

COMPANIES ACT, 2014

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

CONSTITUTION

OF -

MIGRAINE ASSOCIATION OF IRELAND COMPANY LIMITED BY GUARANTEE

1. The name of the Company (hereinafter referred to as “the Company”) is
MIGRAINE ASSOCIATION OF IRELAND COMPANY LIMITED BY GUARANTEE

2. The Association is a Company Limited by Guarantee and is deemed to be a CLG to which
Part 18 of the Companies Act 2014 applies

3. The main object for which the Company is established is:

The provision of understanding advice and reassurance to migraine sufferers and
their families and friends and the public in general and the medical profession in particular
including (but without prejudice to the generality of the foregoing) all or any of the following:-

- a. Providing quality information and support services to all people affected by migraine and
other headache while encouraging appropriate management of the condition.
- b. Raising public and professional awareness of the true nature of migraine as a
neurological condition and as a public health concern with a significant social and
economic impact.
- c. Championing the development of new and existing services for people with migraine,
and representing their views, needs and concerns to policy makers and key opinion
leaders.
- d. Ensuring that people with migraine throughout the country have equitable and
appropriate access to our services and can benefit equally from membership,
awareness-raising and advocacy activities.
- e. Encouraging research and development of new treatments to alleviate migraine and
other headache disorders.

4. The Company shall in addition to the powers conferred on it by law 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

- a) To maintain an office from which the aforementioned services can be administered
and sought and to enlarge, pull down or remove or replace any buildings or works as
necessary.

- b) To improve, manage cultivate, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, to grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- c) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.
- d) To borrow or raise money in such a manner as the Company shall think fit or as is provided for in the Articles hereof including the raising of money by all legitimate kinds of fluid-raising activities and the acceptance of gifts, donations and legacies.
- e) To issue periodical newsletters for distribution to members of the Company.
- f) To commission and publish videos books pamphlets and other literature and materials for the dissemination of information pertinent to the work of the Company and the promotion of its objects and to sell the same or distribute the same free of charge if considered expedient for promotional purposes to members of the Company and to the public in general.
- g) To sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in proportions for such consideration as the Company may think fit.
- h) To employ such staff officials servants agents legal and financial and investment advisers as shall be necessary for the purpose of and better fulfilling the business and other authorised activities of the Company on such terms as to remuneration as the Company shall from time to time determine.
- i) To invest monies held or raised on behalf of the company and not for the time being required for the day to day running and administration of the Association or subject to any special trusts in such investments and securities as are for the time being authorised by law for the investment of trust fluids (including the purchase of land of any tenure) as the Company shall act through its Committee and upon the advice of its financial advisers given at the time of investment select including without prejudice to the generality of the foregoing the power for the Association acting through its Committee to delegate the management of its investments or any of them for such period and upon such terms as to remuneration and otherwise as the Committee in its absolute discretion think fit to its Investment Adviser or Investment Advisers (the "Investment Adviser") including if so recommended by the Investment Adviser the transfer of securities held on behalf of the Company into the name of a nominee investment company.
- j) To receive and hold gifts whether in the form of permanent endowments or otherwise for the general purposes of the Company and also to receive and hold any such gifts by way of permanent endowment or otherwise for any special purposes connected with the work of the Company.
- k) To effect such indemnity insurance in respect of liability for wrongful acts on the part of its Committee and Officers as shall be from time to time be authorised by law or by the Charity Commission for Ireland.

l) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them and to obtain all powers and authorities necessary to carry out or extend any of the above objects.

5. The income and property of this Company shall be applied solely towards the promotion of the object(s) as set forth in this Constitution. No portion of the Company 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 charity trustee 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 by the Company of:

- a) Reasonable and proper remuneration to any member or servant of the Company (not being a charity trustee) 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 charity trustees 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 charity trustee) to the Company;
- d) Reasonable and proper out-of-pocket expenses incurred by any charity trustee 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 charity trustee 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)

6. True accounts should be kept of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure shall take place of all sales and purchases of goods by the company and of the property, credits and liabilities of the Company, and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, shall be open to the inspection of the members.

7. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he/she is a member or within one year afterwards for the payment of the debts and liabilities of the Company contracted before he/she ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding €1.00.

