

COMPANIES ACT 2014

CONSTITUTION

OF

**ASSOCIATION OF LEADERS OF MISSIONARIES AND RELIGIOUS OF IRELAND
COMPANY LIMITED BY GUARANTEE**

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MEMORANDUM OF ASSOCIATION

OF

ASSOCIATION OF LEADERS OF MISSIONARIES AND RELIGIOUS OF IRELAND COMPANY LIMITED BY GUARANTEE

- 1 The name of the company is Association of Leaders of Missionaries and Religious of Ireland Company Limited by Guarantee
- 2 The Company is a company limited by guarantee registered under Part 18 of the Companies Act 2014.
- 3 The main object for which the Company is established (the “Main Object”) is the advancement of religion through the provision of a forum for consultation and co-operation between catholic religious institutes, societies of apostolic life and missionaries and to provide support and promote the common interests of the member organisations in Ireland.
- 4 As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:
 - 4.1 To provide support for the leadership of the member organisations and for the wellbeing of those who serve and support the mission of the member organisations;
 - 4.2 To raise awareness through member organisations and facilitating responses to current and emerging social justice issues;
 - 4.3 To foster and facilitate effective and strategic pastoral care responses in key areas of need for vulnerable people in our time;
 - 4.4 To bear witness to Jesus Christ and the Gospel through active participation in the mission of the Catholic Church within the Christian community and wider society respecting the different charisms of the member organisations;
 - 4.5 To foster the faith community in its deep yearning to know God and to experience the hope and joy of the gospel, reaching out to those who find themselves on the margins and periphery of society and Church at home and abroad.
- 5 The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:
 - 5.1 To establish, support or aid in the establishment and support of any charitable associations or institutions established for similar purposes anywhere in the world provided and to the extent that their activities are similar to the Main Object of the Company and to subscribe monies for charitable purposes in any way connected with the purposes of the Company or calculated to further its Main Object;

- 5.2 To solicit, receive and accept subscriptions, financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of money, rents and other property whatsoever, real or personal, whether subject or not to any specific charitable trusts or conditions;
- 5.3 To carry on all or any of the businesses as aforesaid either as a separate business or as the principal business of the Company and to carry on any other business (whether manufacturing or otherwise) (except the issuing of policies of insurance) which may seem to the Company capable of being conveniently carried on in connection with the above Main Object.
- 5.4 To purchase, take on lease or in exchange or otherwise acquire real and chattel real property of all kinds and in particular lands, tenements and hereditaments of any tenure whether subject or not to any charges or incumbrances, and to hold or to sell, develop, let, alienate, mortgage, charge, or otherwise deal with all or any of such lands, tenements or hereditaments for such consideration and on such terms as may be considered expedient.
- 5.5 To improve, manage, cultivate, develop, 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 and rights of the Company.
- 5.6 To acquire and hold shares and stocks of any class or description, debentures, debenture stock, bonds, bills, mortgages, obligations, investments and securities of all descriptions and of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wheresoever constituted or carrying on business or issued or guaranteed by any government, state, dominion, colony, sovereign ruler, commissioners, trust, public, municipal, local or other authority or body of whatsoever nature and wheresoever situated and investments, securities and property of all descriptions and of any kind, including real and chattel real estates, mortgages, reversions, contingencies and choses in action.
- 5.7 To invest any moneys of the Company in such investments and in such manner as may from time to time be determined, and to hold, sell or deal with such investments and generally to purchase, take on lease or in exchange or otherwise acquire any real and personal property and rights or privileges.
- 5.8 To purchase or otherwise acquire and undertake, the whole or any part of the business, goodwill, property, assets and liabilities of any person firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interests, or for co-operation, joint venture or for mutual assistance or reciprocal concession with any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any debentures or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any debentures or securities so received.
- 5.9 To sell or otherwise dispose of the whole or any part of the business, undertaking, property or investments of the Company, either together or in portions for such consideration and on such terms as may be considered expedient.
- 5.10 To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, in cash or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient.

- 5.11 To accumulate capital for any purpose of the Company and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, but with due regard to the requirement that prior permission be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years;
- 5.12 To borrow or raise money in any such manner and on such terms and for such purposes as the Company shall think fit, whether alone or jointly and / or severally with any person or persons, including, without prejudice to the generality of the foregoing, by the issue of debentures or debenture stock (perpetual or otherwise), and to secure, with or without consideration, the payment or repayment of any money borrowed, raised, or owing or any debt, obligation or liability of the Company or of any person whatsoever in such manner and on such terms as the Company shall think fit, and in particular by mortgage, charge, lien or debenture or any other security of whatsoever nature or howsoever described, perpetual or otherwise, charged upon all or any of the Company's property, undertaking, rights or assets of any description, both present and future and to purchase, redeem or pay off any such securities.
- 5.13 To receive money on loan upon such terms as the Company may approve and to guarantee, enter into any suretyship or joint obligation, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or by both such methods and whether in support of such guarantee or indemnity or suretyship or joint obligation or otherwise, the payment of any debts or the performance of any contract or obligation of any company or association or undertaking or of any person (including, without prejudice to the generality of the foregoing, the payment of any capital, principal, dividends or interest on any stocks, shares, debentures, debenture stock, notes, bonds or other securities of any person, authority (whether supreme, local, municipal or otherwise) or company) including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (within the meaning of section 8 of the Companies Act 2014) or another subsidiary of the Company's holding company or a subsidiary of the Company or otherwise related with the Company in business notwithstanding the fact that the Company may not receive any consideration, advantage or benefit, direct or indirect, from entering into such guarantee or indemnity or suretyship or joint obligation or other arrangement or transaction contemplated herein.
- 5.14 To apply for, purchase or otherwise acquire and hold, use, develop, protect, sell, licence or otherwise dispose of, or deal with patents, brevets d'invention, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest therein.
- 5.15 To form, promote, finance or assist any other company or association, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose which may be considered expedient.
- 5.16 To draw, make, accept, endorse, discount, negotiate, and issue bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments.
- 5.17 To act as managers, consultants, supervisors and agents of other companies or undertakings and to provide for such other companies or undertakings, management, advisory, technical, purchasing, selling and other services, and to enter into such contracts and agreements as are necessary or advisable in connection with the foregoing.

