

When SUI became a limited company the old constitution was rewritten as the Articles and Memorandum of Association, this was done by buying a “stock” company and grafting our constitution into another document. As a result there are a number of inconsistencies and questions that have floated around ever since. The present changes are intended to correct any inconsistencies (eg is the committee quorum $\frac{1}{3}$ or $\frac{2}{3}$'s of the members) and make the document easier to read.

Text that is ~~STRUCK OUT~~ is text to be deleted or changed, while Underlined text is new text. The word ~~COUNCIL~~ will be changed to COMMITTEE at all instances.

The most significant changes are article 38 (a) which attempts to clarify the committee structure as this has become rather vague in recent years; and article 46 which changes this article to the *normal* position whereby committee members may NOT vote on an item that they may benefit financially from.

These changes will be proposed at the 2009 AGM.

COMPANIES ACTS 1963 TO 1990 COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF **THE SPELEOLOGICAL UNION OF IRELAND LIMITED**

1. The name of the Company is **SPELEOLOGICAL UNION OF IRELAND LIMITED**

2. The objects for which the company is established are

(A)(i) To promote the interests of members, and to provide and maintain such services for the benefit of members as may be approved by the Council from time to time.

(ii) The promotion of other such services that may be of benefit to members.

(iii) To co operate with, and affiliate to, any other organisations if in the opinion of the Council this would be beneficial to members, in accordance with these Memorandum & Articles.

(iv) To promote and engage in the sport of caving and to publish research in Speleology; to encourage co operation amongst all cavers in Ireland; to represent Irish caving interests at national and international level; to gather and disseminate information on Irish caves; to encourage safe caving and to promote training in caving techniques and practice; to facilitate the introduction of beginners to caving and promote high standards of safety and leadership for such activities; to strive for the conservation of Irish caves; to act as proprietors, lessors, developers and managers of sports clubs and houses, games rooms, gymnasiums, saunas and leisure centers, guest houses and hostels, camping and caravan sites and parks, and as providers of all manner of sports, health and recreation amenities; to sell, hire out or otherwise provide caving equipment, training aids and apparatus, sports clothing, equipment, supplies and accessories; to promote, sponsor and organise conferences, lectures, demonstrations, displays, competitions and tournaments and to award prizes and trophies; to provide private nursing facilities, courses of therapy, and health treatments and to advise upon diet and training routines; to print, publish and distribute newspapers, books, magazines, manuals, notes and articles and all manner of publications and stationery and to carry on business as tour operators, travel agents, and insurance brokers and agents or other documents or film or recorded tapes.

(B) To carry on any other activity, trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To apply for all licences which may be required to further any of its objects.

(D) To purchase, manage, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, agreements, machinery, plant, stock in trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(E) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the company's objectives, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's objects, and for the purposes of or in raising of money by the Company to become a member of any building society.

(G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(H) To receive and acquire money by donation, gift, subscription or otherwise and to apply or expend such funds to or upon all or any of the objects of the company, directly or indirectly.

(I) To receive money on loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(J) To make advances to **CUSTOMERS members** and others with or without security, and upon such terms as the Company may approve.

(K) To grant pensions, allowances, gratuities and bonuses to officers, ex officers, employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(M) To invest and deal with the moneys of the Company not immediately required for the purposes of its objects in or upon such investments or securities and in such manner as may from time to time be determined.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by installments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(P) To amalgamate with any other company whose objects are to include objects similar to those of this Company, and to affiliate to any organisation whose objects are similar to those of the Company or if, from time to time, the Council deems that such affiliation would be of benefit to the Company.

(R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub contractors or otherwise.

(S) To do all such things as are incidental or conducive to the above objects or any of them

(Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company.

3. The liability of the members is limited.

4. 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 being a member, for payment of the debt 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 contributories among themselves, such amount as may be required not exceeding ~~IR€1.00~~ 1.00 Euro.

5. The income and property of the company whence so ever derived, shall be applied solely towards the promotion of the 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 dividend, bonus or otherwise howsoever by way of profit, to the members of the company.

6. 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 six hereof, 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.

**COMPANIES ACTS 1963 TO 1990 COMPANY LIMITED BY
GUARANTEE AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION
OF
THE SPELEOLOGICAL UNION OF IRELAND LIMITED

PRELIMINARY

The Regulations contained in Table C of the Companies Acts, 1963 to 1983 shall apply to the Company save in so far as they are excluded or varied hereby.