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 5 hereof. Members of the Company shall select 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 terms of the transfer

9. Additions, Alterations and Amendments: The Organisation 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 Governing Instrument of the Organisation which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

We the several persons whose names and addresses as subscribed wished to be formed into a Company in pursuance of this Constitution.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Chairperson
Mary King
36 Coolatree Park,
Beaumont,
Dublin 9

Treasurer
Ian Swanton
18 Pine Valley,
Grange Road,
Dublin 16

President
Audrey Craven
35 Venetian Hall,
Howth Road,
Dublin 5

Lynn Geldof
12 Harold Road,
Stoneybatter,
Dublin 7

Derek Bell
4 Lower Kindlestown Cottages,
Crowe abbey,
Greystones,
Co. Wicklow

Gobnait Lucey
16 Belmont Place,
Crookstown,
Co. Cork

John O’Riordan
59 Palmbury,
Lehenaghmore,
Togher,
Cork

Esther Tomkins
House 5,
118 Howth Road,
Clontarf,
Dublin 3

Secretary
Patrick Little,
Unit 14, Block 5
Port Tunnel Business Park,
Clonshaugh,
Dublin
D17 WK24

Dated this 25th day of January 2017

Cert No. 304640

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

ARTICLES OF ASSOCIATION
OF
MIGRAINE ASSOCIATION OF IRELAND COMPANY LIMITED BY GUARANTEE

In these regulations unless there be something in the subject or context inconsistent therewith:

- “The Act” shall mean the Companies Act, 1963, (No. 33 of 1963)
- “The Company” means the above named Company.
- “Initial Directors” the initial Directors shall be appointed by the subscribers to the Memorandum of Articles of Association of the Company and all subsequent Directors shall be appointed in accordance with the Articles of Association under Article 4.
- “Board of Directors” means the Directors for the time being elected by the members of the Company in the capacity of a Board of Directors or by whatsoever name called but so that they shall be charged with the management of the Company.
- “In Writing” means written or printed or partly written or partly printed.
- “Secretary” means any person appointed to perform the duties of the Secretary of the Company.
- “The Seal” means the Common Seal of the Company.
- “The Office” means the registered office for the time being of the Company.
- “A Member” means a person admitted to membership of the Company in accordance with the Articles of Association under Article 3.
- “Chairperson of the Company” means the Chairperson for the time being of the above named Company.

The masculine gender shall include the feminine and neuter and the singular number shall include the plural and vice versa and words importing persons shall include firms or companies.

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

Unless the contrary intention appears words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles became binding on the Company.

MEMBERS

2. The number of members is unlimited but the minimum number of members with which the Company proposes to be registered is 3.

3. a) The subscribers to the Constitution and such other persons as the Directors at their absolute discretion may admit to membership shall be members of the Company.

b) The Directors may from time to time and at any time by resolution of the Board of Directors at their absolute discretion make such regulation as they see fitting relating to membership of the Company, and may from time to time by like resolution at the like discretion alter such regulations to such extent and in such manner as the Directors shall see fit.

c) The Directors may from time to time and at anytime by resolution of the Board of Directors at their absolute discretion remove any member from membership of the Company. Such member shall cease to be a member forthwith on the passing of such resolution. The Directors shall give warning to such member of his removal, and the failure to give such notice shall not prejudice the removal of the member. A member so removed may at the absolute discretion of the Directors be re-admitted to membership upon such terms (if any) as the Directors at their discretion see fit.

d) Any member may at any time resign as a member of the Company by leaving at the office written notice to the Company to that effect. Such resignation shall be effective four weeks after receipt of such notice.

APPOINTMENT OF DIRECTORS

4. a) The number and the names of the first Elected Directors shall be determined in writing by the subscribers to the Constitution or a majority of them.

b) Directors may only be elected to the Board of Directors provided that there shall have been delivered to the registered office of the Company, prior to the issuance by the Secretary of the Company of statutory notice convening the Annual General Meeting for that year, notice in writing signed by any two of the existing Directors, of their intention to nominate such person or persons for election together with written confirmation from each nominated person of their willingness to be elected. Subject to Article 26, any persons so elected shall only act as Directors for a fixed term of office of three years from the date of their appointment as Directors.

c) In order to either to fill a casual vacancy or as an addition to the existing Directors, notice in writing signed by any two of the existing Directors, of their intention to nominate such person or persons for election together with written confirmation from each nominated person of their willingness to be elected should be circulated to existing Directors at least seven days prior to the Board meeting which will vote on the nominations.