- 5.18 To establish, regulate and discontinue franchises, agencies and branches, appoint agents and others to assist in the conduct or extension of the Company's business and to undertake and transact all kinds of trust, agency and franchise business which an individual may legally undertake.
- 5.19 To make gifts or grant bonuses to any other persons who are or have been in the employment of the Company.
- 5.20 To make such provision for the education and training of employees and prospective employees of the Company and others as may seem to the Company to be advantageous to or calculated, whether directly or indirectly, to advance the interests of the Company or any member thereof.
- 5.21 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the body as an employee, the present or former spouse or civil partner, or widow, widower or surviving civil partner and families dependents or connections of such persons provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the body and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a Member of the pension scheme while employed by the body; 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 body and to subscribe to guarantee money for charitable objects.
- 5.22 To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill or influence or otherwise and to pay the premiums on such insurance.
- 5.23 To undertake and execute the office of nominees for the purpose of holding and dealing with any real or personal property or security of any kind for or on behalf of any government, local authority, mortgagee, company, person or body; to act as nominee or agent generally for any purpose and either solely or jointly with another or others for any person, company, corporation, government, state or province, or for any municipal or other authority or local body; to undertake and execute the office of trustee, executor, administrator, registrar, secretary, committee or attorney; to undertake the management of any business or undertaking or transaction, and generally to undertake, perform and fulfil any trust or agency business of any kind and any office of trust or confidence.
- 5.24 To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- 5.25 To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the attainment of the Company's Main Object and to obtain from any such government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges and concessions, including grant aid, which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges, concessions and grant agreements.

- 5.26 To apply for, promote and obtain any Act of the Oireachtas, provisional order or licence of the Minister for Jobs, Enterprise and Innovation or other authority for enabling the Company to carry out its Main Object into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- 5.27 To remunerate by cash payment any person or company for services rendered or to be rendered to the Company whether in the conduct or management of its business or any debentures or other securities of the Company or in or about the formation or promotion of the Company.
- 5.28 To procure the Company to be registered in any part of the world.
- 5.29 To transact or carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its Main Object.
- 5.30 To do all or any of the above things in any part of the world, either alone or in conjunction with others and either as principals, agents, contractors, factors, trustees or otherwise and either by or through agents, contractors, factors, trustees or otherwise.

The word "company" in this clause except where used in reference to this Company, where the context so admits, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated or whether domiciled or registered in Ireland or elsewhere and the intention is that in the construction of this clause the objects set forth in each of the foregoing sub-paragraphs shall, except where otherwise expressed in the same paragraph, be regarded as independent objects and accordingly shall in no way be limited or restricted by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

Provided always that the provisions of this clause shall be subject to the Company obtaining, where necessary for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

- 6 The liability of the members is limited.
- 7 Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for:
 - 7.1 the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
 - 7.2 the adjustment of the rights of contributories among themselves,such amount as may be required, not exceeding EUR1.00.
- 8 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 9 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.

- 9 The income and property of the Company shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
- a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
 - b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
 - c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - e) fees, remuneration or other benefit in money or money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company;
 - f) Nothing shall prevent any payment by the company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).
- 10 The Company must ensure that the Charities Regulator has a copy of its most recent governing instrument. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulatory Authority, advance notice in writing of the proposed changes must be given to the Charities Regulator Authority for approval, and the amendment shall not take effect until such approval is received.
- 11 Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

ARTICLES OF ASSOCIATION

OF

**ASSOCIATION OF LEADERS OF MISSIONARIES AND RELIGIOUS OF IRELAND
COMPANY LIMITED BY GUARANTEE**

1 Interpretation

1.1 In this Constitution:

“**Absolute majority**” means the number of voters present at the meeting amounting to more than fifty per cent (50%) and casting their vote.

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

“**Chairperson**” means the chairperson for the purpose of general meetings of the Company or the chairperson of the Board as the context so requires.

“**Charities Act**” means the Charities Act 2009;

“**Charities Regulator**” means the Charities Regulatory Authority established under the Charities Act;

“**Committee**” means any committee established in accordance with the regulations as the context so requires;

“**Company**” means the Association of Leaders of Missionaries and Religious in Ireland Company Limited by Guarantee;

“**Constitution**” has the meaning set out in Regulation 1.2;

“**Council member**” means a Council member of the Company and the “Council members” means the Council members or any of them acting as the Executive Council of the Company;

“**Executive Council**” means the Executive Council for the time being of the Company (or the Directors when referred to in the Act in the sense of a Board of Directors) and “Council member” in the singular or plural means a member of the Council (or a Director or Directors when referred to in the Act and in the sense of an individual Director or Directors);

“**EEA Agreement**” means the Agreement on the European Economic Area signed at Oporto on 2 May 1992, as adjusted by the Protocol signed at Brussels on 17 March 1993;

“**EEA state**” means a state, including the State, which is a contracting party to the EEA Agreement;

“**Electronic communication**”, “**electronic signature**” and “**advanced electronic signature**” each has the meaning set out in the Electronic Commerce Act 2000;

“Lay Missionary Organisation” means an association of lay people working in mission.

“Member” means a Member of the Company who shall be one of the following:

- (i) The major superior of a Religious Institute or Society of Apostolic Life in Ireland or for those Religious Institutes or Societies of Apostolic Life outside of Ireland, the nominated delegate; or
- (ii) The leader of a lay missionary organisation or his/her nominee;

“Member Organisation” means the organisation which the member represents;

“Nominated representative” means the nominated representative of the Member Organisation who represents the Member Organisation at general meetings and is entitled to vote and receive notices and who must be one of the following:

- (iii) the nominated representative of a Religious Institute and / or Society of Apostolic Life must be the appropriate major superior in Ireland or for the Institutes / Societies with a base outside of Ireland, a duly nominated delegate; or
- (iv) the nominated representative of a Missionary and / or Mission Sending Institutes must be the Leader of the Missionary and / or the Mission Sending Institute or their nominee; or
- (v) the nominated representative of a Lay Missionary Organisations must be the head of the Lay Missionary Organisation or their nominee;

“ordinary resolution” means a resolution passed by a simple majority of the votes cast by members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting of the Company;

“President” means the president for the purpose of the general meetings of the Company and president of the Executive Council as the context so requires.

“Quorum” has that meaning to that term given in accordance with Regulation 19.2 and Regulation 33 herein;

“Registered person” means such person as is authorised to bind the Company in accordance with section 39 of the Act;

“Regulations” means provisions of this Constitution, as amended from time to time;

“Religious Institute” means a society recognised by the competent ecclesiastical authority in which the members pronounce public vows and live a fraternal life in common;

“Secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

“Society of Apostolic Life” means a society recognised by the competent ecclesiastical authority in which the members pursue the apostolic purpose proper to the society, and live a fraternal life in common, but without public vows.

“Special resolution” means a resolution passed by not less than 75 per cent of the votes cast by such members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting of the Company;

“State” means the Republic of Ireland;

“Vice President” means the Vice President for the purposes of General Meetings of the Company and Vice President of the Executive Council as the context so requires.

