

**Companies Acts 1963 to 1999
Company Limited by Guarantee and not having A Share Capital**

MEMORANDUM AND ARTICLES OF ASSOCIATION

IRISH DEAF SOCIETY THE NATIONAL ASSOCIATION OF THE DEAF LIMITED

Company No: 321657
Incorporated On: 24th day of February 2000

COMPANY FORMATIONS INTERNATIONAL LIMITED

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COMPANIES ACTS 1963 TO 1999

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

**IRISH DEAF SOCIETY THE NATIONAL ASSOCIATION
OF THE DEAF LIMITED**

1. The name of the Society is IRISH DEAF SOCIETY THE NATIONAL ASSOCIATION OF THE DEAF LIMITED (hereinafter referred to as “The Society”).
2. The main objects for which the Society is established are:
 - a. To empower and enable Deaf people to participate in positive action to further their independence and full and equal participation in the community.
 - b. The advancement of public education concerning the rights of Deaf people
 - c. The advancement of public education concerning civil and human rights in accordance with United Nations Standard Rule for Equalisation of People with Disabilities and the World Federation of the Deaf
 - d. To promote the status of Irish Sign Language (hereinafter called “ISL), which is the language of the Deaf community as their primary means of communication.

The subsidiary objects of the Society are:

- i. To promote human and citizenship rights for Deaf people in Ireland
- ii. To develop, manage and promote specific activity in furtherance to the objects of the Society;
- iii. To keep in touch with new developments, new methods, and approaches in the Deaf community and to disseminate information on IDS, Irish Deaf Culture and the Deaf community to its members and wider society;

- iv. To promote the research of any aids – personal and equipment – designed specifically or otherwise to benefit the Deaf and distribution of aids approved by the Society for use by the Deaf Culture;
- v. To provide opportunity for constructive discussion of societal and ethical issues of Deaf people, ISL and Deaf Culture;
- vi. To advise and assist, at the discretion of the Society, other bodies or individuals in Deaf related matters;
- vii. To affiliate, at the discretion of the Society, to anybody, local, national and international, for the purpose of furthering the main objects of the Society;
- viii. To promote the public awareness of ISL, Deaf Culture and the Deaf Community;
- ix. To negotiate, where appropriate, with government departments or the other agencies or bodies on behalf of its members, affiliated groups or other parties;
- x. To negotiate, where appropriate, with national or international bodies for funding and/or support for the Society, or its projects, either independently or in partnership with other organisations;
- xi. To foster the cultural and educational advancement for Deaf people;
- xii. To make grants to individual Deaf people;
- xiii. To publicise generally the aims and objectives of the Society through comprehensive media briefing with a view to raising public awareness of all aspects of Deaf related matters;
- xiv. To provide expert advice, constancy services, classes of instruction, tuition, lectures, meetings, discussion groups, exhibitions, printed matter and literature in relation to or in furtherance of the main objects of the Society;
- xv. To employ interpreters, consultants or other persons to the Society or its members.

The powers of the Society are:

- A) To raise funds by whatever means either by public subscription or otherwise for the main objects and to assist similar organisations.
- B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Society in connection with or as ancillary to any of the above businesses or the general business of the Society, to further exclusively its main objects.