DIRECTORS GENERALLY

5. The number of Directors shall not be less than 4 and not more than 16.

POWERS AND DUTIES OF DIRECTORS

6. The business of the Company shall be managed by the Board of Directors consisting of the Directors 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 these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act and of these Articles and to such discretions, as may be given by the Company in General Meeting but direction given by the company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

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

8. The Directors shall cause minutes to be made in books provided for the purposes:

a) of all appointments of offices made by the Directors;

b) of the names of the Directors present at each meeting of the Directors and of any Committee of the Directors;

c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of the Committees of Directors.

DISQUALIFICATION OF DIRECTORS

9. The office of Director shall be vacated if the Director:

a) holds any other office or place of profit under the Company;

b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or make any arrangement or composition with his creditors generally; or

- c) becomes prohibited from being a Director by reason of any order made under Section 184 of the Act; or
- d) becomes of unsound mind; or
- e) resigns his office by notice in writing to the Company; or
- f) is convicted of any indictable offence unless the Directors otherwise determine; or
- g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 194 of the Act.

VOTING ON CONTRACTS

10. Directors

On his or her appointment and thereafter where any change occurs, each Director shall furnish to the Company Secretary full particulars of his or her interests which shall include his or her employment, all business interests and community involvement, including voluntary work for charities (hereinafter referred to as "Interests") which might involve a conflict of interest or might materially influence the Director in relation to the performance of his or her functions as a member of the Board or his or her partiality. This duty to disclose Interests is without prejudice to the obligation in Article 11 to make specific disclosure of Interests which obligation must always be complied with.

11. Each Director shall declare at a meeting of the Directors of the Company the nature of his or her Interests in:

- a. any initiative taken by the Company; or
- b. any contract or proposed contract with the Company in which a Director, or a person connected with a Director as defined in Article 12, is directly or indirectly involved; or
- c. any matter from which the Director, or a person connected with a Director as defined in Article 12, may stand to benefit directly or indirectly from his or her position as a Director or from the operation of the Company.

The said Director shall be entitled to make a statement to the Board of Directors on the issue and shall answer any questions put to him or her on that issue by any of the other Directors. Following such declaration of Interests, statement and answering any questions that may be put, the said Director shall leave the meeting of the Directors and shall not be entitled to vote on the matter in which he or she is interested. The other Directors shall make a decision regarding such matters described in (a) to (c), above, in the absence of the said Director and such Director on his or her return to the meeting shall be informed of the decision of the Board of Directors by the Chairperson of the meeting, following which no further discussion of the issue shall take place. In circumstances where a Director is unsure as to whether an interest constitutes an Interest for the purposes of this Article, the Director may inform the Chairperson either orally or in writing and the Chairperson shall, at his or her own discretion and having regard to good governance and best practice, determine whether the Interest constitutes an interest for the purposes of this Article.

12. A Director shall be deemed to have an Interest for the purpose of Article 11 where a person connected with that Director has such an Interest and the Director could be expected to be reasonably aware of the existence of that Interest and for this purpose a person is connected with a Director if that person is –

- a. that Director's spouse, parent, brother, sister, child or step-child, other relative or co-habitee;
- b. a body corporate controlled by a Director within the meaning of Section 26(2), (3) and (4) of the Companies Act 1990;
- c. a person acting as the Director of any trust, the beneficiaries of which include the Director or the persons at (1) or (2); and
- d. a person acting as a partner of a Director or of any of the persons at (1) to (3) above.

13. A Register of Directors' Interests shall be maintained by the Company and shall include such Interests as may be declared in accordance with Article 11 and 12.

14. Nothing herein contained shall prevent the Directors from voting on (and being counted in the quorum at any meeting to pass) a resolution to purchase Directors' and Officers' Liability Insurance against any liability referred to in Section 200(1) of the Companies Act 1963 for any Director or officer, past or present, of the Company.

RETIREMENT OF ELECTED DIRECTORS

15. Subject to Article 4, elected Directors shall only act as Directors for a fixed term of office of three years from the date of their appointment as Director. Directors who retire after the expiration of the fixed term of office of three years may be re-elected provided that there shall have been delivered to the registered office of the Company notice in writing signed by any two of the existing Directors, of their intention to nominate such person or persons for election together with written confirmation from each nominated person of their willingness to be elected. Subject to Article 26, any persons so elected shall only act as Directors for a fixed term of office of three years from the date of their appointment as Directors. Directors must retire after two three-year terms but may be re-elected again after at least a one year break.