- 1.2 The optional provisions of the Act (as defined by section 54 of the Act) shall apply to the Company save to the extent that they are excluded or modified by this Constitution and such optional provisions (as so excluded or modified) together with the regulations contained in this Constitution shall constitute the regulations of the Company (the **“Constitution”**);
- 1.3 Words denoting the singular number include the plural number and vice versa and words denoting a gender include each gender;
- 1.4 Words or expressions contained in this Constitution which are not defined in this Constitution but are defined in the Act have the same meaning as in the Act at the date of adoption of this Constitution unless inconsistent with the subject or context;
- 1.5 Headings are inserted for convenience only and do not affect the construction of this Constitution;
- 1.6 Any reference to a “person” shall be construed as a reference to any individual, firm, company, corporation, undertaking, government, state or agency of a state or any association or partnership (whether or not having separate legal personality);
- 1.7 Powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them and except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorised to exercise it under this Constitution or under another delegation of the power;
- 1.8 References to “writing” mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, and “written” shall be construed accordingly; and
- 1.9 Any reference to any statute, statutory provision or to any order or regulation shall (save as expressly provided in this Constitution) be construed as a reference to the statute, provision, order or regulation as extended, modified, amended, replaced or re-enacted from time to time (whether before or after the date of adoption of this Constitution) and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom (whether before or after the date of adoption of this Constitution).

MEMBERSHIP

2 Membership of the Company

- 2.1 The initial subscribers of which there were seven (7), shall be the first members of the Company.

- 2.2 Subject to Regulation 2.14, the Members of the Company may from time to time register an increase or decrease of Members.
- 2.3 The subscribers to the Memorandum of Association of the Company and such other persons as the Members of the Company shall admit to membership in accordance with the provisions hereinafter contained shall be the Members of the Company and shall be entered in the Register of Members accordingly.
- 2.4 At the first Annual General Meeting / Extraordinary General Meeting of the Company, following the adoption of these Articles, all members of the Conference of Religious of Ireland and the Irish Missionary Union other than those who have indicated their wish not to become Members of the Company, shall be admitted as Members of the Company and shall be entered on the Register of Members.
- 2.5 The Executive Council shall determine the terms and conditions on which an organisation shall be admitted to membership of the Company.
- 2.6 Applications for membership of the Company shall be made to the Executive Council of the Company in writing, in such form and containing such information as the Executive Council may from time to time prescribe and, before deciding to accept any applications, the Executive Council shall be entitled to require any additional information.
- 2.7 Every application for membership of the Company shall be considered by the Executive Council of the Company which shall have regard to any criteria for membership adopted by the Executive Council for the time being in force. If, upon scrutiny, it is clear that the application does not meet the criteria for membership, the Executive Council, without any obligation to assign a reason therefore, shall turn it down. In all other cases, the Executive Council shall pass the application for consideration to the Members, with or without a recommendation. An absolute majority decision of Members of the Company present and voting at the general meeting shall be required for approval of membership and the Members may, in its absolute discretion and without assigning any reason therefore, decline to accept any application for membership.
- 2.8 Every organisation to be admitted to membership of the Company shall be subject to the rules, byelaws and regulations applicable to the Company.
- 2.9 Every organisation shall use his / her best endeavours to promote the Main Object and interests of the Company and shall observe all the Company's regulations affecting him contained in or effective to these presents.
- 2.10 [The rights and liabilities attaching to any Member of the Company may be varied from time to time by special resolution of the Company]
- 2.11 The rights of every Member shall be personable to him and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise.
- 2.12 The Secretary shall keep an accurate Register of Members containing the names and addresses, together with such particulars as may be required by the act.

- 2.13 Where the Company has increased the number of its Members beyond the registered number, it shall, within 15 days after the date on which the increase was resolved on or took place, deliver particulars of the increase to the Registrar.
- 2.14 If and when the numbers of Members become reduced to less than three (3), steps will be taken immediately by the remaining Members to increase the number to amend this.
- 2.15 Every member shall have one vote.

3 Resignation, Cessation and Expulsion of Members

3.1 Membership of the Company shall cease:

- 3.1.1 if the Member Organisation, ceases to exist;
- 3.1.2 if the Member ceases to be the Major Superior of a Religious Institute in Ireland or for those Religious Institute outside of Ireland, the nominated delegate;
- 3.1.3 if the Member ceases to be the Major Superior of a Society of Apostolic Life in Ireland or for those Societies of Apostolic Life outside of Ireland, the nominated delegate;
- 3.1.4 if the Member ceases to be the head of the lay missionary organisation or the nominee;
- 3.1.5 if the Member / Member Organisation resigns as a Member by sending one month's notice in writing to the Secretary;
- 3.1.6 if in the opinion of the majority of the Members, that Member / Member Organisation is not discharging his / her duties in accordance with the ethos, mission and philosophy of the Company;
- 3.1.7 if the Member ceases to have canonical recognition (if applicable).
- 3.1.8 If the Member is disqualified from being a charity trustee of any charitable organisation pursuant to section 55 of the Charities Act; or

CORPORATE CAPACITY AND AUTHORITY

4 Registered Person

Where the Executive Council authorises any person as being a person entitled to bind the Company (not being an entitlement to bind that is, expressly or impliedly, restricted to a particular transaction or class of transactions), the Company may notify the Registrar of the authorisation in accordance with section 39 of the Act.

5 Powers of Attorney

- 5.1 The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State for the time being. A deed signed by such attorney on

behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

6 The Common Seal

6.1 The Company shall have a common seal or seals that shall state the Company's name, engraved in legible characters.

6.2 The Company's seal shall be used only by the authority of the Executive Council, or of a committee of the Executive Council authorised by its Council members in that behalf. Any instrument to which the Company's seal shall be affixed shall be:

6.2.1 signed by a Council member and be countersigned by the Secretary or by a second Council member of it or by some other person appointed for the purpose by the Executive Council or by a foregoing committee of them; or

6.2.2 signed by a person (including a Council member) appointed for the purpose by the Executive Council or a committee of the Executive Council authorised by its Council members in that behalf.

6.3 If there is a registered person in relation to the Company, the Company's seal may be used by such person and any instrument to which the Company's seal shall be affixed when it is used by the registered person shall be signed by that person and countersigned:

6.3.1 by the Secretary or a Council member; or

6.3.2 by some other person appointed for the purpose by the Executive Council or a committee of the Executive Council authorised by its Council members in that behalf.

6.4 Any instrument to which the common seal is affixed shall not be signed by the same person acting both as Council member and secretary.

