

**Special Resolution**

Section 198 Companies Act 2014

Company number

4 6 5 8 9 9



6994198

CRO receipt date stamp & barcode

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

**Company name**

*in full*

COIMIRCE

**Resolution(s)**

*notes one and two*

The following special resolution(s) was/were duly passed:

SEE ATTACHED

on Day 09 Month 08 Year 2017 NACE Code  -   
*note three*

- In writing:  pursuant to section 193(1) (unanimous written resolution) or  
 pursuant to section 194(4) (majority written resolution) or  
 pursuant to section 196(4) (sole member resolution) or

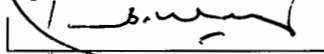
- At a meeting:  an Annual General Meeting or  
 an Extraordinary General Meeting  
 duly convened and held at:

**Certification**

*note four*

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form G1.

Signature



Name *in block letters or typescript*

JOHN B. MORGAN

Director  Secretary *note two*

Date 09.08.2017

**Presenter details**

*note five*

Name

Address

Telephone number

Email

DX number/Exchange

Mason Hayes & Curran Professional Services Limited	
6th Floor, South Bank House, Barrow Street, Dublin 4	
01 614 5000	Fax number 01 614 5001
cosec@mhc.ie	Contact Person AMurphy/ PGhosh
	Reference number epis01.73

**Attachment to Form G1**

**COIMIRCE**  
**Company number 465899**  
**(the "Company")**

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**It is resolved as special resolutions:**

1. That the memorandum of association in the form attached marked "X" for the purpose of identification be and are hereby adopted as the memorandum of association of the Company in substitution for and to the exclusion of all existing memorandum of association of the Company.
2. That the articles of association in the form attached marked "Y" for the purpose of identification be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.



6994199

**COMPANIES ACT 2014**

**COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION**

**of**

**COIMIRCE**



**COMPANY LIMITED BY GUARANTEE  
MEMORANDUM OF ASSOCIATION**

**OF  
COIMIRCE**

**X**

Capitalised terms used in this Memorandum of Association shall, unless otherwise defined in this Memorandum of Association, have the meanings given to those terms in the Articles of Association.

1. The name of the Company is Coimirce (hereinafter and in the Articles of Association referred to as "the Company").

For the purposes of this Memorandum of Association and in the Articles of Association, the following expressions shall have the following meanings:

The "Constituents" means the twenty six dioceses of the Roman Catholic Church on the island of Ireland, members of AMRI and such other congregations, organisations, associations, ecclesial movements or prelatures on the island of Ireland as may be added to this definition of "Constituents" with the prior agreement of the Members, to the extent any such foregoing body has agreed to adhere to any protocol developed and agreed in accordance with this Constitution; and "Constituent" means any one of the foregoing;

2. The Company is a company limited by guarantee, to which Part 18 of the Act applies.
3. The principal object for which the Company is established is to provide advice, services and assistance to any Constituent or Constituents as provided for in this Memorandum of Association in furtherance of the development of the safeguarding of children within the Roman Catholic Church on the island of Ireland and to monitor their compliance with legislation, policy and best practice and to report upon activities of the Company and the cooperation which it receives in respect of such activities to the extent that such activities are always and in all respects carried out with due regard to the doctrines and applicable Canon Law of the Roman Catholic Church.
4. The objects set out hereafter are exclusively subsidiary and ancillary to the principal object set out above. These objects are to be pursued only for the attainment of that principal object and any income generated therefrom is to be applied for the principal object only. As subsidiary objects:
  - (i) Establishing and operating a National Office for the Safeguarding of Children;
  - (ii) Liaising regularly with those agencies and organisations on the island of Ireland which have responsibility for the safeguarding of children in order to promote and maintain awareness of the Constituents of the relevant developments in civil legislation, policy and practice;
  - (iii) Reporting and providing, upon request from the Constituents or any Constituent, support, advisory and training services to such Constituents or Constituent on policies and practices relating to the safeguarding of children where it is feasible to do so;

