

*COMPANIES ACT, 2014*  
*COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL*  
*CONSTITUTION*  
*OF*

*OFFALY INTEGRATED LOCAL DEVELOPMENT COMPANY LIMITED BY GUARANTEE*

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*MEMORANDUM OF ASSOCIATION*

1. The name of the Company is Offaly Integrated Local Development Company Limited by Guarantee.
2. The main object of the Company is to promote, support, assist and engage in (a) social development, (b) enterprise development to facilitate rural and urban regeneration and (c) community development, designed to benefit and promote the welfare of local communities or to deal with the causes and consequences of social and economic disadvantage or poverty.
3. The following objects set out hereafter are exclusively subsidiary and ancillary to the main objects set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main objects only:
  - 3.1 to promote social inclusion through community initiatives and through inputting as required into policy formulation at the local and national levels;
  - 3.2 to promote economic development and to increase employment and enterprise, including and in particular through the provision of education and training and to input as required into policy formulation at the local and national levels;
  - 3.3 to promote wider participation in voluntary activity and to promote the networking of community and voluntary organisations;
  - 3.4 to provide local community rural development and or local community urban development through community initiatives for social, economic and cultural renewal;
  - 3.5 to promote social inclusion, to promote economic development, to increase employment and enterprise, including and in particular through the provision of education and training and promote wider participation in voluntary activity;
  - 3.6 to provide support through initiatives involving the allocation of grant monies;

- 3.7 to have regard to the strategic objectives as set out in the National Rural Development Programme and or the Local Development Social Inclusion Programme and such other extending or replacing programmes as may from time to time be adopted by the Government of Ireland;
  - 3.8 to work as a non-exclusive development agency in conjunction and liaison with State agencies, structures and local authorities in seeking to achieve its objectives;
  - 3.9 to adopt a cohesive approach with other national and local agencies, including County Enterprise Boards and in particular County and City Development Boards, to ensure an integrated approach to service delivery at local level;
  - 3.10 to support the development of resource based activities including business, tourism and forestry;
  - 3.11 to promote equality of opportunity in the assessment of applications for aid; and
  - 3.12 to promote, support, assist and engage in activities in support of the development of infrastructure.
4. The following are the powers of the Company:
- 4.1 To raise funds by appealing for and inviting contributions (whether periodical or otherwise, absolute or conditional) from any person or body by way of donation, covenant, grant, loan, legacy or subscription and to accept donations upon any special trusts within the limits of the objects for which the Company is established.
  - 4.2 To accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Company and generally to manage, invest and expend all monies belonging to the Company in furtherance of its main objects.
  - 4.3 To invest and deal with the monies of the Company not immediately required for the purposes of its objects in or upon such investments, securities or property or otherwise in such manner as may be thought fit and to manage and deal in same as may be thought fit by the Company, subject to such conditions (if any) as may for the time being be imposed or required by law and PROVIDED THAT prior approval is obtained from the Revenue Commissioners where it is intended to accumulate capital for a period in excess of two years.
  - 4.4 To take and hold shares in any other company or companies having objects similar to the main objects of this Company.
  - 4.5 To maintain and operate bank accounts and to draw, accept, endorse and issue cheques and other negotiable or transferable instruments.
  - 4.6 To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.

- 4.7 To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed, and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- 4.8 To guarantee, 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 all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 4.9 To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the objects of the Company.
- 4.10 To accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, PROVIDED THAT prior approval is obtained from the Revenue Commissioners where it is intended to accumulate capital for a period in excess of two years.
- 4.11 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of these objects or of similar charitable purposes and to exchange information and advise them.
- 4.12 To make donations for charitable purposes either in cash or assets which the Company may deem expedient.
- 4.13 To amalgamate with any other charitable company whose objects are similar to those of this Company.
- 4.14 To purchase or otherwise acquire lands, buildings, premises of every nature and kind for any estate or interest therein and to mortgage, sell, lease or otherwise dispose of same as the Company may think fit, and to insure, repair, protect, renew and safeguard such property as the Company may think fit.
- 4.15 To construct all buildings and conveniences, whether of a permanent or temporary nature, which may seem directly or indirectly conducive to any of the Company's main objects, and to conduct, hold or promote meetings, lectures, shows and exhibitions to further the Company's main objects.
- 4.16 To construct, erect, enlarge, build, acquire and maintain houses and other buildings and works and to alter and improve the same including any existing buildings; to provide the same with such facilities as the Company deems appropriate and with light, water, drainage and all other necessities, and to maintain the same.
- 4.17 To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold, afforest, farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, houses, property, shops, flats,

maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.

- 4.18 To develop and turn to account any land acquired by the Company or in which it is interested in any manner it deems fit including, without limitation, by laying out and preparing same for building purposes, constructing, improving, maintaining, decorating, altering, pulling down and fitting out buildings and structures, and by planting, paving, draining, cultivating or farming same and by construction of lakes and other water features, and altering or improving bridges, watercourses, reservoirs and wharves and to provide gardens, greenhouses and grounds for recreation and amusement.
- 4.19 To furnish and provide the Company's property with such equipment, furniture, machinery and property of every description as the Company may think desirable for its purposes.
- 4.20 To acquire, develop and produce copyrights, inventions, rights or productions, licences and privileges and other rights and interests in, the publication, display, recording, presentation and reproduction of works or music, pictures, books, songs, art, films, videos, computer programmes, computer data and other works, to deal with such rights and interests, to grant licences or copyright in respect of any property of the Company, to buy, sell and deal in musical instruments, musical manuscripts, scores and/or parts published or otherwise, to make all necessary arrangements, agreements and contracts with the publishers and owners of the copyrights and to act as musical, educational and artistic agents.
- 4.21 To incorporate any company or companies in the State for the purpose of acquiring all or any of the property or liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- 4.22 To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the act or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with, or for co-operation, or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- 4.23 To enter into arrangements, agreements, contracts and engagements with individuals, administrators, managers, groups, unincorporated associations or societies, statutory or corporate bodies, state or semi-state bodies or other persons or authorities necessary and proper for the carrying into effect of the main objects mentioned in this memorandum and subject to the terms of such arrangement, agreements, contracts and engagements to sell any resulting rights acquired by the Company as it thinks fit.

- 4.24 To apply to any Government or any Minister or any other person or bodies for the advance of monies by way of grant to finance the work of the Company and to apply such monies accordingly subject to any conditions or restrictions which may be attached to such grant.
- 4.25 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise or company that may seem conducive to the company's main objects, and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- 4.26 To advise and co-operate as appropriate with any relevant government departments or authorities on any matters concerned directly or indirectly with the main objects of the Company.
- 4.27 To carry out researches, investigations and experimental work of every description in relation to any of the main objects herein mentioned.
- 4.28 To engage in any kind of publicity for the purposes of fostering the main objects of the Company and to publish on the internet, print, produce, manufacture, direct, broadcast, publish and distribute and arrange the printing or other means of production or reproduction, publication and distribution of any literature, catalogues, programmes, music, periodicals, films, videos, television programmes, sound recordings, computer programmes, books, posters or leaflets as the Company thinks fit.
- 4.29 To employ such persons to perform such duties on such terms as the Company may think fit including agents either within or outside the State and remunerate any person, firm or company rendering services to the Company either by payment or otherwise and to prepare and implement a scheme or schemes in respect of the granting of pensions, gratuities and other allowances on retirement to or in respect of the staff of the Company and pay all or any of the expenses incurred in connection with the formation, promotion, incorporation or administration of the Company; the remuneration, tenure of office and other conditions of service of every person appointed or engaged by the Company shall be such as the Company shall determine having regard to norms applying to similar posts in the public and private sectors.
- 4.30 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependants of such person including forming and contributing to any person, provident and benefit funds or insurance schemes for the benefit of such persons.
- 4.31 To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
- 4.32 To establish and organise branches and subsidiaries of the Company.
- 4.33 To appoint and constitute such advisory councils as the Board of Directors may think fit.
- 4.34 To pay all and any expenses, including project management and legal expenses of, incidental to or incurred in connection with the drafting of the Company's Memorandum and Articles of Association, the formation and incorporation of the Company, the obtaining of legal and other advice on the governance of the Company, the raising of its loan or other capital, the attainment of charitable status and, generally, any other expenses directly or indirectly related to the establishment of the Company and to contract with any person or company to pay the same.
- 4.35 To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone, in partnership or in conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main objects by any person or company.