1. In these Articles:

"the Act" means the Companies Act, 1963

"the Council" means the Council for the time being of the Company or the Council present at a meeting of the Board of Council and includes any person occupying the position of a Council member by whatever name called; (i.e. the committee)

"the Company" means **SPELEOLOGICAL UNION OF IRELAND LIMITED.**

"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.

"the state" means the Republic of Ireland or its successors (N.B. see articles 9, 45b, 51)

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 unlimited.

3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Company.
4. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.
5. All applications for membership shall be subject to the approval of the Council.
6. It is the conditions of membership that each member shall abide by the ~~CONSTITUTIONAL RULES OF THE UNION~~ *articles and memorandum of association*, and any directives which are, from time to time, issued by the Council.
7. Membership of the ~~UNION Company~~ is open to all caving groups, clubs or associations (hereinafter called affiliates) in Ireland *and Northern Ireland* that are willing to subscribe to the objects of the ~~UNION Company~~ and to pay the current subscription. Each affiliate shall submit a list of their members (names and addresses) on payment of their subscription. This list may be amended with additional subscriptions to be paid for additional members.
8. Membership of the Company is open to individuals (hereinafter called associates) that are willing to subscribe to the objects of the Company and to pay the current subscription. Members of affiliates shall have the same standing in all respects as associate members and shall be regarded as equal in all respects.

GENERAL MEETINGS

9. General meetings of the Company may be held outside the State.
10. (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 4, the annual general meeting shall be held at such time and at such place as the Council shall appoint.
11. All general meetings other than annual general meetings shall be called extraordinary general meetings. Only members whose subscription is current shall be entitled to vote at annual general meetings and extraordinary general meetings of the company.

EXTRAORDINARY GENERAL MEETING

12. An Extraordinary General Meeting shall be held at the written request of 25% of the members of the Company (i.e. all associates plus all members of all affiliates) or 75% of the members of the Council. An Extraordinary General Meeting shall hold the same powers as an Annual General Meeting and shall be governed by the same procedural rules.

NOTICE OF GENERAL MEETING

13. 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 days' 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 days' 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 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.

14. 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 MEETING

15. 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 accounts, balance sheets and the reports of the Council and Auditors, the election of Council members in the place of those retiring, the re appointment of the retiring Auditors, and the fixing of the remuneration of the Auditors.

16. 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, a quorum shall consist of 20 members or one fifth of the total membership, whichever is the lesser.

17. 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.

18. The Chairperson, if any, of the Council shall preside as Chairperson at every general meeting of the Company, or if there is no such Chairperson, 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 Council present shall elect one of their number to be Chairperson of the meeting.

19. If at any meeting no Council member is willing to act as Chairperson or if no Council Member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.

20. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, 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.

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 demanded (before or on the declaration of the result of the show of hands):

(a) by the Chairperson, or

(b) by at least two 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 the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, 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.

22. ~~EXCEPT AS PROVIDED IN ARTICLE 21~~ if a poll is duly demanded it shall be taken in such 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.

23. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

24. A poll demanded on the election of a Chairperson, 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 Chairperson 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.

25. Subject to Section 141 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 shall be deemed to be a special resolution within the meaning of the Act.

26. Every associate and every member of every affiliate named in the list submitted under Article 7 shall have one vote.

27. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his council, receiver, guardian, or other person appointed by that Court, and any such council, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.

28. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid. .

29. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

30. Votes may be given either personally or by proxy.

31. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

32. 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 Republic of Ireland or Northern Ireland 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.

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

SPELEOLOGICAL UNION OF IRELAND LIMITED

I / We, _____ of _____ in the County of _____ being a member/members of the above named Company, 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 _____ 20.... and at any adjournment thereof.

Signed this _____ Day of _____ 20.....

This form is to be in favour of / against* the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit*

***Strike out whichever is not desired.**

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

35. A vote 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 Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

ANNUAL SUBSCRIPTION

36. Council shall be entitled from time to time to determine any Annual Subscription to be payable by any member of the Company. Such subscription shall be payable at the A.G.M. for the following year. A person becoming a member of the Company after the A.G.M. in any year may be required by the Council to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to the A.G.M. in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The membership year shall be the calendar year irrespective of the timing of any annual general meeting.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

37. (a) A member of any class may by notice in writing to the Secretary of the Company resign his membership of the Company.

