



6995062

COMPANIES ACT 2014

CONSTITUTION

-of-

INSURANCE IRELAND (MEMBER ASSOCIATION) COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. The name of the company is Insurance Ireland (Member Association) Company Limited by Guarantee ("the Company").
2. The Company is a company limited by guarantee registered under Part 18 of the Companies Act 2014.
3. The objects for which the Company is established are:
 - (a) to support and promote the development of the insurance industry in Ireland and the growth of domestic and international insurance business.
 - (b) to act as the representative body and the leading voice for the insurance industry in Ireland, supporting and representing the interests of its members in connection with the conduct of insurance business;
 - (c) to disseminate information about insurance, promoting the positive role of insurance in society and the Irish economy;
 - (d) to influence the development of an appropriate domestic and international regulatory and business environment, in the interests of insurers and consumers.
4. For the avoidance of doubt, the meaning of the term "insurance" in this Constitution shall include non-life insurance, life assurance, reinsurance and reinsurance.
5. The Company shall have the powers conferred upon it by law. In particular, but without limitation, the Company shall have the following powers:
 - (a) To purchase, take on lease or in exchange, rent, hire or otherwise acquire and to develop and turn to account any premises, buildings, lands, chattels, or other property, real or personal, to serve any purpose of the Company

(b) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property, assets or rights of the Company.

(c) To purchase or acquire and undertake all or any part of the property assets liabilities and engagements of any one or more companies, institutions, associations or undertakings carrying on business which the Company is authorised to conduct, or possessed of property suitable for the purposes of the Company.

(d) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities in any company having all or any of the objects of the Company or carrying on any business capable of being carried on so as, directly or indirectly, to benefit the Company.

(e) To join, amalgamate, merge, become associated with, or to enter into a partnership, joint venture or reciprocal concession with any organisation, authority, body or person calculated to be of benefit to the Company.

(f) To promote, form, establish, acquire or incorporate any association, institution company or body for a purpose compatible with the objects of the Company.

(g) To apply for and to accept any grant, gift or donation of property, whether subject to any special trust or not, for the purpose of any one or more objects of the Company.

(h) To borrow and raise money for the purposes of the Company in such manner as the Company shall think fit, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the property or assets of the Company, present or future.

(i) To draw, accept, make, endorse, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.

(j) To lend money to such persons and on such terms as may seem expedient and to guarantee the performance of contracts, provided that this power shall not extend to the lending of money to or the guarantee of performance of contracts of members or directors of the Company.

(k) To invest any funds of the Company not immediately required in any manner, and from time to time to sell or vary such investments.

(l) To undertake and execute any trusts which may seem directly or indirectly conducive to the objects of the Company.

(m) To establish, subscribe to and provide funds, trusts or other schemes by which monies may be provided for retirement annuities and benefits of any kind for the time

being allowed by law, for the benefit of persons employed by or providing services to the Company.

(n) To provide gratuities, donations, pensions and emoluments to any person at any time in the employment of the Company, or engaged in any business acquired by the Company and the families and dependents of any such persons.

(o) To subscribe to any charity and to grant donations for any public or charitable cause and to establish, support or aid in the establishment or support of any charitable or other non-profit institution, trust or fund.

(p) To do all such other lawful things (whether or not for gain) as are incidental or conducive to the attainment of the objects of the Company, or any of them, or calculated directly or indirectly to enhance the value or render useful or profitable any of the Company's property, rights or interests.

(q) To do all of the above things in any part of the world as principal, agent, or in any other capacity.

(r) To procure the Company to be registered or recognised in any foreign country.

6. The liability of the members is limited.

7. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any member of the Company PROVIDED HOWEVER that nothing herein shall prevent the payment in good faith by the Company of:

(a) reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company, in return for services rendered to the Company;

(b) payment of out of pocket expenses to directors of the Company and to members of councils, committees and working groups of the Company for attending to any matter affecting the business of the Company;

(c) reasonable and proper rent for premises demised or let by any members to the Company.

8. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.00.

ARTICLES OF ASSOCIATION

INTERPRETATION

1. (a) In these articles:

<i>"the Act"</i>	means the Companies Act 2014;
<i>"the Board"</i>	means the board of directors of the Company;
<i>"director"</i>	means a director for the time being of the Company and includes any person occupying the position of director, by whatever name called;
<i>"general meeting"</i>	means a meeting of the members of the Company.
<i>"Group Company"</i>	means a company which forms part of a group of two or more companies in any of the following circumstances: (i) the company holds a majority of the shares in another company in the group; (ii) the majority of the shares in the company are held by another company in the group; (iii) the company is associated with another member of the group through the medium of a holding company, whether or not the holding company is an insurance company (iv) a relationship exists between two or more of the companies in the group such that one of them is in a position to exercise substantial control over the policy, management or composition of the board of any other company in the group.
<i>"Group of Companies"</i>	means a group of two or more Group Companies
<i>"Registered Office"</i>	means the registered office for the time being of the Company;
<i>"Secretary"</i>	means any person(s) or body corporate appointed to perform the duties of company secretary.