6.5 Section 43(2) and section 43(3) of the Act do not apply.

7 Power for Company to have Official Seal for use Abroad

7.1 The Company may have for use in any place abroad (being a territory, district or place not situate in the State) an official seal which shall resemble the common seal of the Company with the addition on its face of the name of every place abroad where it is to be used.

7.2 A deed or other document to which an official seal is duly affixed shall bind the Company as if it had been sealed with the common seal of the Company.

7.3 If the Company has an official seal for use in any place abroad it may, by writing under its common seal, authorise any person appointed for the purpose in that place (the "agent") to affix the official seal to any deed or other document to which the Company is party in that place.

7.4 The authority of the agent shall, as between the Company and any person dealing with the agent, continue during the period, if any, mentioned in the instrument conferring the authority,

or, if no period is there mentioned, then until the notice of revocation or determination of the agent's authority has been given to the person dealing with him or her.

- 7.5 The person affixing an official seal shall, by writing under his or her hand, certify on the deed or other instrument to which the seal is affixed, the date on which and the place at which it is affixed.

8 Debentures

- 8.1 The Company shall:

8.1.1 neither apply to have securities (or interests in them) admitted to trading or to be listed on; nor

8.1.2 have securities (or interests in them) admitted to trading or listed on,

any market, whether a regulated market or not, in the State or elsewhere; however nothing in this regulation prohibits the admission to trading or listing (or an application being made therefor) on any market of debentures (or interests in them) for the purposes of any of paragraphs (a) to (e) of section 68(3) of the Act.

CORPORATE GOVERNANCE

9 Company Secretary

- 9.1 The Secretary shall be appointed by the Executive Council for such term, at such remuneration (unless the Secretary is also a member of the Council in which case the Secretary cannot be remunerated) and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

- 9.2 The Secretary shall be responsible for the maintenance and custody of the records and books required by the Act.

- 9.3 The provisions of the Act or these regulations requiring or authorising a matter 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.

10 Executive Council

- 10.1 The affairs of the Company shall be managed by the Executive Council.

- 10.2 The role of the Executive Council is to manage the affairs of the Company and, inter alia, to provide vision, leadership and guidance through the review, approval and establishment of policies and strategic plans for the Company.

- 10.3 The Executive Council shall from time to time, as they deem appropriate, promulgate rules and regulations for the conduct and management of the Company, provided always that same shall not be in conflict with these regulations.

- 10.4 The affairs of the Company shall be managed by the Executive Council subject to the provisions of the Act, the Constitution and directions given by resolution. The Executive

Council may exercise all the powers of the Company which are not reserved to a General Meeting. No alteration of the Constitution and no direction given by the Company in a General Meeting shall invalidate any prior act of the Executive Council which would have been valid if that alteration or direction had not been given.

11 Appointment and / or Election of Executive Council

11.1 Any purported appointment of a member of the Executive Council without that Executive Council member's consent shall be void.

11.2 The first members of the Executive Council (herein after called the "Initial members of the Executive Council") of the Company shall be those deemed to have been appointed pursuant to section 144(2) of the Act. Thereafter the Members of the Company shall elect the members of the Executive Council in accordance with these regulations, the majority of whom must be resident in the State for the time being.

11.3 At the first Annual General Meeting / Extraordinary General Meeting after the adoption of these Articles, the Initial Council members shall retire and the Members may elect new members of the Executive Council subject to the requirements set out in these regulations.

11.4 The members of the Executive Council shall consist, unless otherwise determined by the Members, of at least eight [8] persons but not more than twelve [12] persons. If at any time there is no member of the Executive Council appointed to the Company, the Members of the Company shall pass an ordinary resolution appointing persons to act as a member of the Executive Council.

11.5 The Executive Council should be comprised as follows:

11.5.1 at least three (3) male members of Religious Institutes or Societies of Apostolic Life;

11.5.2 at least three (3) female members of Religious Institutes or Societies of Apostolic Life;

11.5.3 at least one (1) lay person;

No person shall be elected unless he/she receives an absolute majority of votes.

11.6 All members of the Executive Council shall be chosen on the basis of their willingness to serve, ability, governance experience and support of the values, ethos, mission and philosophy of the Company.

11.7 Every member of the Executive Council shall use his/her best endeavours to promote the objects and interests of the Company and shall observe all the Company's regulations affecting him/her.

11.8 The Executive Council shall have the right and obligation to oversee the use and display of the 'Association of Leaders of Missionaries and Religious of Ireland Company Limited by Guarantee' name and logo and any derivation thereof that may be established by or under the control of the Company

11.9 The Executive Council may from time to time elect any person to be a member of the Executive Council, either to fill a casual vacancy or as an addition to the existing members of

the Executive Council, but so that the total number of members of the Executive Council shall not at any time exceed the maximum number provided for in this Constitution.

- 11.10 Any member of the Executive Council elected as mentioned in Regulation 11.9 shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
- 11.11 The Company may from time to time, by ordinary resolution, increase or reduce the number of members of the Executive Council.
- 11.12 The Company may, by ordinary resolution, elect another person in place of a member of the Executive Council removed from office under section 146 of the Act and, without prejudice to the powers of the members of the Executive Council under Regulation 11.9, the Company in a general meeting may appoint any person to be a member of the Executive Council either to fill a casual vacancy or as an additional member of the Executive Council.
- 11.13 The application of section 144(3) of the Act shall be modified accordingly.

12 Nomination of Members of the Executive Council

- 12.1 To be eligible to be elected to the Executive Council, a person must be nominated by a Member and must be either;
 - 12.1.1 the Nominated Representative of the Member Organisation; or
 - 12.1.2 The Major Superior of a Religious Institute in Ireland or for those Religious Institutes outside of Ireland, the nominated delegate; or
 - 12.1.3 The Major Superior of a Society of Apostolic Life in Ireland or for those Societies of Apostolic Life outside of Ireland, the nominated delegate;
- 12.2 At the first Annual General Meeting / Extraordinary General Meeting, each Member may nominate one person to the Executive Council in accordance with the terms as determined by the Board. Thereafter, persons may be nominated to the Executive Council by Members as vacancies arise.
- 12.3 Nominations for election to the Executive Council will be proposed and seconded in writing by authorised representative(s) of the Member Organisation in accordance with the terms as determined by the Executive Council.
- 12.4 The closing date for nominations will be no less than three days before the date of the election of the Council members, which nominations shall be notified to the Members on the day of the election.

13 Voting and Election of members of the Executive Council

- 13.1 The election of the members of the Executive Council will take place at the Annual General Meeting or at an Extraordinary General Meeting of the Company called for that purpose in accordance with the procedures as determined by the Executive Council.