16. Every Elected Director who retires as a Director shall forthwith on such retirement cease to be a member of the Board.

17. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, provided such a person is nominated in accordance with the procedures set out in Article 4 c).

18. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors. The President of the Association shall be an ex-officio member of the Board.

19. The Directors shall have power at anytime and from time to time, to appoint any person to the Board of Directors either to fill a casual vacancy or as an addition to the existing Directors provided that such person has been nominated in accordance with the procedures set out in Article 4 c) and provided further that the total number of Directors at any time shall not exceed the number fixed in accordance with these Articles.

20. The Company may, by Ordinary Resolution of which extended notice has been given in accordance with Section 142 of the Act, remove any Director before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the Company and such Director.

21. Subject to Article 4 the Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Article 20. Without prejudice to the powers of the Directors under Article 20, but subject to Articles 4, the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

PROCEEDINGS OF THE BOARD OF DIRECTORS

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

23. The quorum necessary for the transaction of the business of the Directors shall be four.

24. A meeting of the Board of Directors or of a committee of the Board of Directors may consist of a conference between some or all of the Directors who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication, hereinafter referred to as "Conference Call")) to speak to each of the others and to be heard by each of the others and:

- (a) a Director 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
- (b) such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the Chairperson of the meeting then is; and
- (c) the word "meeting" where used in these articles of association in the context of a meeting of the Company's Directors or committee of Directors shall be construed accordingly; and
- (d) without prejudice to the generality of Article 19, the Board of Directors may prescribe procedures for the conduct of meetings by Conference Call.

25. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.

26. The Directors shall elect a Chairperson of their Board to act as Chairperson of all meetings of the Directors and members and such appointment shall be for a fixed term of two years. A Vice Chair shall also be elected for a similar term. If the Chairperson is not present at any meetings the Vice Chairperson can chair the meeting. If neither is present within fifteen minutes after the time appointed for the holding of the meeting, the Directors may elect one of their number to be Chairperson of the meeting. A Chairperson so elected shall only act as Chairperson for the duration of the meeting at which he is elected.

27. The Directors may delegate any of their powers to committees consisting of such person as they think fit; any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

28. A Committee may elect a Chairperson of its meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the Meeting.

29. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote.

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

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

Chairperson's Duties

32. The duties and responsibilities of the Chairperson shall include (but are not limited to):
- (1) overseeing the strategic direction, governance and performance of the Company, setting the agenda for meetings and facilitating the effective contribution of other Directors and the continuous development and improvement of the Board;
 - (2) ensuring that there are appropriate policies in place to implement the strategies of the Company;

- (3) leading and representing the Board to the senior management or any Chief Executive Officer (howsoever called) and employees of the Company and ensuring that they are appraised [and remunerated] appropriately; and
- (4) chairing meetings of the Board of Directors and general meetings and ensuring that the Board of Directors and general meetings function effectively and efficiently.

33. In the event of equality of votes, the Chairperson shall have the casting vote.

INDEMNITY

34. Subject to the provisions of Sections 200 of the Act, the members of the Company and of the executive committee or any sub-committee and Auditors, Secretary and other Officers for the time being of the Company and any Directors therefore acting in relation to any of its affairs and their heirs, executors and administrators respectively shall be indemnified out of the assets of the Company from against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of anything done or omitted in or about the execution of their duty in their respective offices of Company except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively, and such member officer or Director shall be answerable for the costs, receipts, neglects or defaults of any other member, officer or Director or for joining in any receipt for the sake of conformity or for the solvency or honesty of any Banks or other persons with whom any moneys, securities or effects belonging to the Company may be lodged or deposited for safe custody or otherwise, or for any insufficiency or deficiency of any security upon which any moneys of the Company shall be invested, or for any other loss or damage due to any such cause as aforesaid, or which may happen in or about the execution of his office of Company, unless the same shall happen through the wilful neglect of such member, officer or Director.

GENERAL MEETINGS

35. A General Meeting of the Company shall be held at least once in each calendar year at such time and place as the Directors may decide. Such general meeting held in each year as aforesaid shall be the annual general meeting of the Company for that year. Further meetings of the Company may be convened at any time by the Secretary acting on the request in writing of a Director or any seven members of the Company.

