

**COMPANIES ACTS 1963 TO 2013**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**CENTRAL REMEDIAL CLINIC**

**(Adopted by Special Resolution passed on the 6<sup>th</sup> day of October 2014)**

**PRELIMINARY**

**1. Definitions**

In these Articles:

**“1963 Act”** means the Companies Act, 1963 (as amended);

**“Acts”** means those Acts commonly referred to as the Companies Acts 1963 to 2013 (being the Companies Acts 1963 to 2005, Parts 2 and 3 of the Investment Funds Companies and Miscellaneous Provisions Act 2006, the Companies (Amendment) Act 2009, the Companies (Miscellaneous Provisions) Act 2009, the Companies (Amendment) Act 2012 and the Companies (Miscellaneous Provisions) Act 2013), every statutory modification and re-enactment thereof for the time being in force and all other enactments (whether primary or secondary) affecting, to be construed as one, read together as one or read as one with any one or more of the foregoing;

**“Articles”** means these Articles of Association, as originally framed, or as from time to time altered by special resolution;

**“Board”** means the board of Directors for the time being of the Company;

**“Directors”** means the Directors for the time being of the Company (formerly called “Governors”) or the Directors present at a meeting of the Board and includes any person occupying the position of Director by whatever name called;

**“Member”** means a member of the Company and includes the Additional Members;

**“Memorandum”** means the Memorandum of Association, as originally framed, or as from time to time altered in accordance with the provisions hereof;

**“Office”** means the registered office of the Company;

**“Secretary”** means any person appointed to perform the duties of the Secretary of the Company, and shall include any temporary, assistant or acting secretary;

**“State”** means the Republic of Ireland;

**“Seal”** means the Common Seal of the Company;

**“year”** means a calendar year.

## **2. Interpretation**

- (a) Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender shall include the feminine gender. Words importing persons shall include corporations.
- (b) 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 words in a visible form.
- (c) Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Acts, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.
- (d) None of the regulations contained in Table C in the First Schedule to the 1963 Act shall apply to the Company.

## **MEMBERS**

### **3. Number of Members**

The number of members is seven, or such lesser number as shall be permitted under the Acts , but the Directors may from time to time register an increase of members.

### **4. Appointment and Replacement of Members and Cessation of Membership**

- (a) The subscribers to the Memorandum and such other persons as the Directors shall admit to membership shall be members of the Company.
- (b) Membership of the Company shall cease:
  - i. on the member’s death;
  - ii. if the member resigns by notice in writing to the Secretary of the Company at the Company’s registered office;
  - iii. if the Directors of the Company resolve that the person or body has ceased to be a member on the grounds that;

- (A) the conduct or actions of the person or body has brought the good name of the Company into disrepute;
- (B) the person or body has failed to adopt or promote the principles and policies of the Company;
- (C) the person or body has ceased to be an active participant in the activities of the Company;
- (D) or on such other grounds as in the opinion of the Directors justifies cessation of membership and notice in writing of such decision is given to that person or body by prepaid post to the address given in the register of members.

## **5. Members' Rights and Obligations**

- (a) Members shall be entitled to a current membership certificate and shall be entitled to full voting rights.
- (b) Every Member shall use their best endeavours to promote the objects and interests of the Company and shall observe all of the Company's regulations affecting them contained in or effective pursuant to these Articles.
- (c) The rights of every Member shall be personal to themselves and shall not be transferable, transmissible or chargeable by their own act, by operation of law or otherwise.
- (d) A register shall be kept by the Company containing the names and addresses of all the Members, together with such particulars as may be required by the Acts.

## **GENERAL MEETINGS**

### **6. General Meetings**

- (a) An annual general meeting shall be held once in every year, at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the Board
- (b) All general meetings of the Company shall be held in the State.
- (c) All general meetings other than annual general meetings shall be called extraordinary general meetings.

