COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

-of-

LOUTH VOLUNTEER CENTRE CLG

MEMORANDUM OF ASSOCIATION

1. **Name**

   The name of the Company is Louth Volunteer Centre Limited by Guarantee.

2. **Main Objects**

   The main objects for which the company is established are:

   > To promote the benefit of the inhabitants of Louth and the surrounding areas, by association with Statutory and Voluntary authorities in a common aim to advance education and provide facilities in the interest of Social Welfare and other charitable purposes of benefit to the Community of Louth and its surrounding areas and to provide support, training and advice which enhances the effectiveness of organisations involving volunteers to promote charitable activities on behalf of the Community of Louth and its environs.

3. **Subsidiary Objects**

   As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:

   a. To encourage all people to volunteer
   b. To promote, facilitate, organise, support and undertake ventures of all kinds designed to enable members of the community to participate in the development and improvement of volunteering in Louth.

c. To promote and enable the development of policy to create an awareness of volunteering.
d. To facilitate by means of various training and education programmes or ventures, the promotion of issues relating to volunteering.
e. To promote volunteer work and recruit and place volunteers in a wide and varied range of voluntary work and voluntary and statutory bodies and with the Volunteer Centre.
f. To liaise with statutory and voluntary bodies on voluntary work issues.
g. To develop education, training and support for volunteers and volunteer involving organisations.
h. To develop with the co-operation of agencies and the community, new and innovative projects that involve volunteers and enable the community to be enriched by the benefits of volunteering

4. Powers

a. To employ on such terms and conditions as it sees fit such staff and other resources as may be necessary to achieve the objects of the Company and for its proper management and operation
b.
c. To raise funds and to help raise funds for any charitable purpose.
d. To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of the company's property, rights or interests.
e. To purchase, take on lease or in exchange, hire or by any other means, acquire and protect, any freehold, or other property, for any estate or interest, any lands, buildings, stock in trade and any real or personal property or rights whatsoever which may be considered necessary, advantageous or useful to the Company.
f. To borrow, raise or secure the payment of money in such manner as the company shall see fit and in particular to issues debentures of all kinds and to charge and secure the same by Trust Deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future of the Company.
g. To guarantee, support or secure whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future of the Company or both the performance and discharge of any contract obligation or liability of a Company or of any person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities of any company.
h. To pay or remunerate any person, firm or company for rendering services for and on behalf of this Company and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of this Company.
i. To invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined,

provided however that prior notification will always be given to the Revenue Commissioners where it is intended to accumulate funds over a period in excess of two years for any specific purpose.

j. To develop, improve, manage, cultivate, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise, deal with all or any part of the property rights of the Company and to accept payment for any property or rights sold or otherwise disposed or dealt with by the Company in whatever form and on such terms as the Company may determine.
k. To effect insurances and to take other such measures as may be considered necessary to expedient for the purposes of safe guarding and securing the Company and its Directors, Members, Employees and people using its premises and any property of which the Company may be a Trustee, Manager, Agent or Custodian, against liability, loss and damage or every description.
l. To enter into and carry into effect any arrangement with any person, firm, company, Government or Government Body or authority that may seem conducive to the Company's main objectives and to apply for, promote and obtain from any person, firm, company, Government or Government Body or authority any contracts, concessions, privileges, charters, decrees and rights which the Company may think is desirable and to carry out and exercise and comply with same.
m. To act as Agents, Brokers and as Trustees for any person, firm or company and to establish agencies and branches and appoint Agents and others to assist in the conduct or extension of the company's business.
n. To purchase or otherwise acquire and undertake all or any part of the business, property, goodwill, assets, liabilities and transactions of any person firm or company carrying on any business which this Company is authorised to carry on.
o. To undertake and execute the office of nominee, trustee, executor, administrator, registrar, secretary, committee or attorney for any purpose and either solely or jointly with others and generally to undertake, perform and fulfil and office of trust or confidence.
p. To enter into any partnership or joint arrangement or arrangements for sharing profits with any company having objectives similar or in part similar to those of this Company and to give whatever undertakings are considered necessary by this Company.
q. To procure the Company to be registered or recognised in any place outside Ireland.
r. To do all things as are incidental or conducive to the above main objectives.
s. To take over from existing trustees and hold either jointly or alone, all or any existing charitable or benevolent funds, investments and burses established for or used in connection with these main objects and objectives or the community or social services or allied undertakings.
t. To adopt such means of making known the products,services and work of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase

and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.