- (iv) To develop and recommend in consultation with the Sponsoring Bodies, protocols for the safeguarding of children and to recommend adherence by any Constituent or Constituents to those relevant protocols;
  - (v) Reviewing and reporting on the handling of complaints by any Constituent concerning the safeguarding of children in accordance with protocols for the purposes of sub-paragraph (iv);
  - (vi) Publishing an annual report or any other report prepared in connection with its activities;
  - (vii) To request any Constituent or Constituents to make available to the Company, files or personal relevant to any matter surrounding child protection; and
  - (viii) To raise with any Constituent or Constituents any complaints or reasonable suspicions made to the Company from any third party or state authority with a view to investigating the handling of that complaint or reasonable suspicion as communicated or known to the Constituent in the context of any applicable protocols for the safeguarding of children.
5. The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the principal object and which powers may only be exercised in promoting the principal object. Any income generated by the exercise of these powers is to be applied to the promotion of the principal object:
- 1) (a) To raise funds and help raise funds for any charitable purpose.
  - (b) To carry on any other business or activity with the agreement of the Sponsoring Bodies which may seem to the Company capable of being appropriately carried on in connection with the above principal object.
  - (c) All powers to be exercised by the Company shall be exercised and undertaken having regard to its resources and annual budget which shall be prescribed annually in advance by the Sponsoring Bodies.
  - 2) 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.
  - 3) 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 with the prior written agreement of the Sponsoring Bodies: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house 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) To guarantee, support or secure, with the prior written agreement of the Sponsoring Bodies 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 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.

- 5) To purchase or otherwise acquire and carry on with the prior written agreement of the Sponsoring Bodies 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 principal object of the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation or for limiting competition 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.
- 6) To promote any company with the prior written agreement of the Sponsoring Bodies for the purpose of acquiring all or any of the property or liabilities of the Company, or if undertaking any business or operations which may appear likely to assist or benefit the principal object of the Company.
- 7) 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 permission shall be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two (2) years.
- 8) To raise or borrow money, and to secure the payment of money with the prior written agreement of the Sponsoring Bodies 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 for the purposes of its principal object, 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.
- 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 principal object of the Company.
- 10) Subject to clause 9 hereof, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the principal object and 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 dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension

scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

- 11) To contract and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other activity, trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes.
- 12) To procure the Company to be registered or recognised in any foreign country or place.
- 13) To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.
- 14) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's principal object by any person or company.
- 15) To do all such other things as may be deemed incidental or conducive to the attainment of the above principal object.

And it is hereby declared that in the construction of this Clause, 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 provided that the above powers shall not be construed or exercised in any way so as to render any of the objects otherwise than exclusively charitable.

6. The liability of the members is limited.
7. Every Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Company contracted before he 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 One Euro.

## **WINDING UP**

8. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having principal objects similar to the principal object of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred 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 or by virtue of Clause 9 hereof. The Members shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

#### **INCOME AND PROPERTY**

9. The income and property of the Company shall be applied solely towards the promotion of its principal object 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 the Members. No Director shall be appointed to any office of 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 1% above the Euro Interbank Offered Rate ("Euribor") on money lent by Directors or any Member to the Company;
  - c) reasonable and proper rent for premises demised or let by any Director or any Member to the Company;
  - d) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Company;
  - e) fees remuneration or other benefit in money's worth to any company of which a Director may be a member holding no more than one hundredth part of the issued capital of such company; or
  - f) sums to any Director or to any person with whom a Director has a personal connection (within the meaning of section 2(1) and 2(2) of the Charities Act) in return for services actually rendered to the Company, pursuant to an agreement entered into in compliance with section 89 of the Charities Act.

Sections 155(2), 230(b), 618(b) and 1197(3) of the Act are hereby dis-applied.

#### **ADDITIONS, ALTERATIONS OR AMENDMENTS**

10. The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.



11. No amendments of any kind shall be made to the provisions of clauses 8 and 9 of the Memorandum and no amendments shall be made to the Constitution to such extent that they would alter the effect of clauses 8 and 9 of the Memorandum, such that there would be non-compliance with the requirements of section 1180 of the Act.

#### **KEEPING ACCOUNTS**

12. For so long as the Company benefits from charitable tax exempt status from the Revenue Commissioners annual audited accounts shall be kept and made available at all times to the Sponsoring Bodies and the Revenue Commissioners on request.