(b) Membership of the Company shall automatically cease on any member's death.

(c) If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Council either shall have rendered him unfit to remain a member of the Company or shall be injurious to the Company or if the Council shall for any other good reason require that a member shall be expelled such member may by a Resolution of the Council be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Council any explanation or defence as he may think fit.

Notice under this Article shall be deemed to have been served if it sent by post in accordance with the provisions set out in Article ~~70~~ 72 of these Articles whether or not it is actually received by the member intended to be served with such notice.

COUNCIL

38 (a) The management of the UNION Company shall be vested in a Council composed of a Chairperson, Secretary, Treasurer, ~~AND FIVE OTHER MEMBERS~~ Membership and insurance secretary, Training officer, Conservation and Access officer and two other members elected annually at the Annual General Meeting. Only members of the company shall be eligible for election.

(b) The duty of the Council shall be to promote the aims of the UNION Company

(c) Of the eight members of Council elected at the Annual General Meeting, no more than four may be from anyone province. This shall apply in all circumstances except when insufficient nominations will allow.

(d) Council may at its discretion co-opt up to a maximum of four individuals into its ranks. These members shall have equal standing and voting rights ~~ONLY WITH REFERENCE TO THE PURPOSE OF THEIR CO-OPTION~~ to elected members and be in all respects equal. The purpose of the co-option shall be clearly outlined in the minutes at the first council meeting. The term of office of co-opted individuals shall cease at the annual general meeting following their co-option.

(e) A Council member may be represented by proxy if written notification is received by the Chairperson or Secretary at least two days in advance of the relevant meeting, stating the name of the person to be so represented, the name of the person to represent him and signed by the former.

(f) A quorum will be ~~TWO-THIRDS~~ one third of the members of Council plus one present either in person or by proxy.

(g) Meetings of Council shall be held at least bi-annually. Notice of meetings of Council shall be sent to each Council member at least ten days in advance.

(h) All motions, proposals and amendments shall be carried by simple majority vote, the Chairperson having a casting vote.

(i) Specific positions on the Council can only be held for four consecutive years at which time the Council Member shall resign. Individuals may continue to be co-opted to Council beyond four years as provided by article 38(d) at the discretion of Council

(k) Council may from time to time appoint members to specific duties and responsibilities without their becoming members of Council, e.g. librarian, newsletter editor. Such members shall be known as "assignees" and they may be required to provide reports to Council as directed. Such members may be required to attend Council meetings as observers but shall have no voting rights.

~~39. THE COUNCIL MAY AT ITS DISCRETION CO-OPT INDIVIDUALS INTO ITS RANKS. THESE MEMBERS SHALL HAVE VOTING RIGHTS ONLY WITH REFERENCE TO THE PURPOSE OF THEIR CO-OPTION.~~ (See article 38d)

40. The business of the Company shall be managed by the Council, 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 of the Council which would have been valid if that direction had not been given.

41. 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 Company for such purposes and with 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.

BORROWING POWERS

42. The Council 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 COUNCIL

43. 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 Council shall from time to time by resolution determine.

44. 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 Council members present at each meeting of the Council and of any Council of the Council;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Council and of Councils of Council members.

DISQUALIFICATION OF COUNCIL MEMBERS

45. The office of a Council member shall be vacated if the Council member:

- (a) holds any 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 Council member 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 an indictable offence unless the Council otherwise determine; or

(g) is directly or indirectly interested in any contract with the Company and fails to declare nature of his interest in manner required by Section 194 of the Act.

VOTING ON CONTRACTS

46. A Council Member may **NOT** vote in respect of any contract in which he is interested or matter arising thereout.

~~47. THE COMPANY MAY FROM TIME TO TIME BY ORDINARY RESOLUTION INCREASE OR REDUCE THE NUMBER OF COUNCIL MEMBERS.~~

48. The Council members shall have power at any time, and from time to time, to appoint any person to be a Council Member, either to fill a casual vacancy or as an addition to the existing Council. Any Council Member so appointed shall hold office only until the next Annual General Meeting. In any case the total number of Council members shall not exceed 12

49. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any Council Member before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Council member. Such removal shall be without prejudice to any claim such Council Member may have for damages for breach of any contract of service between him and the Company.