(b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to every mode of representing words in visible form.

(c) Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Act.

OPTIONAL PROVISIONS OF THE ACT

2. To the extent that they are omitted from or modified by these articles, the optional provisions of the Act (as defined in section 1177(2) thereof) are hereby excluded or modified, as the case may be.

MEMBERS

3. Such companies or other legal entities as the Board shall admit to membership and shall be entered in the Register of Members of the Company shall be members of the Company.
4. Membership of the Company shall be limited to:
 - insurers carrying on insurance business in the Republic of Ireland and
 - parties which provide services to the international insurance business as may be determined by the Directorsand which comply with such other requirements as may be prescribed by the Board from time to time.
5. The number of members of the Company at any given time shall be that number which represents the number of members admitted to membership in accordance with these articles and listed as current members in the Register of Members.
6. Subject to article 7, there shall be four membership categories: Life Insurance; Non-Life Insurance; Health Insurance and International. When admitting an applicant to membership, the Board shall designate the category in which the applicant shall be admitted. The Board may at its discretion re-classify a member in appropriate circumstances.
7. The Board may from time to time alter the number and type of membership categories.
8. A Group Company may be admitted to membership in its own right, but so that there shall be no more than one member of the Group of Companies to which it belongs in any single membership category.
9. The Board shall be empowered to make rules and regulations and to prescribe procedures relating to admission to membership; renewal and maintenance of membership; conditions of membership and subscriptions and levies payable by members.

REPRESENTATIVES OF MEMBERS

10. (a) Every member of the Company shall nominate a person (who shall ideally be the Chief Executive Officer of such member) who shall be authorised to act as its representative at all meetings of the Company and meetings convened for the purpose of dealing with Company business. The representative (who shall be known as "the nominated representative") shall be entitled to exercise all of the powers of membership on behalf of the member which he or she represents, as fully as if the nominated representative were the member of the Company
- (b) A member may at any time withdraw its nominated representative.
- (c) In the event that a nominated representative shall cease to be employed by, or whose services shall be suspended for any period of time by the member he or she represents, or in the event that the nominated representative shall for any reason become unavailable to act as such, his or her position as nominated representative shall terminate, as shall any role or office held in the Company. In that event, the member shall as soon as practicable nominate an alternative representative.

OBLIGATIONS OF MEMBERS

11. Every member shall, as a continuing condition of membership, be bound by the provisions of the Constitution of the Company and any amendment thereof and shall observe all (if any) rules or regulations made from time to time by the Company in general meeting or by the Board.

MEMBERSHIP SUBSCRIPTIONS AND LEVIES

12. (a) There shall be an annual membership subscription in such amount as shall be determined from time to time by the Board.
- (b) The expenses of the Company shall be borne by the members. They shall be allocated between membership categories, and between members within membership categories in such proportion as shall be determined on an annual basis by the Board.
- (c) In the event that it shall be directed by a resolution of the members in general meeting, all members shall be liable to contribute to the discharge of any extraordinary liability of the Company, in the same proportion as applies to the contribution of the members to the expenses of the Company in the year in which the liability must be discharged. Subject to the passing of such a resolution, it shall be a condition of membership of the Company that members make any such contribution if and when called upon to do so. The word "extraordinary" for the purpose of this article shall mean any liability which shall not form part of the ordinary expenses of the Company.

TERMINATION OF MEMBERSHIP

13. Membership shall terminate in the following circumstances:

(a) In the event that a member shall notify the Company of its intention to resign. The resignation shall take effect and the membership shall terminate twelve months from the date of receipt of such notice at the Registered Office.

(b) In the event that a member ceases to carry on insurance business in the Republic of Ireland. Membership shall terminate twelve months from the date of cessation of such business.

(d) In the event that a member shall become insolvent or otherwise unable to pay its debts as and when they fall due; shall suffer the appointment of a Liquidator, Receiver or Examiner; shall enter into an arrangement or composition with its creditors, or shall be placed under administration pursuant to the provisions of the Insurance (No 2) Act 1983. In such circumstances membership shall terminate with immediate effect.

