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COMPANIES ACTS 1968 TO 1990

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Charity

COMPANY LIMITED BY GUARANTEE



NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-of-

OXFAM REPUBLIC OF IRELAND

1. The name of the Company is: OXFAM Republic of Ireland
2. The registered office of the Company will be situate in the Republic of Ireland.
3. The main objects for which the Company is established are:-
  - (a) With a view to carrying on the charitable activities mentioned in sub-Clause (b) of this Clause, to take over and acquire the whole or any part of the real and personal property of Oxfam relating to the activities of Oxfam in Ireland and to co-operate (inter alia) with Oxfam International and Oxfam Northern Ireland to ensure that such activities are effectively conducted.
  - (b) To relieve poverty, distress and suffering in any part of the world (including starvation, sickness or any physical disability or affliction) and primarily when arising from any public calamity (including famine, earthquake, pestilence, war or civil disturbance) or the immediate or continuing result of want of natural or artificial resources or the means to develop them and whether acting alone or in association with others; and in particular but without prejudice to the generality of the foregoing for that purpose to provide food, healing, clothing, shelter, training and education and to undertake or assist in work calculated directly to achieve that purpose; and in connection therewith to educate the public concerning the nature, causes and effects of poverty, distress and suffering as aforesaid, to conduct and procure research concerning these and to publish or otherwise make the results thereof available to the public.

In furtherance of the above main objects, but not further or otherwise, the Company shall have the following powers:-

- (c) For the charitable purposes of the Company, or in the course of the execution of any charitable trusts undertaken by it, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its charitable objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- (d) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its main objects.
- (e) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be conducive to its main objects, and to act as Trustee generally in respect of any funds or investments of the Company.
- (f) To borrow or raise money, without limitation as to amount, from any person or persons or Company or Banking or financial institution and on such terms as the Directors may deem fit, upon Bank Account or otherwise, by the issue of or upon Bonds, Debentures, Bills of Exchange, Promissory Notes, Mortgages or other Securities of the Company and the undertaking and execution of any Trusts for the advancement of the objects of the Company, the acceptance of donations and subscriptions from persons or bodies desirous of promoting the objects of the Company, and the lending of money either with or without security or the giving of financial assistance by way of donation or subscription or otherwise to any Body or person not formed or carrying on business for profit for the purpose of the advancement of the objects of the Company or to any such Body or persons whose objects are similar to those of the Company, provided that the Company shall not at any time pay any of its assets to any Body or person which is not restricted to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 below, and to make, draw, accept, endorse, issue, discount and otherwise deal with Promissory Notes, Bills of Exchange, cheques, letters of credit, and other mercantile instruments.
- (g) To invest the monies of the Company not immediately required for its purposes in or upon any investments which the Directors in their absolute discretion think fit.

- (h) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe money for charitable purposes in any way connected with the purpose of the Company or calculated to further its main objects.
- (i) To grant land or contribute monies to any persons, bodies of persons, or agencies upon terms which will ensure that the monies are used for the purposes of the Company.
- (j) To act as an Executor and Trustee or sole Executor and Trustee of the Will or Codicil of any deceased person and to do all such acts or things as may be required of an Executor and / or Trustee to perform such duties.
- (k) To purchase and maintain insurance for, or for the benefit of, any persons who are or were at any time members of the Company, volunteers, supporters, officers, employees or Auditors of the Company against any liability incurred by such persons in respect of their duties, and / or in the exercise of their powers and / or otherwise in relation to their duties, powers or offices for the Company and to such extent as may be permitted by Law or otherwise, to indemnify or to exempt any such person against or from any such liability.
- (l) To carry on business as publishers, printers, translators, interpreters, processors, packagers, wholesalers, retailers, merchants, agents, factors, brokers and distributors of all kinds of educational and other literature, publications, pamphlets, newspapers, circulars or books.
- (m) To sell all manner of goods and things donated to the Company, and goods and things purchased by the Company, with a view to realising a profit to be used for the charitable purposes of the Company.
- (n) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's main objects and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- (o) To raise funds and to help raise funds for any charitable purpose, including but not limited to the main objects of the Company and to provide grants and/or bursaries for the purpose of all or any of the Company's main objects.

- (p) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
- (q) To do all such other things as are incidental or conducive to the above main objects and to procure the Company to be registered or recognised in any country or place abroad.

PROVIDED that the Company shall not support with its funds any object nor endeavour to impose on or procure to be observed by its members or others, any regulation or restriction which if any object of the Company would make it a Trade Union.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the main objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Company. Nothing herein shall prevent the payment in good faith by the Company:-

- (a) reasonable and proper remuneration to any member, officer or servant of the Company (not being a director) in return for services actually rendered to the Company.
- (b) Interest on money lent by any member of the Company or its Board of Directors to the Company at a rate not exceeding 5% per annum.
- (c) reasonable and proper rent for premises demised or let by any member to the Company.

