

**The Companies Acts 1963 to 2006
Company Limited by Guarantee and Not Having a Share Capital**

MEMORANDUM AND ARTICLES OF ASSOCIATION



**WATERFORD AND SOUTH TIPPERARY COMMUNITY
YOUTH SERVICE C.L.G.**

**Company No: 231354
Incorporated On: 31st March 1995**

COMPANIES ACT, 1963 TO 2006

MEMORANDUM OF ASSOCIATION

-of-

WATERFORD AND SOUTH TIPPERARY COMMUNITY YOUTH SERVICE C.L.G.

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

1. The name of the Company is **Waterford and South Tipperary Community Youth Service C.L.G.**
2. The main object for which the Company is established is to promote formal and informal education through the medium of youth work practice and programmes. To work as an organisation and in consort with others to secure the rights of young people in Ireland particularly those set in the United Nations Convention on the Rights of the Child.

The ancillary objects for which the Company is established are:-

- (a) To support the development of integrated professional responses to the youth work needs of local communities
- (b) To provide training, networking, support and direction to volunteer and paid youth workers
- (c) To promote the development of the Youth Club movement.
- (d) To promote the development of special services to young people.
- (e) To encourage and develop awareness of social issues with a view to promoting social action by young people.
- (f) To carry out and promote research into good practice in youth work and all other matters affecting the lives of young people.
- (g) To promote and develop an awareness amongst the general public of issues effecting youth work and young people generally.
- (h) To monitor public policy in regard to young people and to make representations at national and international levels as appropriate.
- (i) To procure and allocate resources for the development of youth work.
- (j) To work as an organisation and in consort with others to secure the rights of young people in Ireland particularly those set in the United Nations Convention on the Rights of the Child.

To the extent that the same are either directly or indirectly essential or ancillary to the promotion or attainment of the main objects of the Company as heretofore set out, the Company may exercise all or any of the following powers:-

- (a) To purchase or otherwise acquire, hold as an investment and deal in any shares, debentures, stocks, treasury bonds, scrip bills, notes and other securities issued by any company or association or any supreme, municipal, local or other authority wheresoever.
- (b) To lend and advance by way of Grant or otherwise money or give credit to any persons, firms or companies upon such terms as may seem expedient and to guarantee become surety for, support or secure, whether by covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company, or by both such methods, the performance and the obligations of the repayment or payment of the principle amounts of and premiums, interests and dividends on any securities of any person, firm or company including (without prejudice to the generality of the foregoing) security for any debts, obligations or liabilities of any company which is for the time being the holding company or subsidiary (both as defined by Section 155 of the Companies Act 1963) of the Company or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company's work.

- (c) To co-operate with statutory and voluntary bodies and agencies and to facilitate the combination, co-ordination and integration by those bodies and agencies of the various schemes and initiatives provided by them.
- (d) To engage in any business or activity and to undertake, provide and carry out any service or contract of works and provide any facility and carry out any research which is deemed necessary or advantageous in promoting the main objects of the Company or for the purpose of generating capital or income to facilitate the furthering or the objects of the Company.
- (e) To promote and further the objects of the Company by conferences, public or private meetings, discussions, publications, conducting studies and surveys, or by such other means as may be deemed desirable or necessary.
- (f) To advertise and make known the Company and its objects, purposes and aims by such means as may be deemed expedient, and to solicit, receive and hold donations, subscriptions, gifts and bequests of all kinds.
- (g) To act as trustees of any property real or personal for any of the objects of the Company, or for any other purpose that may seem conducive to the objects of the Company.
- (h) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property that may be legally held, and any rights or privileges which the Company may think necessary or convenient for the purposes of its undertaking.
- (i) To invest and deal with monies and property of the Company not immediately required in such manner as may from time to time be determined, provided howsoever that prior notification will always be given to the Revenue Commissioners where it is intended to accumulate funds over a period in excess of two years for any purpose.
- (j) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular (without limitation) by the creation of charges or mortgages (whether legal or equitable) or floating charges upon the undertaking and all or any or the property and rights of the Company both present and future including its goodwill and uncalled capital, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (k) To guarantee the payment of any debts or the performance of any contract or obligation of any Company or association or undertaking or of any person and to give indemnities of all kinds either with or without the Company receiving any consideration or benefit and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon or any of the property and rights of the Company both present and future, including its goodwill and uncalled capital.
- (l) To apply for, promote and obtain any Act of the Oireachtas, order or licence of any Minister of the Government of Ireland or other authority for enabling the Company to carry any of its objects into effect or for any other purpose which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (m) 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 or the Company's objects or any of them, and to obtain from any such governments, authority, corporation, company or person any charters, contracts, decrees, right, privileges and concessions which the company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, right, privileges and concessions.
- (n) To pay all or any expenses incurred in connection with the promotion, formation or incorporation of the company, or to contract with any person, firm or company to pay the same.
- (o) To support and subscribe to any charitable or any institution, society or club which may be for the benefit of the company or its employees, to give pensions, gratuities or charitable aid to any person or persons who have served the Company, or to the wives, children or other relatives of such persons, to make payment towards insurance, or to form and contribute to provident and benefit funds, for the benefit or any persons employed by the Company.