- 4.36 To carry on any business which may seem to the Company capable of being conveniently carried on in connection with its objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
- (1) reasonable and proper remuneration to any employee or secretary of the Company (not being a Director) for any services rendered to the Company;
  - (2) interest at a rate not exceeding 5% per annum on money lent by Directors or other Members of the Company to the Company;
  - (3) reasonable and proper rent for premises demised and let by any Member or Director of the Company to the Company;
  - (4) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Company;
  - (5) fees, remuneration or other benefit in 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; and
  - (6) insurance premia in respect of any Director's liability indemnity insurance policy or policies.
- 4.37 To do all such other things as may be deemed incidental or conducive to the attainment of the main objects

And it is hereby declared that in the construction of this Clause and Clauses 2 and 3, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

And it is hereby further declared that in the construction of this Clause and Clauses 2 and 3, the word "person" shall be deemed to include a body corporate and an unincorporated body of persons as well as an individual and that words denoting the singular number only shall include the plural number and vice versa.

5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a Member or within one year afterwards, for payment of 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 for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €0.01 (one cent).

#### **WINDING UP**

7. 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 contain a prohibition in its or their constitution on the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Company under or by virtue of Clause 8 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

## **INCOME AND PROPERTY**

8. The income and property of the Company shall be applied solely towards the promotion of its main objects as set forth in this Memorandum of Association. 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:

## **ADDITIONS, ALTERATIONS OR AMENDMENTS**

9. (1) No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners and by the Minister for Community, Rural and Gaeltacht Affairs, acting on behalf of the Government of Ireland.
- (2) No addition, alteration or amendment shall be made to or in the provisions of the Company's Articles of Association for the time being in force unless the same shall have been previously approved in writing by the Minister for Community, Rural and Gaeltacht Affairs, acting on behalf of the Government of Ireland.

## **KEEPING ACCOUNTS**

10. Annual audited accounts shall be kept and made available to the Revenue Commissioners and the Department of Community, Rural and Gaeltacht Affairs on request.

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ARTICLES OF ASSOCIATION

1 (a) In these Articles:-

"the **Acts**" means the Companies Act 2014 and Parts 2 and 3 of the Investment Funds, Companies and Miscellaneous Provisions Act 2006, all statutory instruments which are to be read as one with, or construed or read together as one with, the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force;

"the **Chairperson**" means the Director appointed as Chairperson in accordance with Article 40 and all references in the Acts to "chairman" shall in relation to the Company be construed as references to the Chairperson;

"the **Company**" means this company;

"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 **Department**" means the Department for Community, Rural and Gaeltacht Affairs;

"**Pillar**" means a constituent element of a Sector as determined by the Board of Directors acting in accordance with the Department's guidelines, to be the appropriate Pillars to nominate Directors to the Company;

"**Secretary**" means any person appointed to perform the duties of the Secretary of the Company;

"the **Seal**" means the Common Seal of the Company;

"**Sector**" means a part or branch of the economy, or of a particular industry or activity and where used here shall constitute a reference to the Local Government Sector, the National Social Partners (excluding the community and voluntary representatives) Sector, the Community and Voluntary (NSP) Sector and the Statutory Sector;

"the **Office**" means the registered office for the time being of the Company.

