

COMPANIES ACTS, 1963 TO 2013
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION

OF

THE SICK AND INDIGENT ROOMKEEPERS' SOCIETY
(INCORPORATED)
(ADOPTED BY SPECIAL RESOLUTION PASSED
THE 5TH DAY OF JULY, 2007,
AMENDED BY SPECIAL RESOLUTIONS PASSED
THE 13TH DAY OF NOVEMBER 2014 AND AMENDED BY SPECIAL RESOLUTION
PASSED THE 19TH DAY OF NOVEMBER 2020)

1. The name of the Company or Society hereby incorporated and in this Memorandum referred to as the Incorporated Society is "THE SICK AND INDIGENT ROOMKEEPERS' SOCIETY (INCORPORATED)".
2. The Registered Office of the Incorporated Society is situated in Ireland.
3. The Main Object for which the Incorporated Society is established is to carry out charitable work for the benefit of the sick and indigent poor in Dublin, afford assistance to and alleviate distress among poor in Dublin of any religious denomination without restriction and to carry out any of the charitable purposes heretofore carried out by the unregistered Society known as "The Charitable Society for the Relief of the Sick and Indigent Roomkeepers of all Persuasions in the County of Dublin."
4. In furtherance of the above objects but not otherwise the Incorporated Society shall have the following powers :
 - (i) To take over and assume, apply and deal with all or any of the property and assets and liabilities of the said unregistered Society, which if any, can be legally vested in, or taken by the Incorporated Society or any other property assets or liabilities which can legally be vested in or taken by the Incorporated Society.
 - (ii) To purchase, take, lease, exchange, hire or otherwise acquire any real or personal property including buildings and any rights or privileges necessary or convenient for the purposes of the Incorporated Society and same.
 - (iii) To collect, receive and hold funds and property by voluntary contributions, subscriptions, gifts or legacies for the main object of the Incorporated Society or otherwise as by the donors may be directed and to act as trustee of any property real or personal for the main object of the said Incorporated Society and to take any gift of property whether subject to any special trust or not for the main object of the Incorporated Society.
 - (iv) To sell, manage, lease, mortgage or otherwise deal with all or any part of the property as the Incorporated Society may think fit.

- (v) To borrow and raise money in such manner as the Incorporated Society may think fit.
- (vi) To invest any moneys of the Incorporated Society not immediately required for its objects in such manner as may from time to time be determined provided always prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years.
- (vii) To do all such other lawful things as are incidental or conducive to the attainment of the above Main Object.

Provided that in case the Incorporated Society shall take or hold any property subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests for Ireland the Incorporated Society shall not sell mortgage charge or lease the same without such consent as may be required by law and as regards any such property the Executive Body or other governing body for the time being of the Incorporated Society shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for same extent as they would as such Executive Body or other governing body have been if no incorporation had been effected and not further or impair any control or authority exercisable by the said Commissioners over such Executive Body or other governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Incorporated Society were not incorporated. In case the Incorporated Society shall take or hold any property which shall be subject to any trusts the Incorporated Society shall only deal with the same in such manner as allowed by law having regard to such trusts.

5. Income and Property

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 to 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:

- (a) reasonable and proper remuneration to any Member, officer or servant of the company (not being a Director) for any services rendered to the company;
- (b) interest at a rate not exceeding 5% per annum on money lent by Directors or other Members of the company to the company;
- (c) reasonable and proper rent for premises demised and let by any Member of the company (including any Director) to the company;
- (d) reasonable and proper out of pocket expenses incurred by any Director in connection with their attendance to any matter affecting the company;
- (e) fees, remuneration or other benefit in money or money's worth to any Company of which a Director may be a Member holding not more than one hundredth part of the issued capital of such Company.

