

THE COMPANIES ACTS 1963 - 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE CATHOLIC INSTITUTE FOR DEAF PEOPLE

PRELIMINARY

1. The regulations contained in Table C in the first schedule to the Companies Act, 1963 (as amended by the Companies Acts 1963 - 2006) shall apply to the Company subject to the alterations herein contained and shall so far as is not inconsistent with these presents bind the Company.

INTERPRETATION

2. In these Articles the following words shall have the following meanings (unless inconsistent with the context in which they are used):-
 - "The Acts" means the Companies Acts 1963 - 2006;
 - "The Directors" means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director;
 - "Chairman" means any person appointed by the President to perform the duties of Chairman of the Board of Directors;
 - "Secretary" means any person appointed to perform the duties of the Secretary of the Company ;
 - "The Seal" means the common seal of the Company;
 - "The Board" means the Board of Directors of the Company.

Expressions referring to writing shall, unless the contrary appears be construed as including reference to printing, lithography, photography and any other modes (excluding fax) of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these articles

shall bear the same meaning as in the Acts or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

MEMBERS

3. The number of members with which the Company proposes to be registered is 11 but the Board may from time to time register an increase of members.
4. The Directors of the Company for the time being shall be the members of the Company.
5. A member of the Company shall forthwith cease to be a member when another Director has been appointed in his or her place.

PATRONS

6. The Roman Catholic Archbishops and Bishops of Ireland shall be patrons of the Company.

THE PRESIDENT

7. The Roman Catholic Archbishop of Dublin for the time being or sede vacante the administrator of the Roman Catholic Archdiocese of Dublin shall be the President of the Company.

THE DIRECTORS

8. (i) Unless and until the Company in general meeting shall otherwise determine, the number of Directors shall not be less than two nor more than twenty.
- (ii) The first directors of the Company shall be the persons named in the Statement delivered pursuant to Section 3 of the Companies (Amendment) Act, 1982.
- (iii) The Board of Directors shall be comprised of the following:
 - (a) The President of the Company;

- (b) The Chairman of the Board, who shall be appointed by the President;
- (c) Such other persons as shall be eligible for appointment or re-appointment;

(iv) The President shall have power at any time and from time to time to appoint fifteen members of the Board of Directors of the Company, to remove any person so appointed and to appoint another person in the place of the person so removed.

(v) The Directors shall have power at any time and from time to time to appoint five members of the Board of Directors of the Company, to remove any person so appointed and to appoint another person in the place of the person so removed.

(vi) Each Director shall hold office for a maximum period of three years from the date of his/her appointment. On the expiration of each three year period he/she shall retire. A retiring Director shall be eligible for re-election in accordance with the aforementioned provisions.

(vii) The Board shall ensure that a representative percentage of those appointed as Directors shall be deaf.

(viii) The composition of the Board shall facilitate development of working relationships with other organizations working on behalf of deaf persons and otherwise reflect the ethos of the Company.

9. The Chairman may delegate a Director to preside at any meeting as Vice-chairman in his absence, failing which the Board shall appoint from its Directors appointed by the President the person to preside at any meeting as Vice-Chairman.

PROCEEDINGS OF THE DIRECTORS

- 10. i) Ordinary meetings of the Board shall be held at intervals of not more than 3 calendar months and the quorum for such meetings shall be one third of the total number of Directors for the time being.
- ii) The Chairman may call a special meeting of the Board at any time. The Secretary may do so on a written request, signed by at least 5 Directors, stating the reason therefor. At least 7 days notice of such meetings shall be given to each Director and the quorum for such a meeting shall be two thirds of the Directors for the time being.
- iii) At all meetings of the Board decisions shall be made by a majority of votes, but where there is an equality of votes the Chairman, or in his absence the Vice Chairman, shall have a second or casting vote.

POWERS AND DUTIES OF THE DIRECTORS

11. (i) The business of the Company shall be managed by the Board which may pay all expenses

incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Acts or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Acts and of these Articles and subject to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting: but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

- (ii) The Board may from time to time or at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it 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 Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- (iii) The Board may delegate any of its powers to Committees consisting of such members of the Board as it shall think fit. Any Committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- (iv) The Board may from time to time make, alter or rescind such Bye-Laws as it may deem necessary for the administration of the affairs of the Company, and the conduct of its business. Provided that the Bye Laws shall not be inconsistent with these Articles or with the Memorandum of Association, and that the making, alteration or rescission thereof does not amount to such an alteration of or addition to the Articles as could only legally be made by a special resolution of the Company.
- (v) The Board shall cause minutes to be made in books provided for the purpose of recording:-
 - (a) All appointments of officers made by the Board.
 - (b) the names of the Directors present at each meeting of the Board and of any Committee of the Board.
 - (c) all resolutions, decisions and proceedings at all meetings of the Board and of the Committees of the Directors established under Article 11 (iii).
- (vi) The Board of the Company shall be responsible to the President to whom an Annual Report shall be furnished.