(e) In the event that a motion for a member's expulsion is put before a general meeting of the Company and is supported, if the reason for the motion is non-payment of subscriptions fees or levies, by a simple majority of those present and voting at the meeting and in any other case by three fourths of those present and voting. A meeting at which such a motion is tabled shall be convened on 28 days' notice at least and the member in question shall be entitled to attend and address the meeting prior to the taking of a vote on the motion. Membership shall terminate immediately on the passing of the motion.

14. A member whose membership has terminated shall not be entitled to a refund of any monies paid to the Company nor to the return of any asset contributed to the Company or any share in the assets of the Company.

GENERAL MEETINGS OF MEMBERS

15. General meetings of the Company shall be held in the State at such time and at such place as the Board shall appoint.

16. 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.

17. The business of the annual general meeting shall include:

- (a) consideration of the Company's statutory financial statements and the report of the directors, together with the report of the statutory auditors on those statements and that report;
- (b) the review by the members of the Company's affairs;

- (c) the authorisation of the directors to approve the remuneration of the statutory auditors;
 - (d) the election and re-election of directors;
 - (e) the appointment or re-appointment of statutory auditors;
 - (f) the remuneration of the directors (if applicable)
18. All general meetings of the Company, other than annual general meetings, shall be known as "extraordinary general meetings".
19. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened as provided by Section 1203 of the Act at a place and time to be decided by the Board. If at any time there are not sufficient directors in Ireland capable of acting to form a quorum, any two directors or any single member of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

20. A meeting of the Company, other than an adjourned meeting, shall be called, in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice; in the case of any other extraordinary general meeting, by not less than 7 days' notice.
21. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in the immediately preceding article, shall be deemed to have been duly called if it is so agreed by –
- a) all of the members entitled to attend and vote at the meeting; and
 - b) the statutory auditors of the Company.
22. Notice of every general meeting shall be given to:
- a) every member;
 - b) the directors and Secretary;
 - c) the statutory auditors of the Company.
23. The notice of a general meeting shall specify –
- a) the place, the date and the time of the meeting;
 - b) the general nature of the business to be transacted at the meeting;
 - c) in the case of a proposed special resolution, the text or substance of that proposed special resolution
24. The statutory auditors of the Company shall be entitled to:
- a) attend any general meeting of the Company;
 - b) receive all notices of, and other communications relating to, any general meeting which any member of the Company is entitled to receive; and

- c) be heard at any general meeting which they attend on any part of the business of the meeting which concerns them as statutory auditors.

QUORUM

25. 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. Twelve members present by their nominated representatives shall be a quorum.
26. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present by their nominated representatives shall be a quorum.

PROCEEDINGS AT GENERAL MEETINGS

27. The President of the Company shall preside as chairman at every general meeting of the Company. If he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
28. 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.
29. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
30. Decisions at general meetings shall, where possible, be reached by consensus. When, in the judgment of the chairman of the meeting this is not possible, a vote shall be taken. Subject to articles 36 and 37, matters put to a vote shall be determined by simple majority.
31. Every member shall have one vote. Votes shall be given in person, by the nominated representatives of members.
32. A vote shall take place on a show of hands unless a poll is demanded before, or on the declaration of the show of hands. Unless a poll is demanded, a declaration by the chairman that a resolution has on a show of hands been carried, or lost, an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against such resolution.

33. A demand for a poll may be made by –
- a) the chairperson of the meeting; or
 - b) at least three members present by their nominated representatives; or
 - c) any members present by their nominated representatives representing not less than 10% of the voting rights of members entitled to vote at the meeting.
34. If a poll is demanded it shall be taken in such manner as the chairman directs. A poll on the election of a chairman or on an adjournment shall be taken forthwith. The result of a poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
35. A demand for a poll may be withdrawn by the person(s) who made it.
36. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
37. In the event that a member objects to the result of a vote (whether on a show of hands or on a poll), its nominated representative may register a verbal objection to the chairman at the meeting at which the vote has taken place. In that event, the chairman shall direct that the objection be recorded in the minute of the meeting and shall direct that the vote be re-taken. On the re-taking of the vote, the votes of members shall be weighted in proportion to the respective contribution to fees and levies of the voting members in the preceding financial year. A decision taken on the basis of weighted voting shall require a majority of two-thirds of the weighted value of the votes cast. This article shall not apply in the circumstances described in article 13(e).
38. No member shall be entitled to vote at a meeting of members of the Company unless any sums due by such member to the Company have been paid.
39. No objection shall be raised to the qualification to vote 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.

RESOLUTIONS

40. Notwithstanding article 20, a special resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given, if the conditions specified in section 191 of the Act are satisfied.
41. The terms of any resolution (whether special or otherwise) before a general meeting may be amended by ordinary resolution moved at the meeting, provided that the resolution as

amended will still be such that adequate notice of the same can be deemed to have been given.