- (p) To draw, make, accept, endorse or issue promissory notes and other negotiable instruments.
 - (q) To sell or dispose of the undertaking or property of the Company or any part thereof for such consideration as the Company may think fit; to sell, improve, manage, develop, exchange, lease, mortgage, charge, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company.
 - (r) To acquire and become registered proprietors of copyrights and trade marks and any other form of intellectual property.
 - (x) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
1. The liability of the members is limited.
 2. The income and property of the Company, whensoever derived, shall be applied solely towards the promotion of the main objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, whether by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company.

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable or proper rent for any premises demised or let by any member to the Company, but so that no Director of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any Director, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or lent to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a director may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

3. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributors amongst themselves such amount as may be required, not exceeding €1.
4. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable Institution or Institutions having main objects similar to the main objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if so far as effect cannot be given to such provision, then to some charitable object.
5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Revenue Commissioners.
6. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

THE COMPANIES ACTS 1963 TO 1990

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
WATERFORD AND SOUTH TIPPERARY COMMUNITY YOUTH SERVICE C.L.G.

INTERPRETATION

1. In these Articles:-

The Act means the companies Act 1963.

"The Directors" means the Directors for the time being of the Company or the Directors present at a meeting of the board of Directors and includes any person occupying the position of Director by whatever name called:-

"The Seal" means the Common Seal of the Company

"The Office" means the registered office for the time being of the company.

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

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

MEMBERS

2. The number of members with which the Company proposed to be registered is 70 but the Directors may from time to time register an increase in numbers

3. Any Youth Group or Project which:-

- (i) (a) Accepts the objects set out in the Memorandum and Articles of Association of the Company.
- (b) Is based at local level and is not a national organisation or affiliate or constituent part of the national youth organisation.
- (c) Is prepared to be affiliated to, or has been established by, Waterford and South Tipperary Community Youth Service and is agreeable to comply with such membership conditions as may from time to time be determined by the Board including the payment of an annual fee, the submission for approval of an annual plan and audited accounts (if required).
- (d) Shall (subject to the approval of the Board) be members of the Company.

- (ii) Applications for membership will be processed by the Board of the Company prior to their being submitted to the Annual General Meeting for approval.
- (iii) Applications for membership must be approved by two thirds of those present and entitled to vote at an Annual General Meeting.
- (iv) The rights and liabilities attaching to any member of the company may be varied from time to time by special resolution of the company.
- (v) Failure to comply with the conditions of membership on the part of any member shall mean that such membership of the company shall be deemed to have lapsed and shall only be renewed with the approval at the Annual General Meeting.
- (vi) Any member shall be entitled to resign its membership of the company by furnishing written notification of its resignation by prepaid registered post to the company at its registered office.

ASSOCIATE MEMBERSHIP

- 4. Associate membership which shall not bestow any proprietary interest whatsoever in the company, shall be open to Local Youth Services which do not fulfil all of the conditions for full membership as set out in Regulation 3 hereof.

GENERAL MEETINGS

- 5. All general meetings of the company shall be held in the State.
- 6. (i) Subject to paragraph (11), the company shall each year hold a general meeting as its Annual General Meeting in addition to any other meeting 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.

(ii) So long as the company holds its First Annual General meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 5 the Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
- 7. All general meetings other than annual general meetings shall be called Extraordinary General Meetings.
- 8. The directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of 4 or more members of the company or in default may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the State sufficient directors capable of acting to form a quorum any Director or any two members of the company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

9. Subject to Sections 133 and 141 of the Act an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by notice of 7 days in writing at the least and a meeting of the company (other than an Annual General Meeting or a meeting for the passing of a Special Resolution) shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and in the case of special business the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the company.
10. The accidental omissions 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 that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of any accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the reappointment of the retiring Auditors, and the fixing of the remuneration of the Auditors.
12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, one third of the members shall be a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
14. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the company, or if there is no such Chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
15. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for the holding of the meeting the members present shall choose one of their number to be Chairman of the meeting.
16. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as afore said, it shall not be necessary to give any notice of an adjourned meeting of or the business to be transacted at an adjourned meeting.
17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded:-
 - (a) by the Chairman, or
 - (b) by at least three members present in person or by proxy, or
 - (c) by any member or members present in person and representing not less than one tenth of the total voting rights of all of the members having the right to vote at the meeting.

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

18. Except as provided in Article 19 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which poll is demanded shall be entitled to a second or casting vote.
20. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeding with pending the taking of the poll.
21. Subject to Section (4) of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting or being bodies corporate by their duly authorised representatives shall be as valid and effective for all purposes as if the resolution has been passed at a general meeting of the company duly convened and held, and if described as a Special Resolution within the meaning of the Act.
22. Members shall have voting rights as follows:-
 - (1) Each Youth Club shall have two votes;
 - (2) Each Youth Project shall have one vote;
 - (3) Each Director shall have one vote.