14 Re-Election, Retirement and Replacement of Members of the Executive Council

- 14.1 The term of office of a member of the Executive Council shall be for two years and a member of the Executive Council may be re-elected for one further consecutive term of two (2) years.
- 14.2 Notwithstanding Regulation 14.1, one half of the initial members of the Executive Council may be re-elected for two further consecutive terms of two (2) years.
- 14.3 Retiring members of the Executive Council that are eligible and offer themselves for re-election, are obliged to seek re-election if they so desire
- 14.4 No person shall be entitled to be appointed as a member of the Executive Council for more than two (2) terms in succession. Members of the Executive Council that are eligible for re-election shall notify the Secretary in writing of their intention to stand for re-election prior to the Annual General Meeting in the year that their term of office expires.
- 14.5 Subsequent terms of office for retiring Council members that are re-elected shall commence at the conclusion of the Annual General Meeting that follows shortly after their re-election.
- 14.6 The application of section 1196 of the Act shall be modified accordingly.

15 Removal of Members of the Executive Council

- 15.1 In accordance with section 146 of the Act, the Company may by ordinary resolution remove a member of the Executive Council before the expiration of his period of office notwithstanding any agreement between the Company and that member of the Executive Council

16 Vacation of Office of a Member of the Executive Council

- 16.1 The office of a member of the Executive Council shall be vacated if:
- 16.1.1 the member of the Executive Council is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
- 16.1.2 the member of the Executive Council becomes or is deemed to be subject to a disqualification order within the meaning of the Act; or
- 16.1.3 the member of the Executive Council resigns his or her office by notice in writing to the Company or if he or she resigns his or her office by spoken declaration at any Executive Council meeting and such resignation is accepted by resolution of that meeting, in which case such resignation shall take effect at the conclusion of such meeting; or
- 16.1.4 the health of the member of the Executive Council is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity as adjudicated by a medical practitioner; or
- 16.1.5 the member of the Executive Council is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in the manner required by section 194 of the Act; or

- 16.1.6 a declaration of restriction is made in relation to the member of the Executive Council;
or
- 16.1.7 the member of the Executive Council is sentenced to a term of imprisonment following conviction of an indictable offence; or
- 16.1.8 the member of the Executive Council is for more than six months absent, without the permission of the members of the Executive Council, from meetings of the members of the Executive Council held during that period; or
- 16.1.9 is disqualified from being a charity trustee of any charitable organisation pursuant to section 55 of the Charities Act; or
- 16.1.10 the member of the Executive Council is requested by his or her co-Council members to vacate his or her office. Any such request shall be made in writing (and may be in counterparts) by letter, email, facsimile or other means or alternatively shall be made orally at a Council meeting at which such co-Council members are present in person or by proxy, irrespective of whether the member of the Executive Council in respect of whom the request is being made is present or not. The vacation of the said member of the Executive Council's office as member of the Executive Council shall take effect on the date the request is made or, if later, the date stated to be the effective date in that request or, if the request is made orally at an Executive Council meeting, with effect from the termination of the meeting. Notification of any request under this regulation shall be sent by the Company by recorded delivery to the member of the Executive Council at his/her usual residential address as notified to the Company, or if not so notified, then to the address of the member of the Executive Council's last known to the Company; or
- 16.1.11 the member of the Executive Council ceases to be the Nominated Representative of the Member Organisation.
- 16.2 The application of section 148(2) of the Act shall be modified accordingly.

17 Remuneration of members of the Executive Council

- 17.1 The members of the Executive Council shall not be entitled to remuneration.
- 17.2 Subject to clause 9 of the memorandum of association the members of the Executive Council may however be paid reasonable and proper travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Executive Council or any committee of the Executive Council, or general meetings of the Company, or otherwise in connection with the business of the Company.
- 17.3 Without prejudice to the provisions of Regulation 17.2, the members of the Executive Council may exercise all the powers of the Company to purchase and maintain insurance for or for the benefit of any person who is or was:
- 17.3.1 a member of the Executive Council, other officer, employee or auditor of the Company, or of any body which is or was the holding company or subsidiary of the Company, or in which the Company or such holding company or subsidiary has or had

any interest (whether direct or indirect) or with which the Company or such holding company or subsidiary is or was in any way affiliated or associated; or

17.3.2 a trustee of any pension fund in which employees of the Company or any other body referred to in Regulation 17.3.1 is or has been interested,

including without limitation insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his duties, powers or offices in relation to the relevant body or fund.

17.4 The application of section 1197 shall be modified accordingly.

PROCEEDINGS OF THE EXECUTIVE COUNCIL

18 General Power of Management and Delegation

18.1 The business of the Company shall be managed by the Executive Council, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting, but subject to:

18.1.1 any regulations contained in this Constitution;

18.1.2 the provisions of the Act; and

18.1.3 such directions, not being inconsistent with the foregoing regulations or provisions, as the Company in general meeting may (by special resolution) give.

18.2 The Executive Council may delegate any of their powers to such person or persons as they think fit, including committees. Any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Executive Council.

19 Meetings of the Executive Council and Committees

19.1 Subject to the provisions of these regulations, the Executive Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

19.2 The quorum necessary for the transaction of the business of the members of the Executive Council may be fixed by the members of the Executive Council, and unless so fixed shall be an absolute majority as defined under Regulation 1.1.

19.3 The Executive Council shall hold a minimum of four (4) meetings in every year.

19.4 A member of the Executive Council shall not be counted in the Quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

19.5 Questions arising at any such meeting shall be decided by a majority of votes and where there is an equality of votes, the President shall have a second or casting vote.

- 19.6 If a question arises at a meeting of the Executive Council or of a Committee of the Executive Council as to the right of a member of the Executive Council to vote, the question may, before the conclusion of the meeting, be referred to the President of the meeting and his/her ruling in relation to any member of the Executive Council other than himself/herself shall be final and conclusive.
- 19.7 The President may, and on the requisition of a member of the Executive Council, at any time summon a meeting of the Executive Council.
- 19.8 Questions arising at any such meeting shall be decided by a majority of votes and where there is an equality of votes, the President shall have a second or casting vote.
- 19.9 A member of the Executive Council may, and the secretary on the requisition of a member of the Executive Council shall, at any time summon a meeting of the Executive Council.
- 19.10 All members of the Executive Council shall be entitled to reasonable notice of any meeting of the Executive Council but it shall not be necessary to give notice of a meeting of the Executive Council to any member of the Executive Council who, being resident in the State, is for the time being absent from the State.
- 19.11 If at any meeting the President is not present within 15 minutes after the time appointed for holding the same, the Vice President shall be Chairperson of the meeting. If the Vice President is not present within 15 minutes after the time appointed for holding the meeting the members of the Executive Council present may choose one of their number to be Chairperson of the meeting.
- 19.12 The continuing members of the Executive 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 this Constitution as the necessary quorum of the Executive Council, the continuing members of the Executive Council or member of the Executive Council may act for the purpose of increasing the number of the Executive Council to that number or of summoning a general meeting of the Company but for no other purpose.