The regulations contained I Part 8 of the Companies Act, 2014 govern this company

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 reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Acts.

**MEMBERS**

2. The number of Members with which the Company proposes to be registered is thirteen but the Directors may increase the number of Members. The directors may co-opted 3 additional members on to the board as the need arises.



3. Only a natural person may be a Member of the Company and subject to Article 2, the Members of the Company shall be:
  - (1) the subscribers to the Memorandum and Articles of Association (who shall also be its First Directors); and
  - (2) the Directors of the Company appointed after the Company has been incorporated,and no other person shall be a Member of the Company.
4.
  - (1) The rights of a Member as such shall be personal and a Member shall cease to be a Member upon his or her death or bankruptcy.
  - (2) A Member who is a Director shall cease to be a Member upon his or her ceasing to be a Director of the Company for any reason.

### **GENERAL MEETINGS**

5. All general meetings of the Company shall be held in the State.
6.
  - (1) Subject to Article 6(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 meetings 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.
  - (2) 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. 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 such requisition or in default may be convened by such requisitionists as provided by Section 178 of the Companies Act 2014. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any two Directors 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 Section 181 of the Companies Act 2014 an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 days' notice in writing at the least and 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 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 omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding 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 the 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 + one Members present in person 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 and 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 Chairperson of the Board of Directors shall preside as Chairperson at every general meeting of the Company, or if there is no such Chairperson, 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 Directors present shall elect one of their number to be Chairperson of the meeting.
15. 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at 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 the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands of the Members unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - (1) by the Chairperson, or
  - (2) by at least three Members present in person or by proxy, or
  - (3) by any Member or Members present in person and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting.

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

17. Except as provided in Article 19 if a poll is duly demanded it shall be taken in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. 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.
19. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

## RESOLUTIONS AND VOTES OF MEMBERS

20. (1) Subject to Section 193 and 194 of the Companies Act 2014, 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 shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons, and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Acts. Any such resolution shall be served on the Company.
- (2) Subject to Section 176 of the Companies Act 2014 concerning Annual General Meetings, all general meetings (including annual and extraordinary general meetings) may be conducted by the use of a conference call or similar facility provided that all the Members of the Company and the independent auditors have been notified of the convening of the meeting and the availability of the conference telephone or similar facility for the meeting and that such persons as are entitled to attend the meeting can hear and contribute to the meeting and such participation in a meeting shall constitute presence in person at the meeting and the Members may be situated in any part of the world for any such meeting.
21. Every Member shall have one vote.
22. A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or in a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
24. Votes may be given either personally or by proxy.
25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a Member of the Company.
26. 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 or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 1 hour 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 1 hour before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
27. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

I/We,	Offaly Integrated Local Development Company Limited (the "Company")	in
the County of	of	
of	, being a Member/Members of the Company, hereby appoint	
or	or failing him	
20	as my/our proxy vote 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
	and any adjournment thereof.	
Signed this	day of	20
This form is to be used *in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.		

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP**

30. A Member may by notice in writing to the Secretary of the Company resign his or her Membership of the Company and Membership of the Company shall automatically cease (a) on any Member's death or bankruptcy and (b) where a Member who is a Director ceases to be a Director.

### **NUMBER OF DIRECTORS**

31. (a) The number of Directors shall be not less than thirteen.
- (b) The Company's first directors shall be the persons named in the Statement delivered to the registrar of companies in accordance with Section 144 of the Companies Act 2014 (hereinafter called "the First Directors").