However, no member of the Company's Board of Directors, Council of Management or Executive Committee by whatever title called, shall be appointed to any salaried office of the Company or to any office of the Company paid by fees. No remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board, Council or Committee, other than:-

the re-payment of out-of-pocket expenses or;

interest at the rate aforesaid on money lent to the Company or;

reasonable and proper rent for premises demised or let to the Company, or;

a payment to a Company of which a member of the Board, Council or Committee may be a member holding not more than 1% of the Capital of that Company such member not to be bound to account for any share of profits he may receive in respect of such a payment.

5. No amendment of any kind shall be made to the provisions of the Memorandum or Articles of Association for the time being in force unless the same shall have been previously approved by the Minister for Enterprise Trade & Employment provided that such approval shall be given only after consultation with the Minister for Finance in respect of Clauses 4 and 9 of the Memorandum of Association.
6. The preceding Clauses 4 and 5 of this Memorandum contain conditions subject to which a Licence is granted by the Minister for Enterprise Trade & Employment in pursuance of Section 24 of the Companies Act 1963.
7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the Company being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves as may be required, not exceeding IR£1.
9. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to another charitable institution or institutions having main objects similar to the main objects of the Company, and which shall prohibit the distribution of its income or property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
10. Notwithstanding any provision of this Memorandum and of the Articles of Association subscribed to by the members for the purpose of registration as a Company under the Companies Acts, if the Company has obtained recognition from the Revenue Commissioners as being formed for charitable purposes, any subsequent insertion, alteration or amendment of the Memorandum and Articles shall require the prior written agreement of the Revenue Commissioners.
11. True Accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place of all sales and purchases of goods by the Company and of the property,

credits and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, such Accounts shall be open to the inspection of the members. Once at least in every year, the Accounts of the Company shall be examined and the correctness of the income and expenditure Account and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

WE, THE SEVERAL PERSONS WHOSE NAMES, ADDRESSES AND DESCRIPTIONS ARE SUBSCRIBED, WISH TO BE FORMED INTO A COMPANY, IN PURSUANCE OF THIS MEMORANDUM OF ASSOCIATION.

NAME AND RESIDENTIAL ADDRESS	OCCUPATION
1. Máirín Mac Góráin, Cearrbhrosnan Road, Monkstown, Co. Dublin	Clerical Officer
2. Bricíad W. Wilson, Katsis Lane, Sutton Co. Dublin	Public Works Farmer
3. W.M. Deery, 19 Grenvill Way, Newbarnsbury, PhD	Student
4. Bob Fitzgerald, 35 Blessington Road, Dublin 4	Administrator
5. Oliver Donohoe, 418 Clonsilla Road, Dalry 12	Researcher
6. M. H. Rogers, 10 Kingsdale Park, Belfry B-5. 737	Retiree
7. Chris Hudson, 90 Georges Ave, Blackrock Dublin, Ireland	Trade Union Official
8. Tony McTollan, 3 Old Priory Close, Mastown Coburn B123 4R	Trade Union Official

Dated this 19<sup>th</sup> day of MARCH 1998.

WITNESS TO THE ABOVE SIGNATURES:-

*Karl Hayes*

## NOTICE OF GENERAL MEETINGS

11. Subject to Sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least, and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under the articles of the Company entitled to receive such notices from the company.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an extraordinary general meeting, and also that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring 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 shall be a quorum.
15. If within half an hour from the time appointed for the meeting of 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 an adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
16. The Chairman, if any, of the board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he 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 select one of their number to be Chairman of the meeting.

17. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
18. The Chairman may with the consent of any meeting at which the 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 finished at the meeting from which the adjournment took place. When the 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 an adjourned meeting.
19. 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 or by proxy and representing not less than one-tenth of the voting rights of all the members having the right to vote at the meeting.

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 the 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 manner as the Chairman directs and the result of the poll shall be deemed to be the resolution 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 casting vote.
22. A poll demanded on the election of a Chairman, or on a question of adjustment 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 a poll.



23. Subject to section 141 of the Act, as a resolution in writing signed by all the members for the time being entitled to attend the 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 the 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.