**COMPANIES ACT 2014**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**of**  
**COIMIRCE**

Y

**PRELIMINARY**

1. In these Articles:

**"Act"** means the Companies Act 2014 (as may be amended from time to time);

**"AMRI"** means the Association of Leaders of Missionaries and Religious of Ireland;

**"Archbishop"** means each Archbishop for the time being and from time to time of the Catholic Archdioceses of Armagh, Dublin, Cashel and Emly and Tuam respectively, and if through death or otherwise there is no Archbishop in any of the Catholic Archdioceses, or any Archdiocese is impeded, or the person appointed as Archbishop is incapacitated, the expression "Archbishop" shall include the person who under Canon Law has power to perform the administrative duties of the Archbishop in any interim period before the appointment of a successor as Archbishop or until the impediment ceases, as the case may be, the person with this power being a diocesan administrator or an apostolic administrator;

**"Articles"** means these Articles of Association;

**"Board"** means the board of Directors for the time being and from time to time of the Company;

**"Charities Act"** means the Charities Act 2009 (as may be amended from time to time);

**"Charities Regulator"** means the Charities Regulatory Authority, a body established by section 13 of the Charities Act to perform the functions conferred on it by the Charities Act;

**"Constitution"** means the Memorandum and the Articles;

**"Diocesan Bishop"** means the Bishop or Diocesan Administrator or Apostolic Administrator of any Roman Catholic Diocese on the island of Ireland;

**"Directors"** means the directors for the time being and from time to time of the Company or the directors present at a meeting of the Board and includes any person, from time to time, occupying the position of director by whatever name called;

**"Episcopal Secretary"** means the Episcopal Secretary for the time being and from time to time of the Irish Episcopal Conference;

**"Irish Episcopal Conference"** means the permanent assembly of the Roman Catholic Bishops of Ireland exercising certain pastoral offices for Christ's faithful on the whole island of Ireland established in accordance with Can. 447 of the Code of Canon Law;

**"Member"** means a member of the Company from time to time;

**"Memorandum"** means the Memorandum of Association of the Company;

**"Month"** means a calendar month;

**"Optional Provision"** means a provision of any of Parts 1 to 14 or Part 18 of the Act (together with any statutory modification thereof in force at the date on which these Articles become binding on the Company) that applies to companies limited by guarantee and that:

- (a) contains a statement to the effect, or is governed by a provision elsewhere to the effect, that the provision applies save to the extent that the Constitution provides otherwise or unless the Constitution states otherwise; or
- (b) is otherwise of such import;

**"Religious Institute"** means an institute recognised by Congregation for Institutes of Consecrated Life and Societies of Apostolic Life, the Holy See (or its successor), or an institute of diocesan right recognised by its local Bishop, in which the members pronounce public vows and live a fraternal life in common;

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

**"Seal"** means the common seal of the Company;

**"Society of Apostolic Life"** means a society recognised by the Congregation for Institutes of Consecrated Life and Societies of Apostolic Life, the Holy See (or its successor), or a society of diocesan right recognised by its local Bishop, in which the members pursue the apostolic purpose proper to the society, and live a fraternal life in common, but without public vows;

**"Sponsoring Bodies"** means each of the Irish Episcopal Conference and AMRI, and **"Sponsoring Body"** means any one of them;

**"State"** means the territory of the Republic of Ireland; and

**"Year"** means a calendar year.

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 this Constitution shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which this Constitution becomes binding on the Company.

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.

Headings and footnotes used in this Constitution are for convenience of reference only and shall not be considered to form part of this Constitution.

The Optional Provisions shall apply to the Company save to the extent that they are excluded or modified by this Constitution, either expressly or by import.