- C) To apply for all licences which may be required to further the main object.
- D) To raise or borrow money, and to secure the payment of money by the issue or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or Mortgage, Charge, hypothecation, lien or pledge or the whole or any part of the undertaking property assets and rights of the Company, both present and future, and generally in such other manner and such terms as may seem expedient, and to issue any Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- E) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and to issue at par or subject to such rights, powers, privileges and conditions as may be thought fit, debenture stock, either permanent or redeemable or repayable, any collaterally or further to secure any securities of the Society by a trust deed or other assurance.
- F) To purchase, take on lease or in exchange, hire, or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
- G) To receive money on loan upon such terms as the Society may approve, and to guarantee the obligations and contracts of any person or corporation.
- H) To make advances to customers and others with security and upon such terms as the Society may approve.
- I) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the company as an employee, or to the wives, husbands, children or other dependents of such persons provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances and charitable aid, or their spouses or parent, has been a member of occupational pension scheme while employed by the company, and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the company and to subscribe or guarantee money for charitable objects.
- J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- K) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Society, either in cash, by instalments 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 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 Society may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- L) To sell, improve, manage, develop, turn to account, exchange, let on rent royalty, share profits or otherwise, grant licenses, 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 Society for such consideration as the Society may think fit.
- M) To amalgamate with any other Society or company whose main object is similar to that of this Society.
- N) To do all or any of the above things in any part of the world and either as principals to, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- O) To do all such things as are incidental or conducive to the above main object.
1. The liability of the members is limited
 2. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he/she is a member or within one year after he/she ceases being a member, for payment of the debt and liabilities of the Society contracted before he/she 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 €2.
 3. If upon winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Society but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Society and which shall prohibit the distribution of its or their income and property amount its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause for and give hereof, such institution or institutions to be determined by the members of the Society 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.

4. The income and property of the Society whenceoever derived, shall be applied solely towards the promotion of the main objects of the Society 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 Society.
5. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Society; but so that no member of the Board of Directors of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council or Board of Directors, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society provided that the provision last aforesaid shall not apply to any payment to any Society of which a member of the Board of Directors may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such members shall not be bound to account for any share of profit he/she may receive in respect of any such payment.
6. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force unless the same shall have been previously approved by the Revenue Commissioners.
7. Annual audited accounts shall be kept and made available to the Revenue Commissioners.

COMPANIES ACTS 1963 TO 1999
COMPANY LIMITED BY GUARANTEE AND
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ARTICLES OF ASSOCIATION

OF

**IRISH DEAF SOCIETY THE NATIONAL ASSOCIATION
OF THE DEAF LIMITED**

PRELIMINARY

The Regulations contained in Table C of the Companies Acts, 1963 to 1999 shall apply to the Society save in so far as they are excluded or varied hereby.

1. In these Articles:-

“the Act” means the Companies Act, 1963;

“the Directors” means the Directors for the time being of the Society or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;

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

“the Seal” means the Common Seal of the Society;

“the office” means the registered office for the time being of the Society.

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 Society.

MEMBERS

2. The number of members with which the Society proposes to be registered is seven 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 Directors shall admit to membership shall be members of the Society.
4. The rights and liabilities attaching to any Members of the Society may be varied from time to time by a Special Resolution of the Society.

Membership shall be divided as follows:

Ordinary Membership is open to all Deaf people resident in Ireland, including Northern Ireland, who support the aims and objectives of the Association and agree to abide by all rules and regulation pertaining to membership of the Association. Ordinary members have full voting rights. Ordinary members have exclusive rights to express views/opinions at any meetings while all other members may observe.

Associate Membership is open to

- a) all hearing individuals resident in the whole island of Ireland
- b) all groups based in the whole island of Ireland

who support the aims and objectives of the Association and agrees to abide by all rules and regulations pertaining to membership of the Association. Associate members have no voting rights.

Honorary Membership shall be awarded by the Association to any Deaf or hearing individual, at the discretion of the Board of the Association in recognition of outstanding service to the Association or for any reason deemed appropriate by the Board. Honorary members have no voting rights.

Non-Residential Membership is open to

- a) all Deaf individuals resident outside Ireland
- b) all groups based outside Ireland
- c) all hearing individuals resident outside Ireland

who support the aims and objectives of the Association and agree to abide by all rules and regulations pertaining to membership of the Association. Non-Residential have no voting rights.

GENERAL MEETINGS

5. All general meetings of the Society shall be held in Ireland
- 6 (i) Subject to paragraph (ii), the society 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 25 months shall elapse between the date of one annual general meeting of the Society and that of the next.

(ii) So long as Society holds its first general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 5, the annual general meeting shall be held at such time and at such place in the State as the Directors shall appoint.
7. All general meeting other than annual general meetings shall be called extraordinary general meetings.
8. The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within Ireland sufficient Directors capable of acting to form a quorum any Director or any two members of the Society 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.