6. Every Member of the Incorporated Society undertakes to contribute to the assets of the Incorporated Society in the event of 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 Incorporated Society contracted before the time at which he ceases to be a Member and of the costs charges and expenses of winding up the Incorporated Society and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding €1.27 or in the case of his liability becoming unlimited such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

7. Winding up

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 imposed on the company under and by virtue of Clause 5 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 provisions; then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Incorporated Society and the matter in respect of which such receipts and expenditure takes place and (if the property credits and liabilities of the Incorporated Society and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Incorporated Society for the time being shall be open to the inspection of the Members. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

9. Additions, alterations or amendments clause

No addition, alteration or amendment shall be made to or in the provisions of this Memorandum for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

We the several persons whose names and addresses are subscribed are desirous of being formed into an Incorporated Society in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

J.F. Peacocke D.D, The Palace, St. Stephen's Green.	Archbishop of Dublin
Joseph Hutchinson, Mansion House, Dublin.	Lord Mayor
J .H. Sheeran, 12 Sydney Avenue, Blackrock.	Chevalier, K.S.G, J.P
WM. Anderson, Glenavon, Merrion Rd, Dublin.	J.P, Managing Director Dublin Tramways Co.
T.Long, A.M 16 Appian Way, Dublin	Clerk in Holy Orders
Joseph Bewley, M.A. 2 Anna Villas, Phibsborough.	Clerk in Holy Orders
James Crozier, 26 Montpelier Hill, Dublin	V.S., J.P., T.C.
Paul Cox, 14 Alphonsus Road, Dublin	Commercial Traveller
John McDonnell, 12 Mountjoy Street, Dublin	Merchant, J.P, P.L.G
Denis Moran, 12&13 Arran Quay, Dublin	Merchant Tailor
Peter O'Hara, 103 & 104 Up. Dorset St, Dublin	Tea Merchant

Robert O' Reilly,
8 Parliament Street,
Dublin

Alderman, Merchant Tailor.

Laurence O' Rourke,
72 & 73 Up. Dorset St,
Dublin

Wine Merchant

John Healy,
5 & 7 Lord Edward St,
Dublin

Grocer

Thomas Rooney,
Park View House,
Infirmary Road,
Dublin

Family Grocer; P.L.G

P.J. McCall,
25 Patrick Street,
Dublin

Grocer, T. C.

John Kinsella,
145 Gt. Brunswick St,
Dublin

Manager, Benefit Building
Society;
P.L.G.

James Dodd,
1 Mountjoy Street,
Dublin

Grocer

Martin Mortell
71 Sth.Circular Road,
Dublin

Corporation Official

Nicholas Hore,
18 New Street,
Dublin

Purveyor

M.R. Lawlor,
19 Nassau Street,
Dublin

Tobacconist

Robt Healy,
6 Bachelors Walk,
Dublin

Land Agent

James Byrne,
21 Cork Street,
Dublin.

Grocer

Dated the 4th day of December, 1905

**THE SICK AND INDIGENT ROOMKEEPERS' SOCIETY
(INCORPORATED)**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

COMPANIES ACTS 1963 TO 2013
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GENERAL

1. In these Articles

"Member" means

(1) The subscribers of the Memorandum of the Company shall be deemed to have agreed to become Members of the Company, and, on its registration, shall be entered as Members in its register of members.

(2) Every other person who agrees to become a Member of the Company, and whose name is entered in its register of members, shall be a Member of the Company

"The Act" means collectively the Companies Acts 1963 to 2013.

"The Incorporated Society" means the registered company known as:

"The Sick and Indigent Roomkeepers' Society (Incorporated)"

"The Executive Body" means the governing body or Directors for the time being of the Incorporated Society.

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

"The Seal" means the common seal of the Incorporated Society.

"Month" means calendar month.

"In writing" means written, printed or lithographed or partly one or partly the other and other modes of representing or reproducing works in visible form.

Words importing the singular shall include the plural and importing the masculine shall include the feminine and vice versa. The term Chairman shall include persons of the male or female genders.