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And it is hereby declared that in the construction of this Clause, the word “company”, except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

5. Limited Liability

The liability of members is limited to €1

6. Undertaking to Contribute

Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while s/he is a member or within one year afterwards, for payment of debts and liabilities of the Company contracted before s/he ceases 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.

7. Winding Up

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 8 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.

8. Income and Property

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:

1. reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
2. 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;
3. reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
4. reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
5. 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;
6. 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).

9. Additions, Alterations or Amendments

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.

10. . Keeping Accounts

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

NAMES, ADDRESSES AND DESCRIPTIONS OF DIRECTORS

ARTICLES OF ASSOCIATION

PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent herewith:

The “**Act**” means the Companies Act, 2014.

The "**Company**" means the above named Company.

The "**Directors**" means the members for the time being of the board of directors of the Company and “Director” shall be construed accordingly.

The "**Secretary**" means any person appointed to perform the duties of the Secretary of the Company.

The "**Seal**" means the Common Seal of the Company.

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

1.1 MEMBERS

2. The number of members with which the said Company proposes to be registered is 6 but the Directors may from time to time register an increase of members.**3.** The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.

RIGHTS OF MEMBERS

4. Membership of the Company is not transferable and shall cease:-

(a) on the member's death or bankruptcy;

(b) if the member resigns by serving notice in writing to the Directors of the Company at its registered office.

4.1

4.2 GENERAL MEETINGS

5. All general meetings of the Company shall be held in the State; general meetings may be wholly or partly held by electronic means. If held electronically using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard. Anyone using this technology is taken to be present in person at the meeting.

6.. (1) Subject to paragraph (2), 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.

(2) 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 in the State as the Directors shall appoint.

7. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

8. Directors may, whenever they think fit, convene an extraordinary general meeting.

9. If, at any time, there are not sufficient directors capable of acting to form a quorum, any Director of the Company or any member of it may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

10. The Directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10% of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.

11. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.

12. If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.

13. Any reasonable expenses incurred by the requisitionists by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitionists by the company and any sum so repaid shall be retained by the company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.

14. For the purposes of Articles 11 to 14, the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to

have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.

15. A meeting convened under Articles 10 or 12 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.

NOTICE OF GENERAL MEETINGS

16. A meeting of the Company, other than an adjourned meeting, shall be called:

    (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;

    (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.

17. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 22, be deemed to have been duly called if it is so agreed by:

    (a) all the members entitled to attend and vote at the meeting; and

    (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.

18. Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.

19. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

20. The notice of a meeting shall specify:

    (a) the place, date and time of the meeting;

    (b) the general nature of the business to be transacted at the meeting;

    (c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and

    (d) with reasonable prominence a statement that:

(i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;

(ii) a proxy need not be a member;

(iii) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

21. 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

23. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors, and the fixing of the remuneration of the Auditors.

24. 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, four members present in person shall be a quorum.

25. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisitions 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 at a place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

26. The Chairperson, if any, of the Board of Directors shall preside as Chairperson at every general meeting of the Company, or if there is no such Chairperson, or if s/he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairperson of the meeting.

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

28. 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 adjournment or of the business to be transacted at an adjourned meeting.

29. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) by the Chairperson, or
(b) by at least 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 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.

30. Except as provided in Article 32, 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.

31. 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.

32. 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.

33. Subject to section 193 of the Act (as modified by section 1208 of the Act, a resolution in writing signed by all 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.

VOTES OF MEMBERS

34. Every member shall have one vote.

35. 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 committee, receiver, guardian, or other person appointed by that court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.

36. No member shall be entitled to vote at any general meeting unless all money's immediately payable by him/her to the Company have been paid.

37. 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 eth meeting whose decision shall be final and conclusive.