#### VOTES OF MEMBERS

24. Every member shall have one vote.
25. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by the court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
26. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.
27. Votes may be given either personally or by proxy.
28. 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 or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or such other place within the State as is specified for the 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 proposed 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.
30. An instrument appointing a proxy shall be in the following form as near as circumstances permit:

OXFAM Republic of Ireland  
PROXY

"I/WE.....  
of..... in the  
County of  
....., being a member/members of the above-named  
company, hereby appoint:-  
.....  
of.....  
or failing him, ....."  
of .....,  
as my/our proxy to vote for me/us on my/our behalf at the  
(annual or extraordinary, as the case may be) general meeting  
of the Company to be held on the ..... day of  
....., 199.. and at any adjournment thereof.

SIGNED: .....

this ..... day of ....., 199..

This form is to be used in favour of/against the resolution.  
Unless otherwise instructed, the proxy  
will vote as he thinks fit."

31. The instrument appointing proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

33. Any body corporate which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person 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 of the Company.

## DIRECTORS

34. The number of Directors shall be not less than seven and not more than eleven, all of whom shall be nominated by the members. So far as this proves reasonably practicable, the composition of the Board of Directors shall be such as will reasonably reflect the diversity of relevant interests within both parts of Ireland, and thereby promote an integrated and effective over-all strategy for Oxfam in the Republic of Ireland and in Northern Ireland.
35. All Directors of the Company shall hold honorary office and shall not be entitled to any fees, salaries, wages or income for holding such office. The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.
36. 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 or of any third party.

## POWER AND DUTIES OF DIRECTORS

37. The business of the Company shall be managed by the Directors, who 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 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, 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.

38. The Directors may from time to time and any time by power of attorney 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 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 also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 39 (a) The Directors may appoint an individual to act as an Executive Director of the Company on such terms as to remuneration or otherwise as the Directors may determine and delegate to the Executive Director such powers and authority as the Directors may consider appropriate.
- (b) The Executive Director (who shall be paid for his services in such manner and in such amount as the Directors may determine) shall not be a member of the Board of Directors, but shall be entitled to receive notice of and to attend and speak at (but not to vote) all meetings of the Directors (and any Committee of the Directors) and at General Meetings of the Company.
40. The Directors may exercise all the powers of the Company from time to time at their discretion to borrow money from any person or persons (including the Directors) any sum or sums of money for the purposes of the Company and there shall be no limit to the amount that may be borrowed.
41. 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.
42. 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 meetings of Directors and of any committee of the Directors;
  - (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors and committees of Directors.

## DISQUALIFICATION OF DIRECTORS

43. The office of Director shall be vacated if the Director -
- (a) without the consent of the Company in general meeting holds any other office or place of profit under the Company; or
  - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from being a Director by reason of any order made under Part VII of the Companies Act 1990; or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the Company; or
  - (f) is convicted of an indictable offence, unless the directors otherwise determine; or
  - (g) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in a manner required by Section 194 of the Companies Act 1963 as amended by Section 47 of the Companies Act 1990.

## VOTING CONTRACTS

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

## ROTATION OF DIRECTORS

45. Directors shall be elected for a period not exceeding three years but subject to Article 46 shall be eligible to be re-elected for such further period as may be determined.

46. All directors may serve a maximum of three terms of three years each, after which they must stand down and cannot be re-elected again. This tenure applies to all members, including the chair. the foregoing does not apply to the present chair who shall be entitled to serve a further period of two years.
47. Subject to the foregoing provisions of Article 46, the Company at the meeting at which a Director retires in manner aforesaid may 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.
48. No person, other than a Director retiring at the meeting, shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than 5 nor more than 21 days before the date appointed for the meeting there has been left at the office a notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given of his attention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
49. 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.
50. The Directors 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 exercising 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, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
51. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any Director before the expiration of 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.

52. The Company may by ordinary resolution appoint another person in place of a Director removed from office under article 51. Without prejudice to the powers of the Directors under article 50 of the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS

53. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. 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 is for the time being absent from the State.
54. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three.
55. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company 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.
56. The Directors may elect a Chairperson of their meetings and one or more Vice Chairpersons and may determine the period for which they are respectively to hold office, but if no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 minutes after the time appointed for holding the same, the Vice Chairperson present (or if there is more than one Vice Chairperson, the senior Vice Chairperson) shall act as Chairperson of the meeting or if there is no such Vice Chairperson present within 5 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.
57. The Directors may delegate any of their powers to committees consisting of such member or members of the board as they think fit, and 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 Directors, and so that in particular any Committee so appointed shall be responsible to report and account to the Directors.

58. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
59. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting 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.
60. 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.
61. A resolution in writing signed by all 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.

#### SECRETARY

62. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
63. 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.