Words importing persons shall include corporation.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

MEMBERSHIP

2. For the purpose of Registration the number of the Members of the Incorporated Society shall be not less than 10 and not more than 500 unless the Executive Body shall register an increase in members.
3. The existing Members of the Incorporated Society as at the date of adoption of these Articles of Association and such other persons as are accepted by the Executive Body to be Members of the Incorporated Society, and who shall sign a written consent to become a Member, and who shall sign the Register of Members kept in accordance with Section 116 of the Act shall comprise the membership of the Incorporated Society.
4. Subject to the provisions of these Articles a Member shall have the right to receive notice of all general meetings of the Incorporated Society and to attend and vote thereat.
5. Membership of the Incorporated Society shall cease :-
 - (a) On the Member's death or bankruptcy, or
 - (b) If the Member resigns by notice in writing to the Secretary, or
 - (c) If a Member fail to pay any Members' annual subscriptions as may be determined by the Executive Body, or
 - (d) After the passing of a special resolution of the Incorporated Society that he shall cease to be a Member provided that he shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he may think fit.
 - (e) If a Member is guilty of such conduct as in the opinion of the Executive Body either shall have rendered him unfit to remain a Member of the Incorporated Society or shall be injurious to the Incorporated Society.

GOVERNING BODY

6. The Governing Body of the Incorporated Society shall be known as the Executive Body and shall consist of the Directors duly appointed in writing by the Subscribers to the Memorandum of Association and thereafter the Directors of the Executive Body shall be elected in the manner described in Articles 29, 30 & 31.

ANNUAL SUBSCRIPTION

7. The annual subscription, to be not less than €5, payable by Members shall be determined from time to time by the Executive Body and shall be payable on acceptance into

membership for the calendar year in which acceptance takes place and thereafter shall be payable on the 1st day of January in each year. The Executive Body may in their discretion determine a subscription to enable a Member become a life Member.

GENERAL MEETINGS

8. A General Meeting shall be held once in every calendar year at such date, not being more than fifteen months after the holding of the last preceding general meeting, and at such place and time within the State as the Executive Body may decide.
9. The above mentioned General Meeting shall be called an Annual General Meeting and all other General Meetings shall be called Extraordinary General Meetings.
10. The Executive Body may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting may also be convened on such requisition as is provided by Section 132 of the Companies Act 1963. If at any time there are not within the State sufficient Directors of the Executive Body capable of acting to form a quorum, any three Directors of the Executive Body or any three Members of the Incorporated Society may convene an Extraordinary General Meeting in the same manner as that in which meetings may be convened by the Executive Body of the Incorporated Society.

NOTICE OF GENERAL MEETINGS

11. Subject to the provisions of Section 133 and 141 of the Companies Act 1963, 21 days notice at least (exclusive of the day upon which the notice was served or deemed to be served but inclusive of the day for which the notice was given) specifying the place, the day and the hour of meeting, and in case of special business the general nature of that business, shall be given in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Incorporated Society in General Meeting to such persons as are entitled under the Articles of Association to receive such notice; provided however and with the consent of all the Members entitled to receive notice of some particular meeting and of the Auditor, that meeting may be convened by such shorter notice and in such manner as those Members may think fit.
12. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any Member, shall not invalidate the proceedings of any meeting.

PROCEEDINGS AT GENERAL MEETING

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all the transactions at an Annual General Meeting shall be deemed special with the exception of the consideration of the accounts, balance sheets and the reports of the Executive Body and the Auditors, and the fixing of the remuneration of the Auditors, and the election to the Executive Body.
14. No business shall be transacted at any General Meeting unless a quorum of Members is present when the meeting begins. Save as herein otherwise provided, six Members shall

be a quorum unless the Members of the Incorporated Society shall determine a higher number.

15. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon a requisition of members, shall be dissolved; In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place or such other place as the Chairman may appoint 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.
16. The Chairman of the Executive Body if present, or, if he is absent, the Vice Chairman of the Executive Body, if present, shall preside as Chairman.
17. If the Chairman of the Executive Body or, in his absence the Vice Chairman of the Executive Body is not present at any Meeting the Members present shall choose one of their members to be Chairman.
18. The Chairman with the consent of any meeting at which a quorum is present may adjourn the meeting from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than business left unfinished at the meeting of which the adjournment took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of the original meeting.