## MEMBERS

2. The number of Members is 9 but the members may from time to time acting unanimously register an increase or decrease in the number of Members subject to there always being a minimum of three Members for so long as the Company benefits from charitable tax exempt status from the Revenue Commissioners.
3. The rights and liabilities attaching to any Member may be varied from time to time by a special resolution of the Company.
4. The following persons shall be the Members:
  - (a) Either
    - (i) Each of the four Archbishops, ex officio or
    - (ii) if, at any point in time, any Archbishop is for any reason unable or unwilling to be a Member, then the Irish Episcopal Conference shall appoint a Diocesan Bishop to membership of the Company in place of the said Archbishop;
  - and
  - (b) Either:
    - (i) the Episcopal Secretary, ex officio (unless at any time he is an Archbishop) or
    - (ii) if, at any point in time, the Episcopal Secretary is an Archbishop, then the Irish Episcopal Conference shall appoint a Diocesan Bishop to membership of the Company;
  - and
  - (c) Four leaders of Religious Institutes or Societies of Apostolic Life who are members of AMRI and who are appointed to membership of the Company by AMRI.
5.
  - (a) If any person holding office as a Member ex officio, shall cease to hold the office by virtue of which his entitlement to membership arises, then that person shall cease to be a Member automatically and shall be replaced in accordance with these Articles of Association.
  - (b) The Irish Episcopal Conference shall be entitled to revoke the appointment of any Member appointed pursuant to the provisions of Article 4 (b) (ii) at any time, whereupon the person so appointed as Member shall cease to be a Member and whereupon such person shall be replaced in accordance with these Articles.
  - (c) AMRI shall be entitled to revoke the appointment of any Member appointed pursuant to the provisions of Article 4 (c) at any time, whereupon the person so appointed as Member shall cease to be a Member and whereupon such person shall be replaced in accordance with these Articles.

## **GENERAL MEETINGS**

6. Subject to the provisions of section 176 of the Act, all general meetings of the Company may be held inside or outside the State.
7. 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 meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and at such place as the Directors shall appoint.
8. All general meetings other than annual general meetings shall be called extraordinary general meetings.
9. 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 Act (as modified by section 1203 of the Act). If at any time there are not sufficient Directors capable of acting to form a quorum any Director or any Members 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**

10. Subject to section 181 of the Act, an annual general meeting and a meeting for the passing of a special resolution shall be requisitioned by at least 21 days' notice in writing and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be requisitioned by at least 7 days' notice in writing. 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. The notice 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 in the case of a proposed special resolution, the text or substance of that proposed special resolution and with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy, that a proxy need not be a Member, and the time by which the proxy must be received at the registered office of the Company. The notice shall be given in the manner hereinafter mentioned to such persons as are under the Act and these Articles entitled to receive notices from the Company.
11. 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 proceedings at that meeting.
12. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 10, be deemed to have been duly called if it is so agreed by all the Members entitled to attend and vote at the meeting and (unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under section 360 or 365 of the Act, and, where relevant, section 399 of the Act has been complied with in that regard), the statutory auditors of the Company.

## **PROCEEDINGS AT GENERAL MEETINGS**

13. 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 Company's statutory financial statements and the report of the Directors and, unless the Company is entitled to and has availed itself of the audit

exemption under section 360 or section 365 of the Act, the report of the statutory auditors on those statements and that report, the review by the Members of the Company's affairs, the election of Directors in the place of those retiring, the appointment or re-appointment of the auditors and the fixing of the remuneration of the auditors.

14. 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, three Members present in person (which must include at least one Member from each of the Sponsoring Bodies) shall be a quorum. Section 182(2) of the Act is hereby dis-applied.
15. If within one 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 an hour from the time appointed for the meeting, the Members present shall be a quorum provided that a Member from the Irish Episcopal Conference is in attendance. Section 182(5) of the Act is hereby dis-applied.
16. The chairman at every general meeting of the Company shall be the President of the Irish Episcopal Conference or, if he is not present within 30 minutes after the time appointed for the holding of the meeting, the chairman shall be the Vice-President of the Irish Episcopal Conference or, if he is not present within 30 minutes after the time appointed for the holding of the meeting the chairman shall in any event be a Member from the Irish Episcopal Conference as agreed by the Irish Episcopal Conference members present or failing such agreement by majority decision of the Members present. Section 187(2) of the Act is hereby dis-applied.
17. The chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting 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.
18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the chairman; or
  - (b) by at least three Members present in person or by proxy; or
  - (c) by any Member or Members present in person and representing less than one tenth of the total voting rights of all Members having the right to vote at the meeting.
19. Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