### **NOMINATION AND APPOINTMENT OF DIRECTORS**

32. (1) Every person who is appointed as a Director to the Company shall automatically become a Member of the Company.
- (2) No person who is employed by the Company may become a Director
33. The First Directors shall determine the individual Pillars within each of the two Sectors mentioned in Article 34 (2) and (3) which are the appropriate Pillars in those Sectors to nominate persons, as Directors of the Company and must invite those Pillars and the other two Sectors mentioned in 34 (1) and (4) to nominate persons as Directors in compliance with the Selection Guidelines for Nominating Pillars/Sectors, issued from time to time by the Department of Community, Rural and Gaeltacht Affairs. The Board of Directors shall from time to time review the nominating Pillars so as to ensure that they continue to be the appropriate Pillars to nominate persons as Directors of the Company.
34. Directors shall be appointed to the Company as follows:
- (1) The Local Government Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate four (4) persons to be Directors, each of whom will be either co-opted by the Board of Directors or appointed by the Members in General Meeting.
- (2) The National Social Partners Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate two (2) persons to be Directors, each of whom will be either co-opted by the Board of Directors or appointed by the Members in General Meeting.
- (3) The Community and Voluntary (NSP) Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate three (3) persons to be Directors, who will be either co-opted by the Board of Directors or appointed by the Members in General Meeting.
- (4) The Statutory Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate six (6) persons to be Directors, each of whom will be either co-opted by the Board of Directors or appointed by the Members in General Meeting.

- (5) The Environmental Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate one (1) person to be Directors, who will be either co-opted by the Board of Directors or appointed by the Members in General Meeting.
- (6) The Board of Directors will from time to time as need arises co-opt up to three (3) additional members from sector deemed relevant!

#### **NO ALTERNATE DIRECTORS**

35. A Director may not appoint an alternate director.

#### **ACTS OF DIRECTORS**

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

#### **ROTATION OF DIRECTORS**

37. The Directors shall retire in the manner provided hereafter:
- (1) At the second Annual General Meeting of the Company and at each Annual General Meeting thereafter, one-third of the Directors (except the Chairperson) or if their number is not a multiple of three then the lowest whole number nearest to one-third, shall retire from office.
  - (2) The Directors to retire by rotation shall be those who have been longest in office since their last appointment but as between two or more who have been in office an equal length of time, the Directors to retire shall, in default of agreement between them be determined by lot.
  - (3) Retirement of a Director by rotation shall happen automatically by operation of these Articles of Association and where a person ceases to be a Director the Company Secretary shall, unless that person has been re-nominated and is immediately re-appointed a Director, forthwith notify the Companies Registration Office of the retirement.
  - (4) A Director who retires by rotation shall also cease to be a Member of the Company.
  - (5) A Director's term of office shall be from the date of co-option or appointment to the date of retirement in accordance with Article 37(1).
  - (6) A Director who retires by rotation may, if willing to act and if re-nominated by any Pillar or Sector, be re-appointed a Director for a further term provided that no person shall be re-appointed more than twice and provided further that no person shall hold the office of Director for more than two consecutive terms.
  - (7) Where a person who is a First Director is nominated by any Pillar or Sector to be a Director of the Company he or she shall continue to be a Director of the Company and shall be eligible for retirement in accordance with Article 37(1).
  - (8) Where a person who is a First Director is not nominated by any Pillar or Sector to be a Director of the Company he or she shall automatically retire as a Director.
38. Where a Director retires by rotation and is not willing to be re-appointed or is not renominated by his or her nominating Pillar or Sector, that Pillar or Sector shall be entitled to nominate another person as Director whose term of office shall commence at the end of the meeting at which the first mentioned Director was deemed to have retired and at which the second mentioned Director is co-opted or appointed.

## **REMOVAL OF DIRECTORS**

39. A Director shall retire and cease to be a Director where the Director:-
- (1) resigns by notice in writing given to the Company; or
  - (2) becomes incapable of discharging his or her duties as a member of the Board; or
  - (3) is removed or retires under any of the provisions of these Articles of Association or the Companies Act 2014 or
  - (4) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
  - (5) becomes disqualified from being a Director or becomes the subject of a restriction or by reason of any order made under Section 842 of the Companies Act 2014; or
  - (6) is convicted of an indictable offence unless the Directors otherwise determine; or
  - (7) is requested in writing by a majority of his or her fellow Directors to resign; or
  - (8) is requested in writing by the Pillar or Sector which nominated him or her to resign; or
  - (9) is absent for three or more consecutive meetings of the Board, unless the other Directors otherwise determine, or
  - (10) ceases to be a Member of the Company