The overall number of votes shall not exceed seventy votes.

23. No member shall be entitled to vote at any general meeting unless all monies immediately payable by the member to the company have been paid.
24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
25. Votes may be given either personally or by proxy.
26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a body corporate, either under seal or under the hand of any officer or attorney duly authorised. A proxy need not be a member of the company.
27. The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or a notarially certified copy of that power of authority shall be deposited at the office or at such other place within the state as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

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

I/We _____ of _____ in the
County of _____ being a member / members of the above named _____ Company /
Association, hereby appoint _____ of _____
or failing him, _____ of _____ as my/our proxy to
vote for me/us on my/our behalf at the _____ (annual or
extraordinary, as the case may be) General Meeting of the Company to be held on the _____ day
of _____ 20 _____ and at any adjournment thereof.

Signed this _____ day of _____ 19 _____

This form is to be used in favour of/against the Resolution.
Unless otherwise instructed, the Proxy will vote as he thinks fit.

Strike out whichever is not desired.

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

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, if no intimation is received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

31. (a) The first Directors shall be determined in writing by the subscribers to the Memorandum of Association or a majority of them.

(b) The Board to consist of not less than 7 members and not more than 19 members appointed as follows:-

- i. A Chairman to be elected at an Annual General Meeting.
- ii Fifty percent of the outgoing Board, up to a maximum of 6 Directors, to be nominated from a panel nominated by the outgoing Board on the basis of their perceived expertise.
- iii To achieve balance of representation, the aim is to include at least three members drawn from each local catchment area, Waterford City, Waterford County & South Tipperary.
- iv A maximum of 3 Directors to be co-opted by the Board at its discretion.
- v In the event of the Chairman having to resign during the course of the year, the remaining Board members shall be empowered to appoint one of their number to act as Chairman until the next A.G.M.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

33. (a) The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and 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 directions, being not inconsistent with the aforesaid provisions, as may be given by the company in General Meeting, but no direction given by the company in General Meeting shall invalidate any prior act.
- (b) The Directors may from time to time appoint a Chief Executive Officer for such period and on such terms as to remuneration and otherwise as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The Chief Executive Officer shall have the right to attend all meetings of the company.
34. The Directors may from time to time and at any time by Power of Attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the company for such purposes and with powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit and such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion in him.
35. All cheques promissory notes, draft, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted and endorsed or otherwise executed, as the case be by such person or persons and in such manner as Directors shall from time to time by resolution determine.
36. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors:
 - (b) of the names of Directors present at each meeting of the Directors and of any committee of the Directors:
 - (c) of all resolutions and proceedings at all the meetings of the Company, and of the Directors and of committees of Directors.

DISQUALIFICATION OF DIRECTORS

37. The office of Director shall be vacated if the Director:-
- (a) holds any other office or place of profit under the Company or,
 - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally, or
 - (c) becomes prohibited from being a Director by reason of any Order made under Section 184 of the Act, or
 - (d) becomes of unsound mind, or
 - (e) resigns his 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.
38. A Director may vote in respect of any contract in which he is interested or any matter arising therefrom.

RETIREMENT, REMOVAL AND REPLACEMENT OF DIRECTORS

39. (i) The term of office of the Board shall be for one year. Directors shall be elected annually at the A.G.M. A Director shall not serve for a continuous period of more than 9 years.
(ii) The term of office of the Chairperson shall be a maximum of three years at the end of which the individual shall retire and shall not be eligible for re-election as Chairperson at the AGM.
40. 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 expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the company and such Director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
41. The company may by ordinary resolution appoint another person in place of a director removed from office under Article 40. Without prejudice to the powers of the Directors under Article 34 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 DIRECTORS

42. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second i.e. casting vote. A director may, and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of directors to any Director who being resident in the State is for the time being absent from the state.
43. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.
44. 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 a general meeting of the company but for no other purpose.
45. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
46. The Directors may delegate any of their powers to committees consisting of such member or members of the board as they think fit; any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
47. A Committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
48. 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 where there is an equality of votes the Chairman of the meeting shall have a second i.e. casting vote.
49. All acts done by any meeting of the Directors or a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or persons 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.
50. 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 valid as if it has been passed at a meeting of the Directors duly convened and held.

SECRETARY

51. The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
52. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL

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

ACCOUNTS

54. The 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 or the state of the Company's affairs and to explain its transactions.

55. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
56. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in General Meeting.
57. The Directors shall from time to time in accordance with Section 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the Annual General Meeting of the Company.
58. A copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before the Annual General Meeting of the Company together with a copy of the Director's Report and Auditor's Report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

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

NOTICES

60. A Notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing a notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any case at the time at which the letter would be delivered in the ordinary course of post.
61. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) Every member
 - (b) The Auditor for the time being of the Company

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