36. All business shall be deemed special that is transacted at any of the meetings of the Company other than the general meeting, and also all that is transacted at an annual general meeting, with the exception of consideration of the accounts, balance sheets, and the reports of the Board of Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.

37. Subject to Sections 133 and 141 of the act, the meetings referred to in Article 35 and a meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least. The notice shall be inclusive of the day on which it is given and shall specify the place, the day and the hour of the meeting.

38. 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 of that meeting.

39. The Secretary shall prepare a provisional agenda for each meeting of the Company, and shall do so in consultation with the Board of Directors or the Chairperson. Any member of the Company by giving at least seven days notice in advance of the date of a pending meeting may request the Secretary to notify all the members of such proposals or items.

40. No business shall be transacted at any meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business. The quorum necessary for the transaction of business at any such meeting shall be four.

41. If within half an hour from the time appointed for the commencement of a meeting a quorum is not present, 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 the Directors may determine.

42. The Chairperson shall preside at all meetings of the Company. If the Chairperson is not present within fifteen minutes of the time appointed for the holding of the meeting or is for any other reason unwilling or unable to act as Chairperson of such meeting the members present may elect one of the Directors present to act as Chairperson for the purposes of the meeting and if no Director is present the members may elect one of their number to be Chairperson thereof.

43. The Chairperson may with the consent of the meeting at which a quorum is present adjourn the meeting from time to time and from place to place. Notice of the Adjourned meeting shall be given to the members.

44. At any meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of hands from the members present unless a secret ballot is (before or on the declaration of the result of the show of hands) demanded:

a) by the Chairperson; or

b) by at least three members present in person.

Unless a secret ballot is so required or demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by particular majority, or lost, and an entry to that effect in the book containing the minutes or proceedings of the Company shall be conclusive evidence of the fact without proof if the number or proportion of the votes recorded in favour of or against such resolution. The demand for a secret ballot may be withdrawn.

45. If a secret ballot is duly demanded, it shall be taken in such manner as the Chairperson directs and the result of such ballot shall be deemed to be the resolution of the meeting at which same was demanded.

46. In the case of an equality of votes, whether on a show of hands or on a secret ballot, the Chairperson of the Meeting at which the show of hands takes place or at which the secret ballot is demanded shall be entitled to a second or casting vote.

47. a) A secret ballot demanded on the election of a Chairperson or on a question of adjournment, shall be taken forthwith.

b) A secret ballot demanded on any other question shall be taken at such time as the Chairperson of the meeting directs.

48. Subject to Section 141 of the Act a resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a meeting of the Company shall be valid and effective for all purposes as if the resolution had been passed at a general meeting thereof duly convened and held and if described as a special resolution had been passed at a general meeting thereof duly convened and held and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

VOTES

49. Every member shall have one vote.

SECRETARY

50. The Board shall appoint a Secretary of the Trust, and any such Secretary may be removed by them. The Board of Directors shall determine the terms, conditions and remuneration of the Secretary.

THE SEAL

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

ACCOUNTS

52. The Board of Directors shall cause proper books of account to be kept relating to:

a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.

b) all sales and purchases of goods by the Company, and

c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Companies affairs and to explain its transactions.

53. The book of account shall be kept at the office or subject to Section 147 of the Act, at such other place as the Board of Directors may think fit, and shall at all reasonable times be open to the inspection of the Directors.

54. The Board of Directors shall from time to time cause to be prepared and laid before the annual general meeting of the Company such income and expenditure accounts, balance sheets and reports as are required by the Act. Copies of such accounts, balance sheets (including every document required by law) and reports of the Board of Directors and Auditors shall not less than twenty-one days before the date of the meeting be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

55. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

56. Such Auditor or Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.

BORROWING POWERS

57. The Board of Directors may borrow or raise money to any amount and may secure the repayment of same in such manner and upon such terms and conditions in all respect as the Company shall direct.

NOTICES

58. A notice may be served by the Company upon any member either personally or by sending it by prepaid post addressed to such member at his registered address as appearing in the register.

59. Any notice to be served on the Company under these Articles may be served by leaving it at or sending it by prepaid post to the registered office of the Company.

60. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

61. Notice of every general meeting shall be given in any manner hereinafter authorised to:

a) every member,

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

c) the Auditor for the time being of the Company.

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

WINDING UP

62. The provision of Clause 4 of the Memorandum of Association relating to winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in full in these presents.