20. Except as provided in Article 22, if a poll is duly demanded it shall be taken in such a manner as the chairman directs and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
21. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
22. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
23. Subject to sections 191 to 198 of the Act, a resolution in writing signed by all the Members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution 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. A resolution in writing made pursuant to this Article 23 may consist of one or two or more documents in like form each signed by one or more Members.
24. Every Member present in person or by proxy at a general meeting shall have one vote.
25. No member shall be entitled to vote at any general meeting unless all monies immediately payable by him (or payable by the Sponsoring Body which appointed him) to the Company have been paid.
26. 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 chairman of the meeting whose decision shall be final and conclusive.
27. Section 188(6) of the Act is hereby dis-applied.
28. Votes may be given either personally or by proxy. A proxy shall have the same right as the Member appointing him to speak at the meeting and to vote on a show of hands and on a poll.
29. A Member shall not be entitled to appoint more than one proxy to attend on the same occasion.
30. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney duly authorised. A proxy need not be a Member but must be a member of a subscribing body to a Sponsoring Body.
31. 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 registered office of the Company (or at such other place within the State as is specified for that purpose in the notice convening the meeting) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in

the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

32. The depositing of the instrument of proxy (or other document) referred to in Article 31 may, rather than posting or delivering it, be effected by communicating the instrument to the Company by electronic means. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit: -

<b>COIMIRCE (the "Company")</b>				
<i>I/We, [insert] (the "Member") of [insert] in the County of [insert] being a Member/Members of the Company, [insert] hereby appoint [insert] of [insert] or failing them [insert] of [insert] as my/our proxy to attend, speak and 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>				
<b>Voting instructions to Proxy (choice to be marked with an 'x')</b>				
<i>Number</i>	<i>or</i>	<i>In favour</i>	<i>Abstain</i>	<i>Against</i>
<i>description of resolution:</i>				
<i>1</i>				
<i>2</i>				
<i>3</i>				
<i>Unless otherwise instructed, the proxy will vote as they think fit.</i>				
<i>Signature of Member.....</i>				
<i>Dated: [date].....</i>				

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

34. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed, if no notice in writing of such death, insanity or revocation as aforesaid is received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

**BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS.**

35. Any body corporate which is a Member may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual Member.



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

36. (a) Any Member may by notice in writing to the Secretary resign his membership of the Company.
- (b) Membership of the Company shall automatically cease on any Member's death.
- (c) If any Member shall refuse or wilfully neglect to comply with any part of this Constitution or shall have been guilty of such conduct as in the opinion of the remaining Members acting by majority either shall have rendered him unfit to remain a Member or shall be injurious to the Company or if the remaining Members acting by majority shall for any other good reason require that a Member shall be expelled such Member may by a resolution of the Members be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Members any explanation or defence as he may think fit.

Section 1199(8) of the Act is hereby dis-applied.

Notice under this Article shall be deemed to have been served if it is sent by post or by electronic means in accordance with the provisions set out in Article 80 of these Articles whether or not it is actually received by the Member intended to be served with such notice.

## **DIRECTORS**

37. The subscribers of the Memorandum and Articles shall appoint the initial Directors. Thereafter, subject only to the terms of Article 54, the Members shall appoint the Directors. Section 144(3) (a) of the Act is hereby amended. Unless otherwise determined by the Members, the Board shall consist of not less than six persons and not more than fifteen persons.
38. Subject to the provisions of Article 54, the Directors shall be appointed to the Board by the Members acting unanimously.
39. Sections 159 and 165 of the Act are hereby dis-applied.

## **BORROWING POWERS**

40. Subject to the restrictions of the Memorandum, 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.

## **POWERS AND DUTIES OF DIRECTORS**

41. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by this Constitution required to be exercised by the Company in general meeting or by the Sponsoring Bodies, subject nevertheless to the provisions of the Act and this Constitution and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting (by special resolution), provided that 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.

42. The Directors may from time to time and at any time by power of attorney with the prior approval of the Company in general meeting 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 and 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 Company may approve in advance in general meeting, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
43. 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;
44. The Directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Directors;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
  - (c) of all resolutions and proceedings at all meetings of the Company, and the Directors and of committees of Directors.
45. Any such minute, if purporting to be signed by the chairman of the meeting at which the proceedings were held, or by the chairman of the next succeeding meeting, shall be evidence of the proceedings.