20 President of the Executive Council

- 20.1 At the first meeting of the Executive Council following the Annual General Meeting, the Executive Council shall, if necessary elect the President of the Executive Council.
- 20.2 The President shall / will be elected by the members of the Executive Council for a two (2) year term and may be re-elected for one (1) further two (2) year term.
- 20.3 The President shall preside at all meetings of the Executive Council and shall have the power on behalf of the Company to perform all acts and execute all documents to make effective the action of the Executive Council.
- 20.4 The President shall be the primary representative of the Executive Council and shall see that orders and resolutions of the Executive Council are carried into effect. The President shall also perform other such duties as may be assigned from time to time by the Board. The President shall report to the Executive Council at each of its meetings on all matters of significance requiring the Executive Council's consideration and advice.

21 Vice President of the Executive Council

- 21.1 Where a majority of the Executive Council members deem it necessary, the Executive Council members shall elect a Vice-President of the Executive Council for a two (2) year term and a Vice President may be reappointed for one further two (2) year term.
- 21.2 The Vice-President shall assist the President and act on the President's behalf in all cases of absence or inability to act. Service as Vice-President shall not be a condition precedent to service as President and Vice-Presidents shall not automatically succeed Presidents.

22 Establishment of Committees

- 22.1 The Executive Council may establish such Committees (by whatever name called) as the Executive Council think fit for such purpose and with such functions as they think fit.
- 22.2 The Executive Council shall determine the composition, structure and role of all Committees and shall impose on any such Committee such (if any) regulations and restrictions as the Executive Council think fit and specify by resolution.
- 22.3 The Executive Council shall delegate to any such Committees such (if any) of the Executive Council's powers as the Executive Council thinks fit and specifies by resolution.
- 22.4 The minutes of every committee meeting shall be submitted to the Secretary of the Executive Council and be available to every member of the Executive Council as requested.
- 22.5 Notwithstanding anything contained in the aforesaid regulations, the Executive Committee shall establish a Standing Committee which shall consist of the following:
- a) The President of the Executive Council;
 - b) The Vice President of the Executive Council; and
 - c) Two members of the Executive Council duly elected by the Executive Council

23 Meetings of Committees

- 23.1 The Executive Council may appoint the Chairperson of any such Committee(s). A Committee may elect a Chairperson of its meetings if no Chairperson has been appointed by the Executive Council, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the Members of the Committee present may choose one of their number to be Chairperson of the meeting.
- 23.2 At any time and from time to time, the Executive Council may amend and/or revoke any one or more of such powers, regulations and restrictions of any such Committee to such extent as the Executive Council think fit and specify by resolution.
- 23.3 In the performance of its functions and in the exercise of any powers so delegated, any such Committee shall conform to any such regulations and restrictions in force from time to time and for the time being. As referred to at Regulation 6.2, no such Committee shall have power to authorise the use of the Seal of the Company unless specifically empowered by the

Executive Council to do so whether at the time of establishment of that Committee or afterwards.

- 23.4 All Committees established by the Executive Council herein shall be responsible to the Executive Council.
- 23.5 The Chairperson of any such committee shall ensure that a report of the proceeding of the committee is made available to the Board.
- 23.6 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 of the Committee present and where there is an equality of votes of the Members of the Committee present the Chairperson of the Committee shall have a second or casting vote. The Chairperson of the Committee shall be entitled not to exercise the right to use such second or casting vote if the Chairperson does not wish or deem it fit to do so.
- 23.7 The application of section 160 of the Act shall be modified accordingly.

24 Written Resolutions of Members of the Executive Council

- 24.1 A resolution in writing signed by all the members of the Executive Council of the Company, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the Executive Council or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the Executive Council or such a committee duly convened and held.
- 24.2 A resolution referred to in Regulation 24.1 may be signed by electronic signature, advanced electronic signature or otherwise as approved by the members of the Executive Council.
- 24.3 Subject to Regulation 24.4, where one or more of the members of the Executive Council (other than a majority of them) would not, by reason of:
- (a) the Act or any other enactment;
 - (b) the Constitution; or
 - (c) a rule of law,

be permitted to vote on a resolution such as is referred to in Regulation 24.1, if it were sought to pass the resolution at a meeting of the Executive Council duly convened and held, then such a resolution, notwithstanding anything in Regulation 24.1, shall be valid for the purposes of that regulation if the resolution is signed by those members of the Executive Council who would have been permitted to vote on it had it been sought to pass it at such a meeting.

- 24.4 In a case falling within Regulation 24.3, the resolution shall state the name of each member of the Executive Council who did not sign it and the basis on which he or she did not sign it.
- 24.5 For the avoidance of doubt, nothing in the preceding regulations dealing with a resolution that is signed by other than all of the members of the Executive Council shall be read as making available, in the case of an equality of votes, a second or casting vote to the one of their

number who would, or might have been, if a meeting had been held to transact the business concerned, chairperson of that meeting.

24.6 The application of section 161 of the Act shall be modified accordingly.

25 Meetings of the Executive Council by Conference

25.1 A meeting of the Executive Council or of a committee of the Executive Council may consist of a conference between some or all of the members of the Executive Council or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:

25.1.1 a member of the Executive Council or member of a committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and

25.1.2 such a meeting shall be deemed to take place in such location as the members of the Executive Council, or members of the committee, decide and failing that where the chairperson of the meeting is located.

25.2 A member of the Executive Council may vote in respect of any contract, appointment or arrangement in which he or she is interested or any matter arising therefrom provided that prior to that vote the Council member shall have disclosed his interest and the nature thereof in accordance with the Act, and he or she shall be counted in the quorum present at the meeting.

25.3 The application of section 161 of the Act shall be modified accordingly.

26 Duty of members of the Executive Council to disclose his or her Interest in Contracts made by Company

In accordance with section 231 of the Act, it shall be the duty of a member of the Executive Council who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, to declare the nature of his or her interest to the Company.

27 Minutes of Proceedings of the Executive Council

27.1 The Company shall cause minutes to be entered in books kept for that purpose of:

- (a) all appointments of officers made by the Executive Council;
- (b) the names of the members of the Executive Council present at each meeting of the Executive Council and of any committee of the Executive Council; and
- (c) all resolutions and proceedings at all meetings of the Executive Council and of committees of the Executive Council .