## **7. Notice of General Meetings**

- (a) Subject to sections 133 and 141 of the 1963 Act, 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.
- (b) 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.
- (c) The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- (d) 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 132 of the Act.
- (e) If at any time there are not within the State sufficient Directors capable of acting to form a quorum any two Directors 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.
- (f) Notice of every general meeting of the Company shall be given in the manner hereinafter mentioned to such persons as are under these Articles entitled to receive notices from the Company.

## **PROCEEDINGS AT GENERAL MEETINGS**

## **8. Proceedings at General Meetings**

- (a) The following business shall be deemed ordinary business at the annual general meeting:
  - (i) the consideration of the accounts and balance sheets;
  - (ii) the consideration of the:
    - (A) report of the auditors; and
    - (B) report of the Directors;
  - (iii) the appointment of the auditors; and
  - (iv) the fixing of the remuneration of the auditors.

- (b) Any business at an annual general meeting other than that specified in sub-clause (a) of this Article 8 and all business at an extraordinary general meeting shall be deemed special business.

**9. Quorum for General Meetings**

- (a) Save as herein otherwise provided, three Members present in person shall be a quorum.
- (b) 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.
- (c) 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 such other day and at such other time and place as the Members 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.

**10. Chairperson of General Meetings**

- (a) The Chairperson of the Board, if present, or, if he or she is absent, the Vice-Chairperson, if present, shall preside as Chairperson ex officio at every General Meeting.
- (b) If the Chairperson of the Board or, in her or his absence, the Vice-Chairperson of the Board is not present at any Meeting the members present shall choose one of their number to be Chairperson for that meeting.

**11. Adjournment of General Meetings**

- (a) 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 from which the adjournment took place.
- (b) 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.
- (c) When a meeting is adjourned for 29 days or less, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

## 12. Voting at General Meetings

- (a) At any general meeting of the Members 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 the show of hands) demanded:
  - i. by the chairperson, or
  - ii. by at least three Members present in person or by proxy.
- (b) Every member present in person or by proxy shall have one vote.
- (c) No objection shall be raised as 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.
- (d) Unless a poll is so demanded (and the demand not be withdrawn), 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, 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.
- (e) If any vote shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at an adjournment thereof, and not in that case unless it shall in the opinion of the chairperson be of sufficient magnitude to vitiate the resolution.
- (f) Except as provided in sub-clause (h) of Article 12, if a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such 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.
- (g) Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a second or casting vote.
- (h) A poll demanded on the election of the position of chairperson of the meeting pursuant to Article 10, 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.
- (i) Subject to Section 141 of the 1963 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 had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the 1963 Act. A resolution in writing made pursuant to this Article may consist of one document or two or more documents to the same effect each signed by one or more Members.

**13. Voting by Proxy**

- (a) Votes may be given either personally, or by proxy.
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised.
- (c) 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 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, before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- (d) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

<i>Central Remedial Clinic</i>		
<i>I/ We,</i>	<i>of</i>	
<i>in the County of</i>	<i>being a member/members of the above</i>	
<i>named Company, hereby appoint</i>		
<i>of</i>		
<i>or failing them</i>		
<i>of</i>		
<i>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 and at any adjournment thereof.</i>		
<i>Signed this</i>	<i>day of</i>	<i>20</i>
<i>This form is to be used *in favour of /against the resolution. Unless otherwise instructed, the proxy will vote as they think fit.</i>		
<i>*Strike out whichever is not desired.</i>		

- (e) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (f) A vote 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 in writing of such death, 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 use

## **BOARD OF DIRECTORS**

### **14. Directors' Powers of Management**

- (a) The affairs of the Company shall be managed by the Directors who exercise all such powers of the Company as are not by the Acts or these Articles required to be exercised by the Company in General Meeting, subject to:
  - (i) the provisions of the Acts;
  - (ii) these Articles; and
  - (iii) directions, consistent 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 of the Directors which would have been valid if that direction had not been given.