#### **DISQUALIFICATION OF DIRECTORS**

46. The office of Director shall be vacated if the Director:
- (a) holds any office or place of profit under the Company save as permitted by section 89 of the Charities Act (once commenced); or
  - (b) is disqualified from being a charity trustee of any charitable organisation pursuant to section 55 of the Charities Act; or
  - (c) is adjudged bankrupt, or being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction, or makes any arrangement or composition with his creditors generally; or
  - (d) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
  - (e) becomes a restricted person within the meaning of Chapter 3 of Part 14 of the Act and the Directors resolve that his office be vacated; or
  - (f) becomes incapable due to illness or infirmity or becomes of unsound mind; or
  - (g) resigns his office by notice in writing to the Company; or
  - (h) is convicted of an indictable offence unless the Directors otherwise determine: or

- (i) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 231 of the Act.

Section 148(2) of the Act is hereby amended.

#### **VOTING ON CONTRACTS**

- 47. A Director may not vote in respect of any contract in which he is interested or any matter arising thereout.

#### **ROTATION OF DIRECTORS**

- 48. The provisions of this Article do not apply in respect of any term of office held by a Director prior to the date of adoption of this Constitution and any such term of office held shall be disregarded when calculating the maximum terms of office for Directors. At every annual general meeting of the Company from the date of adoption of this Constitution, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. A retiring Director shall be eligible for re-election twice and each Director may hold office for a maximum of three terms of three years' duration each, the first such term to commence on the date of adoption of this Constitution and any period of service prior to the date of adoption of this Constitution shall be disregarded.
- 49. The Company, at the meeting at which a Director retires in manner aforesaid, may, but subject to the provisions regarding the appointment of Directors in these Articles, fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.
- 50. No person other than a Director retiring at the meeting shall, subject to the appointment of Directors in these Articles, be eligible for election to the office of Director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
- 51. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
- 52. The Company may by ordinary resolution remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
- 53. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 46. The Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director, but so

that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

## **PROCEEDINGS OF DIRECTORS**

54. The Directors, with the unanimous prior approval of the Members shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election. Section 144(3)(b) of the Act is hereby amended.
55. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit but in any event not less than four times a year.
56. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote.
57. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of Directors by giving at least 3 days' notice. Section 160(4) of the Act is hereby amended. 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 or elsewhere is for the time being absent from the State.
58. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and, unless so fixed, shall be two. Section 160(6) of the Act is hereby dis-applied.
59. The continuing Directors or a sole Director may act notwithstanding any vacancies in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles 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.
60. The Members shall elect a chairman of the Board of Directors who shall chair meetings of the Board of Directors and determine the period for which he is to hold office, but, if no such chairman is elected or if at any meeting the chairman is not present within twenty minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting. Section 160(8) of the Act is hereby dis-applied. The term of office of the chairman shall be up to three terms of three years' duration, from the date of adoption of this Constitution, but the appointment of a Director as chairman shall not entitle any Director to hold a longer term of office than that which he is entitled to hold pursuant to the provisions of Article 48. At the end of each three year term, the chairman must submit himself for re-election at the first meeting of the Directors following the annual general meeting.
61. The Directors may delegate any of their powers to committees consisting of at least one member of the Board to assist the Board to perform its duties effectively and the Directors may appoint the chairman of any such committee; 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. Sections 160(9) and 160(10) of the Act are hereby amended.
62. A committee may elect a chairman of its meetings if no chairman has been appointed by the Directors; if no such chairman is elected, or if at any meeting the chairman is not present within 20 minutes after the time appointed for holding the same, the members

present may choose one of their number to be chairman of the meeting. The chairman of any such committee shall ensure that a report of the proceedings of the committee is made available to the Board.

63. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.
64. 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.
65. 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. Any such resolution in writing may consist of several documents in like form, each signed by one or more of the Directors and for all purposes shall take effect upon receipt at the registered office of the Company of all such several documents, by facsimile transmission or otherwise. Section 161(5) of the Act is hereby dis-applied.
66. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of a conference or other telecommunication facility between some or all of the Directors, or as the case may be, members of the committee who are not all in one place, but each of whom is able, (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. 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. Section 160(6) of the Act is hereby dis-applied.

#### **CHIEF EXECUTIVE AND APPOINTMENTS**

67. The Board shall have the power from time to time to appoint, pay and dismiss a person (i) to be chief executive, or (ii) to any other such staff position where the gross remuneration exceeds €70,000 per annum, and upon such conditions as the Board may think fit and in all such cases subject to the prior approval of the Members.

