

**COMPANY LIMITED BY GUARANTEE**

**AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

*of*

**CO CHOMUNN NA PAIRC**

**PRELIMINARY**

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall constitute the Articles of Association of the Company.
- (b) Regulations 2 to 35 inclusive, 40, 41, 54, 55, 57,59, 60 to 62 inclusive, 64 to 70 inclusive, 73 to 80 inclusive, 82, 87, 102 to 108 inclusive, 110,114, 116 and 117 of Table A shall not apply to the Company.

**INTERPRETATION**

2. In Regulation 1 of Table A, the definition of "the holder" shall be omitted.

**MEMBERS**

3. The number of Members of the Company shall be not less than two. The maximum number of Members shall be unlimited.

4. Members of the Company shall not be transferable and a Member shall cease to be a Member in the event of that Member dying, becoming bankrupt or becoming of unsound mind or, if a company, on the passing of a resolution for its winding up or in the event of a Nominated Member ceasing to be so designated

## **ASSOCIATES**

5. (a) The Board shall have power to  
  
admit Associates who shall be individuals, non-profit making or charitable bodies, commercial or other organisations who wish to be associated with the Company and who in the opinion of the Board should be admitted as Associates.  
  
(b) Associates shall not be Members of the Company.  
  
(c) Associates may attend General Meetings of the Company but may not vote at such meetings.  
  
(d) Associates shall not be eligible for election as Directors.

## **NOTICE OF GENERAL MEETINGS**

6. In Regulation 38 of Table A:-
  - (a) In the first sentence the words “or a resolution appointing a person as a director” shall be omitted;
  - (b) in paragraph (b) the words “of the total voting rights at the meeting of all the members” shall be substituted for “in nominal value of the shares giving that right”; and
  - (c) the words “The notice shall be given to all members and to the Directors and auditors” shall be substituted for the last sentence.

## **PROCEEDINGS AT GENERAL MEETING**

7. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at any Annual General Meeting with the exception of the consideration of the Audited Accounts and Annual Report, the election of Directors, and the appointment of the Auditors.
8. No business shall be transacted at any general meeting unless a quorum is present. During any period while the Company has amongst its membership three or more Members a quorum at any other than an Annual General Meeting shall not be present unless at least three of all the Nominated Members are present in person. In the case of an Annual General Meeting a quorum is not present unless at least three of all the Members are present in person. A corporation, firm or unincorporated association being a Member shall be deemed to be present if represented by its representative.
9. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting if convened on the requisition of Members shall be dissolved. In any other case or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Board determine. If at the adjourned meeting a quorum is not present within half an hour of the time appointed the meeting shall proceed to business.
10. The words “and at any separate meeting of the holders of any class of shares in the Company” shall be omitted from Regulation 44 if Table A.
11. Paragraph (d) of Regulation 46 of Table A shall be omitted.

## **VOTES OF MEMBERS**

12. On a show of hands every Member who is entitled to vote and who, being an individual is present in person, or being a corporation, firm or other unincorporated association is present by a duly authorised representative shall have one vote and on a poll every Member shall have one vote.

## **BOARD OF DIRECTORS**

13. The minimum number of Directors shall be three. The maximum number of Directors shall be unlimited.
14. The Directors may from time to time at their discretion by unanimous agreement appoint any person who is willing to act to be a Director of the Company whose Directorship they deem will be beneficial to the Company to hold office until such time as they determine.

## **DIRECTORS EXPENSES**

15. The words “of any class of share or” shall be omitted from Regulation 83 of Table A.

## **PROCEEDINGS OF DIRECTORS**

16. The business of the Company shall be managed by the Board who may pay all such expenses of and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as it thinks fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by Statute or by these presents required to be exercised or done by the Company in general meeting subject nevertheless to any regulation of these Articles, the provisions of the Statutes for the time being in force and affecting the Company and to such regulation or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
17. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
18. In paragraph (c) of Regulation 94 of Table A the word “debentures” shall be substituted for the words “shares, debentures or other securities” in both places where they occur.

19. The words “of the holders of any class of shares in the Company” shall be omitted from Regulation 100 of Table A.

## **NOTICES**

20. The second sentence of Regulation 112 of Table A shall be omitted.
21. The words “or of the holders of any class of shares in the Company” shall be omitted from Regulation 113 of Table A.