VOTES OF MEMBERS

19. Every Member shall have one vote, but in the case of an equality of votes, the Chairman of the meeting shall be entitled to a further or casting vote. No Member shall be entitled to vote at a general meeting unless any moneys due to the Incorporated Society by the Member shall have been paid. Those Members which are corporate bodies may vote by a representative in a duly authorised manner.
20. Votes may be given either personally or by proxy.
21. Every instrument of proxy shall be in writing in or according to the following form, or as near thereto as circumstances will admit, and shall be signed by the appointer or his attorney duly authorised in writing and deposited together with the power of attorney (if any) under which it is signed at the office at least forty-eight hours before the time for holding the general meeting or adjourned meeting at which it is to be acted on:-

I, a Member of the Incorporated Society, hereby appoint or in his absence both Members of the Incorporated Society, to act as my proxy at the general meeting of the Incorporated Society to be held on 20..., and at every adjournment thereof

As witness my hand this ... day of 20...

(Signed)

22. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
23. 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 in writing of such death, insanity or revocation as aforesaid is received by the Incorporated Society at the office before the commencement of the meeting or adjourned at which the proxy is used.
24. 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 demanded in accordance with section 137 of the Companies Act 1963, and a declaration by the Chairman that the resolution has on a show of hands been carried or carried unanimously, or by a particular majority, lost, and an entry to that effect in the book of proceedings of the Incorporated Society shall be conclusive evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against that resolution.

The demand for a poll may be withdrawn.

25. Except as provided in Article 22, if a poll is duly demanded, it shall be taken in such manner as the Chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. Where there is an equality of votes, whether on a show of hands or a poll, the Chairman 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.
27. A poll demanded on the election of a Chairman of the meeting, 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 preceded with pending the taking of the poll.
28. Subject to Section 141 of the Act, a resolution in writing signed by all the Members (in the case of a corporation or another body signed by a duly authorised representative) 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 Act.

EXECUTIVE BODY

29. Unless and until the Incorporated Society in General Meeting shall otherwise determine, the number of Directors of the Executive Body shall not be less than eight or more than twelve. The Executive Body may co-opt additional Directors to the Executive Body up to the maximum number permitted, but any Directors co-opted will retire at the next Annual General Meeting and will be eligible for re-election.

30. Each Director shall be elected for a fixed term of three years, beginning on the date of the Annual General Meeting when that Director was first elected in accordance with Article 29. Each such Director shall be eligible for re-election on two subsequent occasions. Notwithstanding the foregoing, in exceptional circumstances as determined by the Board, a Director having completed three terms of service may seek re-election for a term of one year, in each of the following three years. Directors holding office on the passing of this amendment shall be deemed to be covered by its provisions.
31. Vacancies amongst the Directors of the Executive Body shall be filled annually by election at the Annual General Meeting of the Members of the Incorporated Society. Such election shall be in accordance with these Articles.
32. No person shall be eligible for election as a Director of the Executive Body who is not an ordinary Member of the Incorporated Society.
33. The Society shall adopt a conflict of interest policy that will apply to all directors and employees of the Society, the purpose of which is to assist directors and employees to effectively identify, record and manage any conflicts of interest in order to protect the integrity of the Society and to ensure that its directors and employees act in its best interest. The Society shall set up a register for all directors and employees that will record declared conflicts of interest.

POWERS OF THE EXECUTIVE BODY

34. The business of the Incorporated Society shall be managed by the Executive Body who may exercise all such powers of the Incorporated Society as are not by the Act or by these Articles required to be exercised by the Incorporated Society in General Meeting. No regulation made by the Incorporated Society in general meeting shall invalidate any prior act of the Executive Body which would have been valid if such regulation had not been made.
35. The Executive Body may from time to time make, vary and repeal rules and bye-laws for the regulation of the affairs of the Incorporated Society and the conduct of its officers, servants and Directors and such rules and bye-laws may prescribe the subscription to be paid by Members and any privileges to be enjoyed by Members provided that no rules or bye-law shall be made which are inconsistent with the provisions of the Act or the Memorandum or Articles of Association for the time being of the Incorporated Society or which would amount to such an addition to or alteration of these Articles as could legally only be made by Special Resolution passed and confirmed in accordance with the Act.
36. The Executive Body may from time to time delegate any of their power to committees consisting of such Member or Members of the Incorporated Society as they think fit. Any Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Executive Body. The meetings and proceedings of any such committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Executive Body, as far as same are applicable hereto and are not superseded by the provisions of these Articles or any regulations made by the Executive

Body under this Article. The payment to any Member of a committee so formed shall be strictly limited in accordance with Clause 5 of the Memorandum of Association.