### **15. Appointment of Directors**

- (a) The Board shall be comprised of no less than seven and no more than eleven Directors.
- (b) The Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board, either to fill a casual vacancy or as an addition to the existing members of the Board, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.
- (c) Without prejudice to the powers of the Directors under sub-clause (b) of this Article 15, the Members may by ordinary resolution appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing members of the Board, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.
- (d) The Members may by ordinary resolution appoint another person in place of a Director removed from office under sub-clause (a) of Article 17.
- (e) The term of office of each Director shall normally be for a period of three years. Each Director shall be eligible for re-appointment by the Board for two further consecutive terms of office not to exceed 3 years each provided that no Director shall hold office for a period in excess of 9 consecutive years.
- (f) In the event that as a result of Article 15 (e), a majority of Directors would be required to retire within the same 12 month period, the Board shall determine (unless they otherwise agree among themselves) which Directors shall retire and which Directors are to be reappointed and the term of their reappointment so that in any given 12 month period no more than 3 Directors shall retire.

- (g) A person appointed as a Director in accordance with sub-clause (c) of Article 15 shall be subject to retirement at the same time as if they had become a Director on the day on which the Director in whose place they are appointed was last elected a Director.

## **16. Rotation of Directors**

The Directors shall not retire by rotation.

## **17. Removal and Disqualification of Directors**

- (a) The Company may by ordinary resolution of which extended notice has been given in accordance with section 142 of the Act remove any Director before the expiration of their 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 them and the company.
- (b) The office of Director shall be vacated if the Director:
- (i) save as permitted by the Revenue Commissioners, holds any office or place of profit under the Company;
  - (ii) is adjudged bankrupt in the State or elsewhere or makes any arrangement or composition with their creditors generally;
  - (iii) becomes prohibited from being a Director by reason of any order made under the Acts;
  - (iv) becomes of unsound mind;
  - (v) resigns their office by notice in writing to the Company;
  - (vi) is convicted of an indictable offence unless the Board otherwise determines;
  - (vii) is absent for three or more consecutive meetings of the Board unless the Board otherwise determines;
  - (viii) is directly or indirectly interested in any contract with the Company and fails to declare the nature of their interest in manner required by section 194 of the Act; or
  - (ix) is requested in writing by all their co-Directors to resign.

## **18. Chairperson of the Board**

The Directors may elect a Chairperson of their meetings and determine the period for which he or she is to hold office. The Directors may elect a Vice-Chairperson to chair meetings in the absence of the Chairperson and such Vice-Chairperson shall hold office for the same period for which the Chairperson is to hold office. In the absence of the Chairperson of the Board, the Vice-Chairperson of the Board shall preside as chairperson of the meeting. If within one hour for the time appointed for a meeting of the Board the Chairperson or Vice-Chairperson are not present, the meeting shall stand adjourned for 1 week at the same time and place or to such other day and at such other time and place as the Directors present may determine.

## **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

### **19. Borrowing Powers**

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

### **20. Specific Duties of the Board**

- (a) 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.
- (b) The Directors shall cause minutes to be made in books provided for the purpose:
  - (i) of all appointments of officers made by the Directors;
  - (ii) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (iii) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors.
  - (iv) Any such minute as aforesaid, if purporting to be signed by the Chairperson of the meeting at which the proceedings were held, or by the Chairperson of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes without any further proof.

## **PROCEEDINGS OF THE BOARD OF DIRECTORS**

## **21. Regulation of Meetings of the Board of Directors**

- (a) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board shall hold a minimum of six meetings every year.
- (c) A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
- (d) 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 may consist of several documents in the like form each signed by one or more of the Directors. Any such resolution in writing may consist of several documents in like form, each signed by one or more of the Directors and shall be deemed to be passed upon receipt at the registered office of all such several documents, by facsimile transmission or otherwise.
- (e) Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all of the persons participating in the meeting can hear each other and any Director or member of a committee participating at such a meeting will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.
- (f) The continuing Directors or a sole Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed for the quorum, they may act only for the purposes of filling vacancies or calling a general meeting.
- (g) 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 be 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.