and should any of the foregoing events transpire and a Director is deemed to retire and cease to be a Director, that Director may not be re-nominated by any Pillar or Sector PROVIDED ALWAYS that the Pillar or Sector that had nominated that Director (the "First Director") shall be entitled to nominate another person as Director and for the purpose of rotation, that person shall be deemed to have been appointed on the date the First Director was appointed and be eligible to rotate accordingly.

## **CHAIRPERSON**

40. (1) The Directors shall elect one of their number to be the Chairperson of the Company.
- (2) Every Chairperson appointed shall hold office until the end of the third Annual General Meeting following his or her appointment, whereupon he or she shall retire as Chairperson. A Chairperson who retires in accordance with Article 40(2) may, if willing to act and if re-nominated by any Pillar/Sector, be re-appointed a Director.
- (3) If the Chairperson is not present within 15 minutes after the time appointed for holding of any meeting the Directors present at a meeting may choose one of their number to be chairperson of that meeting.

## **THE CHAIRPERSON'S DUTIES**

41. The duties and responsibilities of the Chairperson shall include (but not be limited to):
- (1) overseeing the governance and performance of the Company, setting the agenda for meetings and facilitating the effective contribution of other Directors;
  - (2) in conjunction with the other Directors and working with the Chief Executive Officer, ensuring that there are appropriate strategies in place to implement the policies of the Company;
  - (3) leading and representing the Board to the Chief Executive Officer and employees of the Company and ensuring that they are appraised and remunerated in accordance with agreed standards;

- (4) chairing meetings of the Board of Directors and ensuring that the Board functions effectively and efficiently;
- (5) preparing and providing to the Minister for Community, Rural and Gaeltacht Affairs an annual statement in respect of the accounts of the Company for the preceding financial year and such other matters as may from time to time be prescribed by the Minister for Community, Rural and Gaeltacht Affairs.

42. In the event of an equality of votes, the Chairperson shall have a second or casting vote.

### **POWERS AND DUTIES OF DIRECTORS**

43. 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 noted by the Acts or these Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Companies Act 2014 and these Articles.
44. 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 debt, liability or obligation of the Company or of any third party.
45. 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 discretions (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 any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
46. All cheques, promissory notes, drafts, 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 and in such manner as the Directors shall from time to time by resolution determine.
47. The Directors shall cause minutes to be made in books provided for the purpose:-
  - (1) of all appointments of officers made by the Directors;
  - (2) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (3) of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.

### **PROCEEDINGS OF DIRECTORS**

48. (1) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A Director, may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of 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.  
  
(2) 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 and any such resolution may consist of several documents in the like form, each signed by one or more Directors in accordance with Section 161 of the Companies Act 2014.

## **QUORUM**

49. (1) Subject to Article 49(2), the quorum necessary for the transaction of the business of the Directors shall be a minimum of one third of the current number of directors + one (1).
50. 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.

## **COMMITTEES**

51. 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 exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
52. 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 fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of the meeting.
53. 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.

## **ADVISORY COUNCILS**

54. The Directors may establish an Advisory Council or Councils composed of persons who are not Directors of the Company (hereinafter referred to as Councillors) for the purpose of considering and making recommendations to the Directors on any matter referred to such Advisory Council or Councils by the Directors, having such terms of reference which may, without prejudice to the generality of the foregoing, include the evaluation of applications for grant assistance, as the Directors may from time to time prescribe.
55. Any Advisory Council or Councils so established shall have no decision-making power and shall operate exclusively to make recommendations to the Directors which recommendations the Directors may accept or reject as they see fit in the Directors' absolute discretion.
56. An Advisory Council may elect a Facilitator to chair its meetings; if no such Facilitator is elected, or if at any meeting the Facilitator is not present within fifteen minutes after the time appointed for holding the same, the Councillors present may choose one of their number to be Facilitator of the meeting.
57. An Advisory Council may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Councillors present, and when there is an equality of votes, the Facilitator shall have a second or casting vote.
58. The Facilitator of an Advisory Council established by the Board of Directors shall give sufficient notice of a proposed meeting of the Advisory Council to the Board of Directors, which may in all cases except where the Advisory Council is discharging the functions of an Evaluation Committee (including one established under the National Rural Development Programme or any other Programme established by a Government of Ireland Department) nominate one of the Directors or some other person to attend the Advisory Council meeting as an observer.