The provision of regulation Article 33 in Table C of the Companies Act 1963 relating specifically to remuneration of the board of directors shall not apply and is hereby prohibited both in respect of the Directors of the Executive Body or any committee of Members of the Incorporated Society.

37. The Executive Body may borrow, raise or secure the payment of money in such manner as the Executive Body shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the property of the Incorporated Society (both present and future) and to purchase, redeem or pay off any such securities, and apply the money so raised to the purposes of the Incorporated Society, and every mortgage made in pursuance of this power may contain a power of sale and all usual mortgage provisions. As regards any property taken by the Incorporated Society, not for general purposes of the Incorporated Society but on special trusts, the power of mortgaging shall apply only to such extent as is consistent with the trusts on which power the Incorporated Society holds the property; where so required by law, the power conferred, shall be exercised only with consent of the Commissioners of Charitable Donations and Bequests.

SEAL

38. The Seal of the Incorporated Society shall not be affixed to any instrument except by the authority of a resolution of the Executive Body and in the presence of a Director of the Executive Body and of the Secretary. A Director of the Executive body and the Secretary or such other Director of the Executive Body or Directors of the Executive body as appointed as aforesaid shall sign every instrument to which the Seal of the Incorporated Society is so affixed in their presence.

PROCEEDINGS OF EXECUTIVE BODY

39. The Executive Body shall meet together monthly, or as frequently as deemed appropriate by the Executive Body, for the dispatch 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. In case of equality of votes the Chairman shall have a further or casting vote. The Executive Body Directors may, and the Secretary on the requisition of the Executive Body Directors shall, summon a meeting of the Executive Body. The Secretary shall have power, as often as occasion require, to summon a Special Meeting of the Executive Body.
40. The quorum necessary for the transaction of the business of the Executive Body may be fixed by the Executive Body, and unless so fixed shall be five.
41. The Executive Body may act notwithstanding any vacancy in their body, but if and so long as their number is below the number fixed by the Articles of Association as the necessary quorum of the Directors of the Executive Body, may act for the purpose of the summoning of a General Meeting of the Incorporated Society but for no other purpose.
42. All acts done by any meeting of the Executive Body or by any person acting as a Director of the Executive Body or any sub-committee shall, notwithstanding that it is

afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Executive Body was disqualified, may subsequently be ratified as if every such person had been duly appointed.

43. The Executive Body shall cause minutes to be made in books provided for the purposes:-
- (a) Of all appointments of Directors of the Executive Body and of officers of the Incorporated Society.
 - (b) Of the names of the Directors of the Executive Body present at each meeting of the Executive Body or any sub-committee.
 - (c) Of all resolutions and proceedings at all meetings of the Incorporated Society and of the Executive Body or any sub-committee.
44. No cheque, or other authorised payment, shall be drawn against the bank account of the Incorporated Society unless previously authorised by a minute or resolution of the Executive Body and all cheques, or other authorised payment, shall be signed by a Director of the Executive Body and countersigned by the Secretary or a second Director of the Executive Body. The Banking account of the Incorporated Society shall be kept in the names of the Incorporated Society in such bank or banks as the Executive Body may from time to time determine.

DISQUALIFICATION OF DIRECTORS OF EXECUTIVE BODY

45. The office of a Director of the Executive Body shall be vacated if in the discretion of the Executive Body such Director:
- (i) is adjudged bankrupt in the State or in Northern Ireland or in Great Britain or makes any arrangements or composition with his creditors generally or,
 - (ii) becomes prohibited from being a Director of the Executive Body by reason of any order made under section 184 of the Act or,
 - (iii) becomes of unsound mind or,
 - (iv) resigns his office, by notice in writing to the Company or,
 - (v) is convicted of an indictable offence unless the Directors of the executive Body otherwise determine or,
 - (viii) is for more than 6 months absent from meetings of the Directors of the Executive Body held during that period.

OFFICERS

46. The Executive Body shall elect a Chairman and Vice Chairman and may determine the period for which each of them is to hold office. Subject thereto the Chairman and the Vice Chairman may be removed at any time by the Executive Body.