## **22. Voting at Meetings of the Board**

- (a) Questions arising at any meeting shall be decided by a majority of votes.
- (b) Where there is an equality of votes, the chairperson shall have a second or casting vote
- (c) A member of the Board may not vote in respect of any matter in which he has an interest or any matter arising therefrom and must excuse himself from the meeting of the Board at which the matter is discussed, deliberated and voted upon.

**23. Quorum for Meetings of the Board**

The quorum necessary for the transaction of the business of the Directors shall be fixed by the Directors provided always that the quorum fixed by the Board shall not be less than 50% of the Board plus one.

**COMMITTEES**

**24. Establishment and Regulation of Committees**

- (a) The Directors may establish such committees as they think fit for such purposes, with such functions and comprising such persons as the Directors shall determine.
- (b) Any committee formed by the Directors shall, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Directors.
- (c) All committees established by the Directors shall be responsible to and report to the Directors.

**25. Proceedings of Committees**

- (a) A committee may elect a chairperson of its meetings from among their number.
- (b) A committee may meet and adjourn as it thinks proper.
- (c) Questions arising at any meeting of a committee of Directors shall be determined by a majority of votes of the members present, and where there is an equality of votes, the chairperson shall have a second or casting vote.

**SECRETARY**

**26. Company Secretary**

- (a) 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.
- (b) The Directors may appoint an assistant or deputy secretary and any provision in these Articles requiring or authorising a thing to be done by or to the Secretary shall be satisfied by it being done by or to the assistant or deputy secretary.
- (c) 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**

### **27. Use of the Seal**

- (a) The Seal shall be used only by the authority of the Board or of a committee of Board authorised by the Board in that behalf.
- (b) 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.
- (c) In favour of any purchaser or person bona fide dealing with the Company such signature shall be conclusive evidence of the fact that the Common Seal has been properly affixed.

## **ACCOUNTS**

### **28. Preparation and Keeping of Accounts**

- (a) The Board shall cause proper books of account to be kept relating to:-
  - (i) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
  - (ii) the assets and liabilities of the Company; and
  - (iii) all sales and purchases of goods by the Company.
- (b) Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- (c) The books of account shall be kept at the Office or, subject to Section 202 of the 1990 Act, at such other place as the Board thinks fit, and shall at all reasonable times be open to the inspection of the Directors and the Members.

### **29. Laying of Accounts Before Annual General Meeting**

- (a) The Board shall from time to time in accordance with Sections 148,150,157 and 158 of the 1963 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.
- (b) 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 Board's report and auditors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to the auditors and to every Member of the Company.

## **AUDIT**

### **30. Audit**

Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts dealing with such matters.

## **NOTICES**

### **31. Notices**

- (a) A notice may be given by the Company to any member either personally or by sending it by post to them at their address. 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 at the expiration of 24 hours after the letter containing the same is posted.
- (b) Notice of every general meeting shall be given in any manner hereinbefore authorised to every Member and the auditors for the time being of the Company. No other person shall be entitled to notices of General Meetings.

## **WINDING-UP**

### **32. Winding Up**

If the Company shall be wound up the provisions contained in Clause 7 of the Memorandum of Association shall be performed and have effect in all respects as if the same were repeated in these Articles.

## **INDEMNITY**

### **33. Indemnity**

Subject to the provisions of the Acts every member of the Board or of a committee appointed by it or any agent of the Board or such a committee, Secretary and every other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in defending any proceedings whether civil or criminal in relation to their acts while acting in such capacity which judgment is given in their favour or in which they are acquitted or in connection with any application under Section 391 of the 1963 Act in which relief is granted to them by the Court.