42. Subject to section 193 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 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.
43. Where a resolution is passed at an adjourned general meeting, it will be treated as having been passed on the date of that meeting and not on any earlier date.

COUNCILS

44. Councils shall be appointed to advise at a high level on the strategy and direction of the Company in specific areas of insurance business. The Board may from time to time increase or reduce the number of Councils and determine their respective terms of reference.
45. The Board shall determine the number of members of each Council and shall appoint on an annual basis the members of each Council. Each Council shall nominate a chairman whose appointment shall be subject to the approval of the Board.

PRESIDENT

46. There shall be a President of the Company, who shall be elected at the annual general meeting of the Company and who shall act as Chairman of the Board.
47. The term of office of the President shall be one year. He or she shall be eligible for election for two additional terms of office, whether or not consecutive.

THE BOARD OF DIRECTORS

48. The Company shall have a minimum of seven and a maximum of twelve directors. The Board may from time to time by ordinary resolution increase or reduce the number of directors. In the case of an increase, the Board may co-opt additional directors to fill the positions created until the next annual general meeting. Any such alteration shall require ratification at the annual general meeting of the Company next following the resolution.
49. Directors shall be elected at the annual general meeting. They shall hold office for a term of one year and shall be eligible for re-election.
50. The Board shall have the power at any time and from time to time, to co-opt a person to be a director to fill a casual vacancy in the number of elected directors. Any director so

appointed shall hold office only until the next annual general meeting and shall be eligible for election thereat.

51. The Board shall have the power at any time and from time to time to co-opt one or more persons (who shall not be the nominated representative(s) of a member) to act in the capacity of independent Director(s). Any director so appointed shall hold office only until the next annual general meeting and shall be eligible for election thereat.
52. Nominations for election to the office of director shall be in accordance with procedure directed from time to time by the Board.

POWERS AND DUTIES OF DIRECTORS

53. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these articles and to such directions, being not inconsistent with the aforesaid provisions the Company in general meeting may, by special resolution, give, but no direction given by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.
54. Without prejudice to the generality of the preceding article, it is clarified that it shall be a matter for the Board to determine the policies adopted by the Company in seeking to fulfill the objectives of the Company, while taking into account the strategies advanced by the Councils. When it is necessary to balance competing aspects of strategy and the resources to be employed in the implementation thereof, it shall be a matter for the Board to determine the priorities.
55. The Board may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the 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 directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
56. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies 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 Board shall from time to time by resolution determine.
57. The Board shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the Board,
 - (b) of the names of the directors present at each meeting of the Board, and of any committee of the Board;
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.
58. Such minutes shall be entered in the foregoing books as soon as may be after the proceedings. Any such minute, if purporting to be signed by the chairman of the meeting at which the proceedings were had, or the chairman of the next succeeding meeting, shall be evidence of the proceedings.
59. The Board may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking and property or any part thereof.
60. The Board may delegate any of its powers to such person or persons as they shall think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any directions that may be imposed on it by the Board.
61. It is clarified that the Board shall not have the power to impose any particular course of action on a member in relation to the conduct of its business. This shall not prevent the Board from determining and expressing a majority view on any aspect of insurance business. At the request of a member of the Board, a dissenting view shall be recorded in the minutes of a meeting at which the matter in question is discussed.

PROCEEDINGS OF THE BOARD AND COMMITTEES THEREOF

62. The Directors shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
63. The President for the time being of the Company shall act as Chairman of the Board.
64. Decisions at Board meetings shall, where possible, be reached by consensus. When, in the judgment of the chairman of the meeting this is not possible, a vote shall be taken.
65. Matters referred to a vote shall be decided by simple majority. When there is an equality of votes, the chairman shall have a second or casting vote.
66. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be five.
67. The Chairman of the Board may, and the Secretary on the requisition of any two directors shall, at any time summon a meeting of the Board.