47. The Incorporated Society shall have an administrator who shall be appointed by the Executive Body at such salary, wages and terms as it thinks fit, and who may, any time be removed by the Executive Body. The Executive Body may from time to time appoint a temporary substitute for the administrator, and any person so appointed shall for all purposes of these Articles be deemed during the term of his appointment to be the administrator.
48. The Executive Body may appoint such officials, honorary or salaried, as they may think from time to time desirable, and in the case of salaried officials, fix their salaries and the remuneration and determine their respective duties and the tenure of their office.

ALTERATION OF ARTICLES

49. Subject to section 15 of the Act all or any of these Articles shall only be altered by the Incorporated Society on special resolution at an Extraordinary General Meeting especially called for that purpose provided that any such amendment shall be ultra vires and void unless:-
- (a) Notice of such resolution stating the exact terms of the amendment proposed is furnished to the Secretary at least twenty one days before the date of such Meeting.
 - (b) Such amendment is approved by a three fourths majority of those Members present and voting at such meeting by a show of hands, or in the event of a poll being demanded by three persons present, by a three fourths majority of those voting by ballot.
 - (c) At least 21 days notice of the meeting has been given to Members.
 - (d) All other regulatory approvals prescribed by legislation are obtained.

ACCOUNTS

50. The Executive Body shall:
- 1. Cause proper books of accounts to be kept
 - (a) With respect to all sums of money received or expended by the Incorporated Society and the matters in respect of which the receipt and expenditure takes place;
 - (b) With respect to the assets and liabilities of the Incorporated Society and;
 - (c) With respect to all distributions made by the Incorporated Society
 - 2. At the end of each year prepare a report of the working of the Incorporated Society during the year and a statement of accounts and balance sheet showing the financial position of the Incorporated Society at the close of the year. For the purpose of such

report, statement and balance sheet the year shall be deemed to end on the 31st December or such other date as may from time to time be fixed by the Executive Body.

51. The books of accounts shall be kept at the registered office of the Incorporated Society or such other place or places as the Executive Body shall think fit and shall always be open to the inspection of an Executive Body Director.
52. The Executive Body shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Incorporated Society shall be open to the inspection of Members, not being Directors of the Executive Body, and no Member (not being an Executive Body Director) shall have any right of inspection of any account, book or document of the Incorporated Society, except as conferred by statute or authorised by the Executive Body or by the Incorporated Society in General Meeting.
53. The Executive Body shall from time to time in accordance with sections 148, 149, 157 and 158 of the Act cause to be prepared and placed before the Incorporated Society in General Meeting such profit and loss accounts, balance sheets and reports as are required by those sections to be prepared and laid before the General Meeting of the Association.
54. A copy of every balance sheet, (including every document required by law to be annexed thereto) which is to be laid before the Incorporated Society in General Meeting together with a copy of the Auditors report and report of the Executive Body shall, not less than 21 days before the date of the Meeting, be sent to all persons entitled under the Act to receive them.

AUDIT

55. Auditors shall be appointed and their duties regulated in accordance with Sections 160, 161, 162 and 163 of the Act.

NOTICES

56. A notice may be given by the Incorporated Society to any Member either personally or by sending it to him by post to his registered address or (if he has not a registered address within the Republic of Ireland) to the address e mail or otherwise (if any) within the Republic of Ireland supplied by him to the Incorporated Society for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and prepaying and posting a letter containing the notice and to have been effected at the expiration of twenty four hours after the letter containing the same was posted.
57. A notice of every General Meeting shall be given in any manner hereinbefore authorised to (1) every Member, except those Members who (having no registered address in the Republic of Ireland) shall not have supplied to the Incorporated Society an address within the Republic of Ireland for the giving of notice to them, (2) the Auditor for the

time being of the Incorporated Society. No other person shall be entitled to receive notice or attend at any General Meeting.

WINDING UP

58. The Provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Incorporated Society shall have effect and be observed as if the same were repeated in full in these presents.

**THE SICK AND INDIGENT ROOMKEEPERS' SOCIETY
(INCORPORATED)**

ARTICLES OF ASSOCIATION