#### **SECRETARY**

68. The Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary so-appointed may be removed by them.
69. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.
70. The Directors have a duty to ensure that the person appointed as Secretary has the skills or resources necessary to discharge his statutory and other duties.

#### **INDEMNITY**

71. The Company shall indemnify its Directors, officers and any person who serves at the request of the Company as a Director or officer as follows:

- (i) Every Member, every person who is or has been a Director (and every person who serves at the Company's request as a Director) or any officer of the Company (whether or not providing voluntary services to the Company) and every member of a committee appointed by the Company or Board shall be indemnified by the Company to the fullest extent permitted by law against liability and against all expenses reasonably incurred or paid by him in connection with any debt, claim, action, demand, suit, proceedings, judgement, decree, party or otherwise by virtue of his being or having been a Director or officer of the Company or of any committee appointed by the Company or Board or of another partnership, joint venture, trust or other enterprise at the request of the Company and against amounts paid or incurred by him in the settlement thereof except where any of the foregoing, is attributable to any wilful negligence, wilful default or bad faith on the part of such Director or officer;
- (ii) The words "claim", "action", "suit" or proceedings" shall apply to all claims, actions, suits or proceedings (civil, criminal, administrative, legislative, investigative or other, including appeals) and shall include, without limitation, legal fees, costs, judgements, amounts paid in settlement, fines, penalties and other liabilities;
- (iii) The rights of indemnification herein provided may be insured against by policies maintained by the Company, shall be severable, shall not affect any other rights to which any Director or officer, may now or hereafter be entitled, shall continue as to a person who has ceased to be such a Director or officer, and shall enure to the benefit of the heirs, executors and administrators of such a person; and
- (iv) The Company may make advances of expenses incurred in the defence of any claim, action, suit or proceedings against any person whom the Company is obliged to indemnify pursuant to this Article.

## **THE SEAL**

72. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that 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 Director for that purpose.

## **ACCOUNTS**

73. The Directors shall cause adequate accounting records to be kept relating to:

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

74. Adequate accounting records shall be deemed to have been maintained if they explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

75. The accounting records shall be kept at the registered office of the Company or, subject to section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
76. 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 accounting records of the Company shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any accounting records or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
77. The Directors shall from time to time in accordance with Chapter 4 of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss account, balance sheet and reports as are required by that Chapter to be prepared and laid before the annual general meeting of the Company.
78. 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 and statutory auditors' report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

#### **AUDIT**

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

#### **NOTICES**

80. A notice may be given by the Company to any Member either personally, by sending it by post to him to his registered address or by electronic means. Section 218 of the Act is hereby dis-applied.
81. 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 which the letter would be delivered in the ordinary course of post.
82. Where a notice is sent by electronic mail, it shall be deemed to have been served or given, in the absence of any agreement to the contrary between the Company and the Member, at the time it was sent.
83. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
  - (a) every Member;
  - (b) every person being a personal representative or the official assignee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
  - (c) the auditor for the time being of the Company.

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

We, the several persons whose name, addresses and descriptions are subscribed, wish to be formed into a company in pursuance of this Constitution.

**NAME, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS**

<b>Signature and Name of Subscriber</b>	<b>Address of Subscriber</b>	<b>Description of Subscriber</b>
Seán Brady	Ara Coeli, Armagh, BT61 7BY, Northern Ireland	Archbishop of Armagh
Dermot Clifford	Archbishop's House, Thurles, Co. Tipperary	Archbishop of Cashel and Emly
Diarmuid Martin	Archbishop's House, Drumcondra, Dublin 9	Archbishop of Dublin
Michael Neary	Archbishop's House, Tuam, Co. Galway	Archbishop of Tuam
William Lee	Bishop's House, John's Hill, Waterford	Bishop of Waterford and Lismore
Sr Marianne O'Connor	24 Shrewsbury Wood, Cabinteely, Dublin 18	Nun
Fr Conal Casey	75 Orwell Rd, Dublin 6	Priest
Fr Eamon Aylward	27 Northbrook Road, Dublin 6	Priest
Fachtna O'Driscoll	Society of African Mission, Blackrock Rd, Cork	Priest

Witness of above signatures:

Name:

Address:

Dated this                      day of    2008