68. If at any meeting the Chairman of the Board is not present within 15 minutes after the time appointed for holding the meeting, the directors present shall choose one of their number to be chairman of the meeting.
69. A director who is in any way, directly or indirectly, interested in any contract or other arrangement that the Company proposes to enter into shall declare the nature of his or her interest at a meeting of the directors at which the question of entering into the contract or arrangement is first raised, or at the next meeting after he or she became so interested.
70. A director may not vote in respect of any contract, appointment or arrangement in which he or she is interested, but may be counted in the quorum present at the meeting.
71. The Board may act notwithstanding any vacancy in its number but, if and so long as its number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of directors, the continuing director or directors may act for the purpose of increasing the number of directors to that number of or summoning a general meeting of the Company, but for no other purpose.
72. A committee established by the Board may elect a chairperson of its meetings; if no such person is elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
73. A committee may meet and adjourn as it thinks proper.
74. Questions arising at any committee meeting shall be determined by a majority of votes of members of the committee present, and where there is an equality of votes, the chairperson shall have a second or casting vote.
75. All acts done by members of the Board or of a committee of the Board or by any person acting as a director of the Company shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of such person(s) acting as aforesaid, or that such person(s) were disqualified, be as valid as if every such person had been duly appointed and was qualified to act.
76. A resolution in writing, signed by all the directors or members of a committee for the time being entitled to receive notice of a meeting, shall be as valid as if it had been passed at a meeting duly convened and held.
77. Meetings of the Board and committees thereof may be convened by electronic communication and may be held by telephone conference, internet or other electronic facility, provided each participant can hear and be heard by the other participants. Such a meeting shall be deemed to take place at the place where the chairman of the meeting then is. Decisions made at such meetings shall be authenticated in writing by the chairman of the meeting within seven days thereof and circulated to every participant.

VACATION OF OFFICE

78. The office of director shall be vacated, and the director shall be deemed to have resigned, if the director:
- (a) is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction;
 - (b) becomes, or is deemed to be subject to a disqualification order within the meaning of Chapter 4 Part 14 of the Act;;
 - (c) becomes, in the opinion of a majority of his or her fellow directors, unable to act effectively because of illness or other material inhibition;
 - (d) resigns his or her office by notice in writing to the Company or by notice verbally delivered, recorded in a Board minute;
 - (e) is convicted of an indictable offence, unless the Board shall otherwise determine;
 - (f) 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 231 of the Act;
 - (g) is absent from four consecutive meetings of the Board, unless the Board shall resolve to excuse such absence;
 - (h) ceases to be the nominated representative of a member of the Company.
79. The Company may by ordinary resolution in general meeting, of which extended notice has been given in accordance with section 146 of the Act, remove any director before the expiration of his or her period of office, notwithstanding anything in these articles or in any agreement between the Company and such director.

CONFLICT OF INTEREST

80. In the event that any matter is on an agenda for discussion at a meeting or is raised at a meeting of members, directors, committee or sub-committee members or working groups of the Company which involves, or might reasonably be expected to involve a conflict of interest between the Company and an attendee at such meeting, the attendee shall immediately notify the chairman of the meeting of the potential conflict, shall leave the meeting during any discussion of the matter and shall return any documentation provided to him or her relating to the matter.

THE SECRETARY

81. A company secretary ("the Secretary") shall be appointed by the Board for such term and upon such conditions as it considers fit and any Secretary so appointed may be removed by it.

82. The duties of the Secretary shall, without derogating from the Secretary's statutory and other legal duties, be such duties as are delegated to the Secretary from time to time by the Board.

SEAL

83. The Company shall have a common seal that shall state the Company's name in legible characters.
84. The common seal of the Company shall be used only on the authority of the Board, 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 Board for the purpose.

ACCOUNTS

85. The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.
86. The accounting records shall be kept on a continuous basis and shall be sufficient to 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.
87. The Company's financial records shall be kept at the registered office or at such other place as the Board shall think fit.
88. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company or any of them shall be open to inspection of its members, not being directors of the Company.
89. The Board shall from time to time in accordance with the provisions of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such financial statements and reports of the directors and the statutory auditors as are required by those provisions to be laid before the annual general meeting.

AUDIT

90. Statutory auditors shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act.
91. The Board shall arrange for the statutory financial statement of the Company for each financial year to be audited by the statutory auditors.

SERVICE OF NOTICES

92. A notice convening a general meeting shall be delivered by the Company to every person entitled to attend the same by hand/courier, by sending it by post to him to his registered address, or by fax or e-mail to the fax number or e-mail address provided by the intended recipient.
93. A notice of any other description, including a notice convening a Board meeting may be delivered by hand/courier, by ordinary pre-paid post by fax or by e-mail.
94. 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 received at the expiration of 24 hours after the letter containing the same is posted. Where a notice is served by fax or e-mail, the service shall be deemed to have been effected at the expiration of 24 hours after the fax or e-mail has been sent, unless there is a notified failure or error in delivery in that period.
95. The accidental omission to give notice of any meeting convened pursuant to these articles, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
96. Notice of every general meeting shall be given in the manner hereinbefore authorised to: every member, every nominated representative thereof; every director and the statutory auditor for the time being of the Company.