DISQUALIFICATION OF DIRECTORS

12. The office of Director or Chairman shall be vacated if the Director or Chairman
- (i) Without the consent of the Company in general meeting holds any other office or place of profit under the Company; or
 - (ii) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his or her creditors generally; or
 - (iii) becomes prohibited from being a Director by reason of an order made under the Acts; or
 - (iv) becomes of unsound mind; or
 - (v) resigns his or her office by notice in writing to the Company; or
 - (vi) is convicted of an indictable offence unless the Board of Directors otherwise determines; or
 - (vii) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in manner required by Section 194 of the Companies Act 1963, as amended; or
 - (viii) is absent from ordinary meetings of the Board without the consent of the Chairman for a period of more than 6 months.

GENERAL MEETINGS

13. (i) All General meetings of the Company shall be held in the State.
- (ii) An Annual General Meeting shall be held not later than the 30th day of June, in each calendar year to consider the annual report and audited statement of accounts for the previous calendar year and for the other purposes mentioned in Regulation 10 of Table C of the Companies Act 1963, as amended (other than the election of directors of the Company).

CHIEF EXECUTIVE AND STAFF

14. (i) A Chief Executive shall be appointed by the Board on such terms and conditions as it considers appropriate.
- (ii) The Chief Executive shall be responsible to the Board for executing and carrying into effect the policies of the Board on a day to day basis and shall exercise all necessary functions in that behalf.

15. The Board shall have power to employ senior executive staff on such conditions as it considers desirable and to terminate their employment. Subject to same the said staff shall be under the direction and control of the Chief Executive.

THE SECRETARY

16. (i) The Secretary of the company shall be appointed by the Board upon such terms and conditions as the Board may think fit. Any Secretary so appointed may be removed by the Board. In addition to his or her functions and obligations under the Acts, the Secretary shall be responsible for
- (a) The issue of notice of meetings at least seven days in advance thereof together with the agenda and where appropriate copies of decisions reached at the previous meeting.
 - (b) The recording in minute books of resolutions, decisions and proceedings of meetings of the Board, of meetings of Committees of the Board and general meetings of the members of the Company.
- (ii) A provision of the Acts 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 as both Director and as or in place of the Secretary.

THE SEAL

17. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal shall be used only by a resolution of the Board incorporated in the Minutes, and in the presence of two Directors at least who shall sign every instrument to which the seal is affixed and every such instrument shall be countersigned by the Secretary or some other person appointed by the Board for the purpose

AUDIT

18. Auditors shall be appointed and their duties regulated in accordance with the Acts.

AUDIT COMMITTEE

19. (i) Members of the Audit Committee shall be appointed by the Board. The Committee shall be comprised of a minimum of three members, each of whom shall be independent non-executive Directors and at least one of whom shall have recent and relevant financial experience. If in the immediately preceding three years, any of the nominated Directors shall have been the Chairman of the Board or employees of the Company, they shall not be qualified for appointment to the Audit Committee.

(ii) The Board shall appoint the Chairperson of the Committee. In the absence of the Committee Chairperson and/or an appointed deputy, the remaining members present shall elect one of their number present to chair the meeting.

(iii) Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods, provided the Directors remain independent.

20. Written terms of reference for the Audit Committee shall be reviewed and adopted by the Board on an annual basis.

21. The duties of the Audit Committee shall include:

(i) ensuring a framework of accountability and appropriate standards of corporate governance and keeping under review the effectiveness of compliance and control systems within the Company;

(ii) advising the Board on the appointment of Auditors, liaising with the Auditors, monitoring the effectiveness of the audit process, reviewing any audit issues arising, and advising the Board accordingly;

(iii) reporting annually on its activities to the Board.

22. (i) Only members of the Committee shall have the right to attend meetings of the Committee. However, other individuals such as the Chairman of the Board, Chief Executive and other Directors, as appropriate, and representatives of the finance function may be invited to attend all or part of any meeting as and when considered appropriate.

(ii) The external auditors shall be invited to attend meetings of the Committee on a regular basis.

23. The duties, responsibilities and composition of the Committee shall always be such as would facilitate full and proper compliance with best practice in good corporate governance.

NOTICES

24. A notice may be served on any member either personally or by sending it through the post by prepaid letter to such member at his registered address for service, if any.

25. Any notice served by post shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of the post, and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office.
26. (i) Notice of every general meeting of members shall be given in any manner hereinbefore authorised to:-
- (a) Every member;
 - (b) The Auditor for the time being of the Company.
- (ii) No other person shall be entitled to receive notices of general meetings.

MISCELLANEOUS

27. The provisions of clause No.8 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in full in these Articles.