50. The Company may by ordinary resolution appoint another person in place of a Council Member removed from office under Article ~~63~~ 49. Without prejudice to the powers of the Council under Article ~~62~~ 48 the Company in general meeting may appoint any person to be a Council Member, either to fill a casual vacancy or as an additional Council Member. A person appointed in place of a Council Member so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Council Member on the day on which the Council Member in whose place he is appointed was last elected a Council Member.

PROCEEDINGS OF COUNCIL

51. The Council 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 CHAIRPERSON SHALL HAVE A SECOND OR CASTING VOTE.~~ (see article 38h) A Council Member may, and the Secretary on the requisition of a Council Member shall, at any time summon a meeting of the Council. If the

Council so resolve it shall not be necessary to give notice of a meeting of Council to any Council Member who being resident in the State is for the time being absent from the State.

~~52. THE QUORUM NECESSARY FOR THE TRANSACTION OF BUSINESS OF THE COUNCIL SHALL BE ONE THIRD OF THE COUNCIL, PLUS ONE. (See article 38f)~~

~~53. THE COUNCIL SHALL MEET AT LEAST TWICE IN ANY ONE YEAR. (See article 38g)~~

54. The continuing Council 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 Council, the continuing Council or Council Member may act for the purpose of increasing the number of Council to that number or of summoning a general meeting of the Company, but for no other purpose. *(Clause 54 means that if the number of members of Council falls below the quorum, the only things it can do legally is to act to increase the number to meet the quorum or to call a general meeting.)*

55. The Council may elect a Chairperson of their meetings and determine the period for which s/he is to hold office, but, if no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the Council present may choose one of their number to be Chairperson of the meeting.

56. The Council may delegate any of their powers to Councils consisting of such member or members of the Council as they think fit, any sub-council so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Council.

~~58. Council may meet and adjourn as it thinks proper. QUESTIONS ARISING AT ANY MEETING SHALL BE DETERMINED BY A MAJORITY OF VOTES OF THE MEMBERS PRESENT, AND WHEN THERE IS AN EQUALITY OF VOTES, THE CHAIRPERSON SHALL HAVE A SECOND OR CASTING VOTE. (see article 38h)~~

59. All acts done by any meeting of the Council or a ~~COUNCIL OF COUNCIL MEMBERS~~ sub-council or by any person acting as a Council Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Council Member 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 Council Member.

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

61. A written resolution of the Council Members pursuant to Regulation 109 of Part 1 of Table A may consist of several documents in the like form each signed by one or more of the Council and shall be deemed to be signed by any Council Member if approved by him by letter, telegram, telex, facsimile.

62. (a) For the purpose of these Articles, the contemporaneous, linking together by telephone or other means of audio communication of a number of Council not less than the quorum shall be deemed to constitute a meeting of the Council, and all the provisions in these Articles as to meetings of the Council shall apply to such meetings.

(b) Each of the Council Members taking part in the meeting must be able to hear each of the other Council Members taking part.

(c) At the commencement of the Meeting each Council Member must acknowledge his presence and that he accepts that the conversation shall be deemed to be a meeting of the Council.

(d) A Council Member may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the Chairperson of the meeting, and a Council Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid.

(e) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

SECRETARY

63. The Secretary shall be appointed by the Council for such term and at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

64. A provision of the Act or these Articles requiring or authorising a thing to be done by, or to, a Council Member and the Secretary shall not be satisfied by its being done by, or to, the same person acting both as Council Member and as, or in place of the Secretary.
(Clause 64 means that if something is authorised to be done by two people, eg a council member and the secretary, (eg signing cheques) it cannot be done by one person (the secretary) wearing two hats.)

THE SEAL

65. The seal shall be used only by the authority of the Council or of a ~~COUNCIL OF~~ sub-Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Council Member and shall be countersigned by the Secretary or by a second Council Member 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 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 purchase 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.

67. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Council think fit, and shall at all reasonable times be open to the inspection 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 Company or any of them shall be open to the inspection of members not being Council, and no member (not being a Council Member) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Council or by the Company in general meeting.

69. The Council shall from time to time in accordance with Sections 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.

70. 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 council report and Auditors report shall be sent, not less than 21 days before the date of an Annual General Meeting, to every person entitled under the provisions of the act to receive them.

AUDIT

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

NOTICES

72. A notice may be given by the Company to any member either personally or by sending it by post to them at their 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.

73. Notice of every general meeting shall be given in any manner herein before 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 notices of General Meetings.