GENERAL MEETINGS AND RESOLUTIONS

28 Annual General Meeting

- 28.1 Subject to Regulation 28.2 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.
- 28.2 So long as the Company holds its first annual general meeting within 18 months after the date of its incorporation, it need not hold it in the year of its incorporation or in the following year.
- 28.3 The financial statements and report of the Executive Council and the statutory auditors for a financial year shall be laid before a general meeting of the Company not later than nine months after the financial year end date.

29 Location and Means for Holding General Meetings

- 29.1 An annual general meeting of the Company or an extraordinary general meeting of it may be held inside or outside of the State.
- 29.2 If the Company holds its annual general meeting or any extraordinary general meeting outside of the State then, unless all of the members entitled to attend and vote at such meeting consent in writing to its being held outside of the State, the Company shall make, at the Company's expense, all necessary arrangements to ensure that members can by technological means participate in any such meeting without leaving the State.
- 29.3 A meeting referred to in the foregoing regulation may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.

30 Extraordinary General Meetings

- 30.1 The members of the Executive Council of the Company may, whenever they think fit, convene an extraordinary general meeting. If, at any time, there are not sufficient members of the Executive Council capable of acting to form a quorum, any member of the Executive Council 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 members of the Executive Council.
- 30.2 The members of the Executive Council 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 per cent 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.
- 30.3 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.

- 30.4 If the members of the Executive Council do not within 21 days after the date of the deposit of the requisition proceed to convene a meeting to be held within two months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50 per cent 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 three months after the requisition date.
- 30.5 Any reasonable expenses incurred by the requisitionists by reason of the failure of the members of the Executive Council 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 members of the Executive Council as were in default.
- 30.6 For the purposes of Regulations 30.2 to 30.5, the members of the Executive Council 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 the meeting if they do not give such notice of it as is required by section 181 of the Act.
- 30.7 A meeting convened under Regulation 30.4 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the members of the Executive Council.

31 Persons entitled to Notice of General Meetings

- 31.1 Notice of every general meeting of the Company shall be given to:
- 31.1.1 every member; and
 - 31.1.2 the members of the Executive Council and secretary of the Company.
- 31.2 Unless the Company is entitled to and has availed itself of the audit exemption under sections 360 or 365 of the Act (and, where relevant, section 399 has been complied with in that regard), the statutory auditors of the Company shall be entitled to:
- 31.2.1 attend any general meeting of the Company;
 - 31.2.2 receive all notices of, and other communications relating to, any general meeting which any member of the Company is entitled to receive; and
 - 31.2.3 be heard at any general meeting which they attend on any part of the business of the meeting which concerns them as statutory auditors.

32 Notice of General Meetings

- 32.1 A meeting of the Company, other than an adjourned meeting, shall be called:
- 32.1.1 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;
 - 32.1.2 in the case of any other extraordinary general meeting, by not less than seven days' notice.

- 32.2 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Regulation 32.1, be deemed to have been duly called if it is so agreed by:
- 32.2.1 all the members entitled to attend and vote at the meeting; and
- 32.2.2 unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under sections 360 or 365 of the Act (and, where relevant, section 399 has been complied with in that regard), the statutory auditors of the Company.
- 32.3 A resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, being a majority together representing not less than 90 per cent of the total voting rights at that meeting of all the Members.
- 32.4 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.
- 32.5 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.
- 32.6 The notice of a meeting shall specify:
- (a) the place, the date and the 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 to attend, speak and vote instead of him or her;
 - (ii) a proxy must be a member of the Religious Institute or Society of Apostolic Life or the Lay Missionary Organisation in question; and
 - (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.
- 32.7 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.

33 Quorum

- 33.1 No business shall be transacted at any general meeting of the Company unless a quorum of Members is present at the time when the meeting proceeds to business.
- 33.2 An absolute majority of the Members of the Company present in person or by proxy at a general meeting of it shall be a quorum.
- 33.3 If within 15 minutes after the time appointed for a general meeting a quorum is not present, then:
- 33.3.1 where the meeting has been convened upon the requisition of Members, the meeting shall be dissolved;
- 33.3.2 in any other case:
- (a) the meeting 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 members of the Executive Council may determine; and
 - (b) if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Members present shall be a quorum.

34 Proxies

- 34.1 Subject to Regulation 34.3, any Member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his or her proxy to attend and vote instead of him or her. A proxy must be a member of the Religious Institute, or the Society of Apostolic Life or the Lay Missionary Organisation in question.
- 34.2 A proxy so appointed shall have the same right as the Member to speak at the meeting and to vote on a show of hands and on a poll.
- 34.3 A Member of the Company shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 34.4 The instrument appointing a proxy (the "instrument of proxy") shall be in writing:
- (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
- 34.5 The instrument of 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 registered office of the Company concerned or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be so deposited not later than the 'appointed time' as defined in Regulation 34.6.

- 34.6 The appointed time is:
- (a) immediately before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll, immediately before the time appointed for the taking of the poll,
- and the application of section 183(6) of the Act shall be modified accordingly.
- 34.7 The depositing of the instrument of proxy referred to in Regulation 34.5 may, rather than it being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means, and this regulation likewise applies to the depositing of anything else referred to in regulation 34.5.
- 34.8 If Regulation 34.5 or Regulation 34.6 is not complied with, the instrument of proxy shall not be treated as valid.
- 34.9 Subject to Regulation 34.10, a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed.
- 34.10 Regulation 34.9 does not apply if notice in writing of the occurrence of one of the events mentioned in that regulation is received by the Company concerned at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 34.11 Subject to Regulation 34.12, if, for the purpose of any meeting of the Company, invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the Company's expense to some only of the members entitled to be sent a notice of the meeting and to vote at it by proxy, any officer of the Company who knowingly and intentionally authorises or permits their issue in that manner shall be guilty of a category 3 offence.
- 34.12 An officer shall not be guilty of an offence under Regulation 34.11 by reason only of the issue to a member, at his or her request in writing, of a form of appointment naming the proxy or of a list of persons willing to act as proxy if the form or list is available on request in writing to every member entitled to vote at the meeting by proxy.

35 **Form of Proxy**

- 35.1 An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:

Association of Leaders of Missionaries and Religious of Ireland Company Limited By Guarantee

[name of member] ("the Member") of [address of member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her

[name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:

Voting instructions to Proxy (choice to be marked with an "X")			
Number or description of resolution	In favour	Abstain	Against
1.			
2.			
3.			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			
Signature of Member			
Date:			

36 Annual Subscription

- 36.1 The Executive Council shall be entitled from time to time to determine any Annual Subscription to be payable by any Member of the Company provided it is reasonable.
- 36.2 The Annual Subscription and any increase thereof shall be approved by the Members at the Annual General Meeting.
- 36.3 Such subscriptions shall be payable in advance on the 1st day of January in each year. An organisation becoming a Member of the Company after the 1st day of January in any year may be required by the Executive Council 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 Annual Subscription paid for that year.