## CONFLICTS OF INTEREST

59. 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 (2) to make specific disclosure of Interests which obligation must always be complied with.

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

- (1) any application to the Company for financial or other support; or
- (2) any initiative taken by the Company; or
- (3) any contract or proposed contract with the Company in which a Director, or a person connected with a Director as defined in (3), is directly or indirectly involved; or
- (4) any matter from which the Director, or a person connected with a Director as defined in (3), 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 (1) to (4) 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.

61. A Director shall be deemed to have an interest for the purpose of (2) 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 —

- (1) that Director's spouse, parent, brother, sister, child or step-child, other relative or co-habitee;
- (2) a body corporate controlled by a Director within the meaning of Section 230 of the Companies Act 2014;
- (3) a person acting as the trustee of any trust, the beneficiaries of which include the Director or the persons at (1) or (2); and
- (4) a person acting as a partner of a Director or of any of the people at (1) to (3) above.

62. A Register of Members' and Directors' Interests shall be maintained by the Company and shall include such Interests as may be declared in accordance with (1) or (2) of this Article.

63. 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 235 of the Companies Act 2014 for any Director or officer, past or present, of the Company.

#### **CHIEF EXECUTIVE OFFICER**

64. The Directors from time to time may appoint any person (not being a Director) to the office of "Chief Executive Officer" for such period and on such terms as they think fit, having regards to norms applying to similar posts in the public and private sector, and fix, determine and vary his duties, powers and functions. The Directors may revoke such appointment, but without prejudice to any claim such Chief Executive Officer may have for damages for breach of any contract of service between him and the Company. A Chief Executive Officer shall not be a member of the Board of Directors or any committee of Directors, he shall not attend meetings of Directors except on the invitation of the Board and he shall not be entitled to vote at any meetings of Directors.

#### **SECRETARY**

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

#### **THE SEAL**

67. 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 that purpose.

#### **ACCOUNTS**

68. The Directors shall cause proper books of accounts to be kept relating to:-
- (1) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
  - (2) all sales and purchases of goods by the Company; and
  - (3) the assets and liabilities of the Company.
69. Proper books shall be deemed to be kept if they comply with section 281 and 282 of the Companies Act 2014 and give a true and fair view of the state of affairs of the Company and explain its transactions.
70. The books shall be kept at the office or, subject to section 283 of the Companies Act 2014, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
71. 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.

72. The Directors shall from time to time in accordance with the Acts 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 the Act to be prepared and laid before the Annual General Meeting of the Company.

73. 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 Directors' 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 Acts to receive them.

#### **AUDIT**

74. Independent auditors shall be appointed and their duties regulated in accordance with the Acts.

#### **NOTICES**

75. A notice may be given by the Company to any Member or Director either personally or by sending it by post to him or her to his or her registered address or by sending it by email to an email address previously provided by a Member or a Director. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

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

- (1) every Member and Director; and
- (2) the Auditor for the time being of the Company.

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

#### **INDEMNITY FOR DIRECTORS**

77. (1) Subject to the provisions of and so far as may be permitted by the Acts, every Director, Chairperson, Chief Executive Officer, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he acquitted or in-connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

(2) The Directors shall have power to purchase and maintain for any Director or officer, past or present, of the Company, insurance against any such liability as referred to in Section 235 of the Companies Act 2014