NOTICE OF GENERAL MEETING

9. Subject to Sections 133 and 141 of the Act an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and meeting of the Society (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 person as are under the Articles of the Society entitled to receive notices from the Society.
10. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETING

11. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the reappointment of the retiring Auditors, and fixing of the remunerations of the Auditors.
12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person shall be a quorum. However, the Board of Directors may determine the quorum in advance of each general meeting, to be agreed by members at present in the general meeting.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the members present shall be a quorum.
14. The Chairperson, if any, of the Board of Directors shall preside as Chairperson at every general meeting of the Society, 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 Directors present shall elect one of their number to be Chairperson of the meeting.
15. 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.
16. The Chairperson may with the consent of any meeting at quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - a) by the Chairperson, or
 - b) by at least two members present in person or by proxy, or

- c) by any 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 Society shall be conclusive evidence of the fact without the proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

18. Except as provided in Article 20 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.
19. 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.
20. 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.
21. 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 valid and effective for all purposes as if the resolution had been passed at a general meeting of the Society 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.
22. Every member shall have one vote.
23. 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/her committee, receiver, guardian, or other person appointed by that Court, and such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
24. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him/her to the Society have been paid.
25. 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.

26. Votes may be given either personally or by proxy.
27. 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 seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.
28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or 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 purposes 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.
29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

<p style="text-align: center;">IRISH DEAF SOCIETY THE NATIONAL ASSOCIATION OF THE DEAF LIMITED</p> <p>I/We,of..... in the County of being a member/members of the above named Society, hereby appoint of or failing him/her..... to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Society to be held</p> <p style="text-align: center;">on theDay of20..... and at any adjournment thereof.</p> <p>Signed this Day of 20.....</p> <p style="text-align: center;">This form is to be used *in favour of/* against the resolution. Unless otherwise instructed, the proxy will vote as he/she thinks fit</p> <p style="text-align: center;">*strike out whichever is not desired.</p>
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30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
31. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding in 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 Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETING

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

ANNUAL SUBSCRIPTION

33. The Directors shall be entitled from time to time determine any Annual Subscription to be payable by any member of the Society. Such Subscription shall be payable in advance on 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 member prior to the 1st day of January in any year that member shall not be entitled to any rebate of his/her Annual Subscriptions paid for that year. The terms and conditions attaching to Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

34. (a) A member of any class may by notice in writing to the Secretary of the Society resign his/her membership of the Society.
- (b) Membership of the Society 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 Director either shall have rendered him/her unfit to remain a member of the Society or shall be injurious to the Society or if the Directors shall for any other good reason require that a member shall be expelled such member may by a Resolution of the Directors be expelled from membership provided that he shall have been given enough notice of the intended resolution for his/her expulsion and shall have been afforded an opportunity to the Directors any explanation or defence as he/she 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 of these Article whether or not it is actually received by the member intended to be served with such notice.

DIRECTORS

35. (a) The number of Directors shall not be more than eight nor less than six.
- (b) Directors may only be elected at Annual General Meetings of the Society
- (c) Directors may only hold office for a period of three years, may offer themselves for re-election
- (d) Directors returning after three year period of office, may offer themselves for re-election
- (e) Only Members of the Society, who's annual subscriptions are fully paid, may be eligible for election as Directors
- (f) The Board of Directors shall consist of a Chairperson, a Vice-Chairperson, and Honorary Secretary, Honorary Treasurer and not less than four other Directors.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

37. The business of the Society shall be managed by the Directors, who may pay all expenses incurred in promoting registering the Society, and exercise all such powers of the Society as are not by the Act or by these Articles required to be exercised by the Society 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 Society in general meeting, but no direction given by Society in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
38. The Directors may from time to time by power of attorney appoint any Company, person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Society for such purposes and with powers, authorities and discretions (not exceeding those vested in 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 may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.

39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
40. The Directors shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of officers made by Directors:
 - (b) of the name of Directors present at each meeting of Directors and of any committee of the Directors:
 - (c) of all resolutions and proceedings at all meetings of the Society, and of the Directors and of committees of Directors.