37 Representation of Bodies Corporate at Meetings of Companies

- 37.1 A body corporate may, if it is a member of the Company, by resolution of the Board of Directors or other governing body authorise such person (in this section referred to as an "authorised person") as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company.
- 37.2 A body corporate may, if it is a creditor (including a holder of debentures) of the Company, by resolution of its Council members or other governing body authorise such person (in this section also referred to as an "authorised person") as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of the Act or the provisions contained in any debenture or trust deed, as the case may be.

37.3 An authorised person shall be entitled to exercise the same powers on behalf of the body corporate which he or she represents as that body corporate could exercise if it were an individual member of the Company, creditor or holder of debentures of the Company.

37.4 The chairperson of a meeting may require a person claiming to be an authorised person within the meaning of this section to produce such evidence of the person's authority as such as the chairperson may reasonably specify and, if such evidence is not produced, the chairperson may exclude such person from the meeting.

38 Proceedings at Meetings

38.1 The President, if any, of the Executive Council shall preside as chairperson at every general meeting of the Company, or if there is no such President or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Council members present shall elect one of their number to be chairperson of the meeting.

38.2 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 and entitled to vote shall choose one of the members present and entitled to vote to be chairperson of the meeting.

38.3 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.

38.4 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

38.5 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 but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

38.6 Unless a poll is demanded in accordance with section 189 of the Act, at any general meeting:

- (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
- (b) 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 the 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.

38.7 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 in addition to any other vote he or she may have.

38.8 The application of section 187 of the Act shall be modified accordingly.

39 **Votes of Members**

- 39.1 Where a matter is being decided (whether on a show of hands or on a poll), every Member present in person and every proxy shall have one vote, but so that no individual Member shall have more than one vote.
- 39.2 No Member shall be entitled to vote at any general meeting of the Company unless all moneys immediately payable by him or her to the Company have been paid.
- 39.3 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.
- 39.4 Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.
- 39.5 The application of section 188 of the Act shall be modified accordingly.

40 **Minutes of Proceedings of Meetings of the Company**

The Company shall, as soon as may be after their holding or passing, cause minutes of all proceedings of general meetings of it, and the terms of all resolutions of it, to be entered in books kept for that purpose. All such books kept by the Company in pursuance of this regulation shall be kept at the same place.

41 **Secretary General**

- 41.1 The Secretary General may be appointed by the Executive Council. Any such Secretary General appointed may be removed by the Executive Council with the approval in writing of a majority of the Members.
- 41.2 The term of office of the Secretary General shall be three years and the Secretary General may be reappointed for further consecutive terms.
- 41.3 The Secretary General shall have such authority and responsibility as entrusted to him/her by the Executive Council upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any such powers.

42 **Service of Notices on Members**

- 42.1 Any notice to be given, served, sent or delivered pursuant to this Constitution (save where it is to be given, served, sent or delivered by electronic means) shall be in writing.
- 42.2 A notice or document to be given, served, sent or delivered in pursuance of this Constitution may be given to, served on, sent or delivered to any Member by the Company:
- (a) by hand delivering it to the Member or his authorised agent or where the Member is a body corporate, to any officer of that body corporate;
 - (b) by leaving it at the registered address of the Member;

- (c) by sending it by post in a pre-paid letter addressed to the Member at the registered address of the Member;
 - (d) by sending it by courier in a pre-paid letter addressed to the Member at the registered address of the Member;
 - (e) by sending it by means of electronic mail or facsimile or other means of electronic communication approved by the Members of the Executive Council to the address of the Member notified to the Company by the Member for such purpose (or if not so notified, then to the address of the Member last known to the Company).
- 42.3 Any notice served, given, sent or delivered in accordance with the foregoing regulations shall be deemed, in the absence of any agreement to the contrary between the Company (or, as the case may be, the officer of it) and the Member, to have been served, given sent or delivered:
- (a) in the case of hand delivery, at the time of delivery (or, if delivery is refused, when tendered);
 - (b) in the case of it being left, at the time that it is left;
 - (c) in the case of its being posted or couriered on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted or couriered:
 - (i) on a Friday – 72 hours after despatch; or
 - (ii) on a Saturday or Sunday – 48 hours after despatch;
 - (d) in the case of electronic means being used in relation to it, 12 hours after despatch.
- 42.4 Every Member shall be bound by a notice served, given, sent or delivered as aforesaid notwithstanding that the Company may have notice of the death, insanity, bankruptcy, liquidation or disability of such Member.
- 42.5 Notwithstanding anything contained in these regulations the Company shall not be obliged to take account of or make any investigations as to the existence of any suspension or curtailment of postal services within or in relation to all or any part of any jurisdiction or other area other than Ireland.
- 42.6 The signature (whether electronic signature, an advanced electronic signature or otherwise) to any notice to be given by the Company may be written (in electronic form or otherwise) or printed.
- 42.7 In this regulation “registered address” in relation to a Member, means the address of the member as entered in the register of Members.
- 42.8 Section 218 of the Act does not apply.

LIABILITY OF OFFICERS

43 **Fiduciary Duties of the members of the Executive Council**

For the purposes of section 228(1) of the Act but subject to clause 9 of the memorandum of association, the reasonable use by a member of the Executive Council for his or her own benefit, or anyone else's benefit, of any of the Company's property where such use is directly or indirectly connected with the business objectives of the Company shall be permitted.

44 **Indemnity for Officers**

Subject to the provisions of the Act, the Company may indemnify any officer of the Company against any liability incurred by him or her in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted, or in connection with any proceedings or application under statute for which relief is granted to him or her by the court.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this constitution.

Names, Addresses and Descriptions of Subscribers

Fr John Guiney, Jesuit Mission Office, Upper Sherrard Street, Dublin 1, Priest

Fr. Hugh McMahon, St. Columbans, Grange Road, Donaghmede, Dublin 13, Priest

Fr. Joe Cantwell, St. Patricks, Kiltegan, Co. Wicklow, Priest

Ms Sally Roddy, 8 New Cabra Road, Phibsboro, Dublin 7

Fr. Pat Raleigh, St Columban's, Dalgan Park, Navan, Co Meath, Priest

Sr Siobhan Ui Mhaoimhici OP, 5 Westfield Road, Dublin 6W, Religious Sister

Br Declan Power, 17 Synge Street, Dublin 8, Religious Brother

Dated the 7th day of May 2013

Witness to the above signature:

Karen Whelan

29 Westland Square

Pearse Street

Dublin 2

Office Administrator