Board may at the request of seven of its members and shall on the requisition of a majority of its members or not less than one quarter of the membership of the Association convene an Extraordinary General Meeting. Section 178 of the Act shall apply to any such requisition. Extraordinary General Meetings may also be convened as is provided in Section 178 of the Act.

### **Votes of Members**

32. All renal patient members shall have one vote. All ordinary members of at least 3-year standing shall have one vote. Associate members shall not be entitled to vote. No person shall be entitled to vote until he/she has received confirmation in writing from the Board that his/her application for membership has been approved by the Board in accordance with Article 6.
33. A member who lacks capacity to make a decision and in respect of whom an order has been made by any court having jurisdiction to make declarations as to capacity, may vote, whether on a show of hands or on a poll, by his/her decision-making representative or other person appointed by that court, and any such decision-making representative or other person may vote by proxy on a show of hands or on a poll.
34. Objection as to the validity of any voter may be made only at the relevant meeting. The Chair may adjourn the meeting for consideration of the objection or may direct as to the admissibility. All allowed voters will be valid for all purposes. The Chair's decision shall be final and conclusive.
35. Votes may be given either personally or by proxy provided that only members who have received written confirmation from the Board that their application for membership has been approved by the Board in accordance with Article 6 may be appointed as a proxy.
36. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing.

37. 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 the purpose in a notice convening the meeting not less than 7 days 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 7 days before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

38. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

“Irish Kidney Association Limited”.

I/We,.....  
 ..... of.....in the County  
 of..... being a Member of the above-named company, hereby appoint  
 .....of.....  
 ..... or failing her/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.....20  
 ..... Signed:.....this.....day  
 of.....20 ..... This form is to be used in favour  
 of/against\* the resolution. Unless otherwise instructed, the proxy will vote as he/she thinks fit. *\*Strike out whichever is not desired.*”

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

40. A vote given in accordance with the terms of an instrument or proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy 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 Association at the Office before the commencement of the meeting or adjourned meeting in which the proxy is used.

41. Any resolution presented to a meeting of the Association must be proposed and seconded by a member. Resolutions must be received by the Secretary at the Office 30 days before the appropriate meeting.

**Notice of General Meetings**

42. Subject to Sections 181 and 191 of the Act an Annual General Meeting of the Association shall be held following the expiry of not less than 21 days’ notice in writing. The notice shall be exclusive of the day in which it is served and the day for

which it is called and shall specify the place, day and hour of the meeting and in the case of special business the general nature of that business. The notice as specified in Article 56 shall be given in such manner as provided and to the person specified.

43. 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 the meeting.

#### **Proceedings at General Meetings**

44. All business that is transacted at an Extraordinary General Meeting shall be special and all business that is transacted at an Annual General Meeting shall be special with the exception of the consideration of the accounts, balance sheets and reports of the Board and of the auditors, the declaration of the results of the election of the members of the Board in place of those retiring, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors.
45. No business may be transacted at any meeting of the Association unless a quorum of members is present in person or by proxy at the time when the meeting proceeds to business. Ten percent of the members of the Association plus ten members present in person shall be a quorum. The Board may from time to time alter the quorum necessary for general meetings.
46. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if conveyed upon 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 to such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed, the members present shall be a quorum.
47. The Chairperson of the Board shall preside as Chairperson at every general meeting or if there is no such Chairperson or if he/she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Board present shall elect one of their number to be chairman of the meeting. If no member of the Board is present within 15 minutes after the time appointed for the meeting, the members of the Association present shall elect one of their number to be chairman of the meeting.
48. At any general meeting of the Association, 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 show of hands) demanded by the Chairperson, or at least five members present 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 unanimously, or by a particular majority or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Association, shall be conclusive evidence of the fact without further proof of the number or proportion of the votes

recorded in favour or against such resolution. The demand for a poll may be withdrawn.

49. If the poll is duly demanded it shall be taken in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the question of adjournment shall be taken forthwith but a poll on any other question shall be taken at such time as the Chairperson of the meeting directs and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll.
50. Where there is an equality of votes, whether on a show of hands or a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
51. Subject to Section 191 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 shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

#### **Accounts**

52. The Board shall keep such books of accounts as are necessary to give a true and fair view of the state of the Association's affairs, to explain its transactions and in particular shall cause proper and sufficient accounts to be kept relating to:
  - a. All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
  - b. All sales and purchases of goods by the Association; and
  - c. The assets and liabilities of the Association.
53. The record of accounts shall be kept in the Office of the Association or at such other place as the Board thinks fit and shall at all reasonable times be open to the inspection of the members of the Board.
54. The Board shall place before the Association at each Annual General Meeting an income and expenditure account together with a balance sheet for the period since the last preceding account made up to the date not more than nine months before such meeting. Every balance sheet shall be accompanied by a report of the Board of Directors and a report of the auditors. A copy of such account, balance sheet and reports shall, not less than 21 days from the date fixed for the meeting, be sent to all persons entitled to receive notices of general meetings in the manner in which such notices are required by these Articles to be given. Questions on the accounts can be submitted in writing to the Auditor and must be lodged at the Office at least 7 days before the relevant meeting.

#### **Audit**

55. Auditors shall be appointed and their duties regulated in accordance with the Act.

## Notices

56.

(a) Any notice required to be given by the Company to any person (the "recipient") under these regulations may be given by means of delivery, post, fax, electronic mail or any other means of communication approved by the directors, to the address or number of the recipient notified to the Company by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the Company). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Company and the recipient, to have been served at the time of delivery (or, if delivery is refused, then when tendered), in the case of delivery, at the expiration of 24 hours after despatch in the case of post and at the expiration of 12 hours after despatch in the case of fax, electronic mail or other method of communication approved by the directors.

(b) Any document (including, but not limited to, any notice, appointment, removal and resolution) required or authorised by these regulations to be sent to or served on the Company shall be in writing sent to or served on the Company at its registered office and may be sent or served by means of delivery, post, fax, electronic mail or any other means of communication approved by the directors, and may bear a printed or facsimile signature of the person or persons required by these regulations to sign such document. The communication of such a document by such means shall be confirmed as soon as possible by delivery to the Company at its registered office of such document bearing an original signature of the person by whom it is required to be signed but (provided that the directors are satisfied as to the authenticity of the document communicated as aforesaid) shall be acted upon by the Company and the directors meanwhile; provided that any such document shall be valid and effective for all purposes notwithstanding that for any reason the document is not subsequently so confirmed. Any such document shall take effect, in the absence of any agreement to the contrary between the Company and the person by whom or on whose behalf the document was sent or served, at the time of receipt in the case of delivery and post, and at the expiration of 6 hours after its deemed receipt at the Company's registered office.

(c) A notice may be given by the Company to any member either personally or by sending it by post to him/her to his/her registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 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.

(d) A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register in respect of the share.

(e) A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased or Official Assignee in bankruptcy or by any like description at the address supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

### **Winding Up**

57. The provisions of Clause 8 of the Memorandum of Association of the Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in full in these Articles.