DISQUALIFICATION OF DIRECTORS

41. The Office of Director shall be vacated if the Director:-
 - (a) holds any office or place of profit under Society or
 - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his/her 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 Society; or
 - (f) Is convicted of an indictable offence unless the Directors otherwise determine; or
 - (g) Is directly or indirectly interested in any contract with the Society and fails to declare the nature of his/her interest in manner required by Section 194 of the Act.

VOTING ON CONTRACTS

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

43. The Society may from time to time by ordinary resolution increase or reduce the number of Directors.
44. The Directors shall have power at anytime, 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.
45. The Society may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any Director before the expiration of his/her period of office, notwithstanding anything in these Articles or in any agreement between the Society and such Director may have for damages for breach of any contract of service between him/her and the Society.
46. The Society may by ordinary resolution appoint another person in place of a Director removed from office under Article 50. Without prejudice to the powers of the Directors under Article 49 the Society 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 subjected to retirement at the same time as if he/she had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDING OF DIRECTORS

47. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an 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 a notice of a meeting of Directors to any Director who being resident in Ireland is for time being absent from Ireland.
48. 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.
49. 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 Society 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 Society, but for no other purpose.
50. The Directors may invite any salaried members of staff to attend meetings for the purpose of presenting a report, to provide information to the

Directors, to seek advice from the Directors or to provide information to the Directors or to take part in discussion of specific items on the agenda.

51. All proceedings shall be confidential to those in attendance. Any Director who is deemed to breach this confidentiality may be removed by a resolution of a majority of the Directors, excluding the Director in question.
52. All meetings of Directors shall be presided over by the Chairperson of the Society and in his/her absence by the Vice-Chairperson. If both the Chairperson and the Vice-Chairperson are not present, the Directors present may choose one of their numbers to be Chairperson of the meeting.
53. The Directors may invite Deaf or hearing persons who need not be members of the Society to attend certain meetings and give specialist advice.
54. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
55. 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 members present may choose one of their number to be Chairperson of the meeting.
56. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote.
57. 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 a valid as if every such person had been duly appointed and was qualified to be a Director.
58. 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.
59. A written resolution of the Directors 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 Directors and shall be deemed to be signed by any Director if approved by him/her by letter, fax or email.

60. (a) For the purpose of these Articles, the contemporaneous, linking together by videophone or other means of visual communication of a number of Directors not less than the quorum shall be deemed to constitute a meeting of the Directors, and all the provisions in these Articles as to meetings of the Directors shall apply to such meetings.
- (b) Each of the Directors taking part in the meeting must be able to see each of the other Directors taking part
- (c) At the commencement of the Meeting each Director must acknowledge his presence and that he/she accepts that the conversation shall be deemed to be a meeting of the Directors
- (d) A Director may not cease to take part in the meeting by disconnecting his/her videophone or other means of communication unless he had previously obtained the express consent of the Chairperson of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he/she had 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 videophone 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.

CHIEF EXECUTIVE OFFICER AND STAFF (REPLACING EXECUTIVE COMMITTEE)

61. (a) Chief Executive Officer may be appointed by the Board of Directors, on such terms and conditions as it considers proper.
- (b) The Chief Executive Officer shall be responsible to the Board of Directors for executing and carrying into effect the policies of the Board on a day to day basis and shall exercise all necessary functions in that behalf.
- (c) The Chief Executive Officer shall attend at meetings of the Board of Directors when he or she is directed to do so by the Board.

SECRETARY

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

63. 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

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

ACCOUNTS

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

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 Society's affairs and to explain its transactions.

66. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
67. 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 Society 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 Society in general meeting.
68. The Directors 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 Society 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 Society.

69. As 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 Society together with a copy of the Directors' report and Auditors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

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

NOTICES

71. A notice maybe given by the Society to any member either personally or by sending it by post to him/her to his/her registered address. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing to 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.

72. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member,

(b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his/her death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the Auditor for the time being of the Society

No other person shall be entitled to notices of General Meetings.