#### HONORARY PRESIDENT(S)

64. The members may on the recommendation of the Directors appoint such person or persons as they think fit to act in the capacity of Honorary President or Honorary Presidents of the Company and such person or persons may be removed from such office by Resolution in that behalf of members at a General Meeting of the Company. The Honorary President or Honorary Presidents shall be entitled to attend at all Board Meetings and General Meetings of the Company and to speak thereat but shall not be entitled to any vote.



## THE SEAL

65. The Seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in 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 Directors for the purpose.

## ACCOUNTS

66. The Directors shall cause proper books of account 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.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

67. The books of account shall be kept at the office or, subject to Section 202 of the Companies Act 1990, at other such place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
68. 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 accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any rights of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
69. The Directors shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the Company.

70. 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 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

71. Auditors shall be appointed and their duties regulated in accordance with Section 160 to 163 of the Act, as amended and extended by Sections 182 to 197 of the Companies Act 1990.

#### NOTICES

72. A notice may be given by the Company to any member either personally or by sending it by the post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time which the letter would be delivered in the ordinary course of post.
73. Notice of every general meeting shall be given in any matter 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.

NAME AND RESIDENTIAL ADDRESS

OCCUPATION

1. Oliver Donohoe 418 Clarendon Road, Research and  
Kimmage, Dublin 12 Information  
Officer
2. Paul FitzGerald 35 Bilsberry Road Administration  
Dublin 4
3. NIVON DEERY 19 Glenview Way PhD student  
Newtownshelton
4. Bridget Lalor 100 Ballymore, Ballymore rd. Jervis  
Co. Dublin
5. Mairead Mc Govern 19 Monkstown, Co. Dublin Clerical Officer  
Carrickbreenan Road
6. Chris Hudson 90 George Ave Trade Union  
Blackrock, Dublin Official
7. M. Horgan 10 Kingsdown Park Retired  
Belfast BT5 7R7 Trade Union  
Official
8. Tony McMillan 3 Old Priory Close  
Newtownards Co. Down

Dated this 19 day of MARCH 1998

Witnesses to the above signatures:-

Karl Hugo  
Solicitor  
Carrindish House  
Court

Certified to be a true copy/extract of a document filed with the Registrar  
on 12<sup>th</sup> day of April 1998

Dated this 30<sup>th</sup> of July 2003

Signed Pat Daly  
An Officer duly authorised pursuant to the Companies Act 1963-2001

COMPANIES ACTS 1963 TO 1990

COMPANY LIMITED BY GUARANTEE

NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

REGISTERED

20 APR 1998

-OF-

OXFAM REPUBLIC OF IRELAND

Preliminary

The Regulations contained in Table C of the Companies Acts, 1963 to 1990, save as amended, excluded and/or varied in these Articles, shall apply to the Company.

Interpretation

1. In these Articles:-

- |                   |  |
|-------------------|--|
| "the Act"         | means the Companies Act, 1963 (No. 33 of 1963) to include any statutory amendments thereto.  |
| "The Act of 1990" | means the Companies Act 1990 (No. 33 of 1990)  |
| "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 include any person occupying the position of director by whatever name called; |
| "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 Office"	means the registered office for the time being of the Company;
"the Company"	means this body corporate, and includes any generic names used by the Company, e.g. "Institute", "Association", "Club" and/or the like.

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

Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

#### MEMBERSHIP

2. The maximum number of members of the Company shall not exceed thirty (30).
3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.
4. Where two or more persons jointly are the members they shall together constitute one member and the person whose name first appears in the register of members shall exercise the voting and other powers vested in such member.
5. A person shall cease to be a member-
  - (a) if the Board resolves that he should so cease to be a member and serves a notice in writing of such resolution on the member signed by the Secretary but so that in such event the member shall have a right to request (in writing provided such request is received not later than 10 days after the date of service of the notice of such resolution on the member) an opportunity to be heard by the Board before such resolution becomes effective and so that in any event such termination of membership shall not be effective until 30 days has elapsed from date of service of notice of the resolution on the member or (if relevant) the date on which the Board determines its decision after having heard the representations of the member

- (b) within one month of receipt of his written resignation, or earlier acceptance thereof, by the Board, or on his death or in the case of a corporation, on its dissolution.
6. The trustee in bankruptcy of any bankrupt member or the personal representative of any deceased member shall be entitled to become a member.

#### GENERAL MEETINGS

7. All general meetings of the Company shall be held in the State.
8. (1) Subject to paragraph (2), 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 meetings as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting and that of the next.
- (2) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 7, the annual general meeting shall be held at such time and at such a place in the State as the Directors shall appoint.
9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisitions, or in default, may be convened by such requisitions as provided by Section 132 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as possible as that in which meetings may be convened by the Directors.