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

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

40. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

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

(Company name) Limited

I/We* ____

Of ____

In the County of ______________________ being a member/members of the above-named Company hereby appoint _________________________________

21.1

Of

____

____

Or failing him/her ____

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 used *in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as s/he thinks fit.

**Strike out whichever is not desired.*

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

43. 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 Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

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

ANNUAL SUBSCRIPTIONS

45. The Directors shall from time to time to determine any Annual Subscriptions to be payable by any member of the Company. Such subscriptions shall be payable in advance of the 1st day of January in each year. A person becoming a member of the Company after the 1st day of January in any year may be required by the Directors 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 1st day of January in any year that member shall not be entitled to any rebate of his/her Annual Subscription paid for that year. The terms and conditions attached to Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

DIRECTORS

46. The number of the Directors shall be not less than six (6) and unless and until determined by the Company in general meeting, not more than twelve (12). The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the **Act.**

47. No remuneration shall be payable under any circumstances to any of the Directors in respect of his/her services as Director. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meeting of the Company or in connection with the business of the Company.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

48. (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 Directors either shall have rendered him/her unfit to remain a member of the Company or shall be injurious to the Company or if the Directors shall for any other good reason require that a member shall be expelled, such members may by a Resolution of the Directors be expelled from membership provided that s/he shall have been given notice of the intended resolution for his/her expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors as any explanation or defence as s/he may think fit.

Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 84 of these Articles whether or not it is actually received by the member intended to be served with such notice.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

50. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as or not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provision, 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 Directors which would have been valid if that direction had not been given.

51. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors shall see fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.

52. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.

53. The Directors shall cause minutes to be made in books, held electronically, provided for the purpose:

a. of all appointments of officers made by the Directors;
b. of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
c. of all resolutions and proceedings at all meetings of the Company, and the

Directors and of committees of Directors.

DISQUALIFICATION OF DIRECTORS

54. The Office of Director shall be vacated if the Director:
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 Director by reason of any order made under Section 184 of the Act; or
d. becomes of unsound mind; or
e. resigns his/her office by notice in writing to the Company; or
f. is convicted of an indictable offence unless the Directors otherwise determine; or is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest in manner required by section 194 of the Act.
g. does not comply with the undertakings detailed in the Board Directors Notice of Appointment in the Company Board Manual.
h. In addition to the circumstances set out in section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

VOTING ON CONTRACTS

55. A Director may note vote in respect of any contract in which s/he is interested or any matter arising thereof.

ROTATION OF DIRECTORS

56. Board members shall be appointed for a maximum term of five years, the Chair, Secretary and Treasurer will hold office for a maximum term of three years, both being subject to the Board Renewal and Board of Directors Notice of Appointment in the Louth Volunteer Centre Board Manual.

57. A retiring Director shall be eligible for re-election subject to a maximum term of five years. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering him/herself 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 Director has been put to the meeting and lost.

58. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there has been left at the office in

writing, signed by a Member duly qualified to attend and vote at the meeting for which notice is given, of his/her intention to propose such a person for election, and also notice in writing signed by that person of his/her willingness to be elected.

59. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

60. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

61. The Company may by ordinary resolution of which extended notice given in accordance with Section 146 of the Act remove any Director before the expiration of his/her period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him/her and the Company.

62. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 61. Without prejudice to the powers of the Directors under Article 63 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if s/he had become Director on the day on which the Director in whose place s/he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

63. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Question arising at any meeting shall be decided by a majority of votes. Where there is any equality of votes the Chairperson shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.

64. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.

65. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed

by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

66. The Directors 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 5 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.

67. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by Directors.

68. A committee may elect a Chairperson of its meetings; if no such Chairperson is elected or if at any meeting the Chairperson is not present within 5 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.

69. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings 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.

70. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

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

SECRETARY

72. The Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.

73. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

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

ACCOUNTS

75. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

76. The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.

77. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.

78. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company

79. A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

AUDIT

80. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

NOTICES

81. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.

82. **71.** Notice of every general meeting shall be given in any manner hereinbefore authorised to:

a. every member
b. the Auditor for the time being of the Company.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF MEMBERS

<to be added post AGM>

Dated this day of 14th June 2021

Witness to the above Signatures:

Dated this day of 2021

Witness to the above Signatures:
