

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
CONSTITUTION
OF
DISABILITY FEDERATION OF IRELAND
MEMORANDUM OF ASSOCIATION

NAME OF FEDERATION

1. The name of the company is **DISABILITY FEDERATION OF IRELAND** (hereafter referred to in this Memorandum as the Federation).
2. The Federation is a company limited by guarantee and is deemed to be a CLG to which Part 18 of the Companies Act 2014 applies.

MAIN OBJECT

3. The main object for which the Federation is established is to benefit the community by supporting the contribution, protecting the rights and valuing the role of persons with disabilities and disabling conditions in the community and encouraging their fullest participation in shaping a society that promotes the wellbeing and quality of life of such persons, in particular by:
 - (a) providing assistance to organisations established for exclusively charitable purposes which provide services or other help or supports to people with disabilities or otherwise seek to enable or advance the interests of such persons, thereby advancing the efficient and effective use of the property of such charitable organisations and more efficient delivery of services by them;
 - (b) acting as a support for the full and equal participation of persons with disabilities and disabling conditions concerning all aspects of their lives by causing or supporting such action as is deemed appropriate to help people with disabilities to express their views and wishes; have their interests represented; access information and services; and explore choices and options thus empowering people with disabilities to speak up for themselves, to fulfil their potential and be involved in and influence decisions that are being made about their future;
 - (c) representing the interests of people with disabilities, and charitable organisations established to assist them, at national, European and international level so as to clearly communicate their needs and assist in the formation of strategies designed to best advance their interests and best secure their wellbeing and rights; and
 - (d) positively influencing and shaping beliefs and values, attitudes and opinion regarding people with disabilities and educating the public on the valuable contribution that can be made by people with disabilities to society, thus encouraging Irish society to become fully inclusive of persons with disabilities and disabling conditions so that they can exercise their full civil, economic, social and human rights and thereby be enabled to reach their full potential.

SUBSIDIARY OBJECTS

4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object of the Federation set out in Clause 3 above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only:
- (a) to influence the development, implementation and monitoring of policies affecting persons with disabilities.
 - (b) to improve the effectiveness and sustainability of the voluntary disability organisations associated with the Federation.
 - (c) to strengthen the voice, impact and relevance of the disability movement in Ireland.
 - (d) to promote the wellbeing and participation of persons with a disabling condition or conditions whether physical, mental, sensory, hidden, communicative, neurological or otherwise in all aspects of Irish society.
 - (e) to the extent only that they are compatible with Irish charity law, to protect the rights and dignity of persons with disabilities and ensure that they enjoy full equality under the law in keeping with the principles enshrined in the United Nations Universal Declaration of Human Rights, 1948 and the United Nations Convention on the Rights of Persons with Disabilities, 2006 or such other international agreements protecting the rights of people with disabilities as Ireland may ratify from time to time.

POWERS OF THE FEDERATION

5. The following are the powers of the Federation:
- 5.1 To promote, conduct, arrange and sponsor research into all matters concerning or relevant to persons with a disability and to take such further steps arising therefrom as are necessary to promote the wellbeing of such persons.
 - 5.2 To carry out research, investigations and experimental work of every description in relation to the main object of the Federation and to publish and distribute the result of such research and such other information as it reasonably considers of assistance in promoting its main object.
 - 5.3 To promote, monitor, support or oppose any legislation or amendment of existing legislation affecting the wellbeing of persons with a disability and to prepare and to submit evidence to any Government Commission, Committee or Department, to public and private bodies and persons dealing with any aspect of work for persons with a disability and to promote and carry out surveys of the conditions affecting the wellbeing of persons with a disability and to publish the finding of survey.
 - 5.4 To foster and co-ordinate the activities of institutions, organisations, other bodies and individuals engaged in or working for the advancement of persons with a disability.
 - 5.5 To assist institutions, organisations and others who are members of the Federation in establishing and carrying forward the work of promoting the general wellbeing and participation of persons with a disability in all aspects of Irish society and where necessary or expedient to do so for the purpose of attaining this objective to co-operate with Departments of Government, public authorities or any other organisations, associations, institutions or persons.

- 5.6 To consult with and co-operate with other organisations, associations and institutions in Ireland and any part of the world having similar aims to the aims of the Federation.
- 5.7 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of charitable and public benefit purposes similar to those of the Federation and to exchange information with and advise them.
- 5.8 To encourage, assist, support and collaborate with other persons and organisations involved in charitable and public benefit endeavours having objects similar to, or part similar to, those of the Federation and to make donations whether of cash, buildings, land, property or assets of any other nature to, or arrange or provide services for, such persons and organisations.
- 5.9 To make donations for charitable and public benefit purposes either in cash or assets which the Federation may deem expedient.
- 5.10 To enter into arrangements, agreements, contracts and engagements with individuals, administrators, managers, groups, unincorporated associations or societies, statutory or corporate bodies, State or semi-State bodies or other persons or authorities necessary and proper for the carrying into effect of the main object mentioned in this memorandum and subject to the terms of such arrangement, agreements, contracts and engagements to sell any resulting rights acquired by the Federation as it thinks fit.
- 5.11 To consult with Government Departments and public authorities with reference to matters affecting persons with a disability and to undertake duties in regard to advancement of the interests of such persons at the request of such Government Departments or public authorities on such terms as the Federation may consider appropriate.
- 5.12 To advise and co-operate as appropriate with any relevant Government Departments or authorities on any matters concerned directly or indirectly with the main object of the Federation.
- 5.13 To apply to any Government or any Minister or any other person or bodies for the advance of monies by way of grant to finance the work of the Federation and to apply such monies accordingly subject to any conditions or restrictions which may be attached to such grant.
- 5.14 To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Federation's main object, and to obtain from any such Government authority or company any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- 5.15 To undertake and execute any trust which may seem desirable to the Federation gratuitously or otherwise.
- 5.16 To promote, arrange, organise or participate in conferences and meetings on any topic relevant to the advancement of the interests of persons with a disability.
- 5.17 To arrange, hold and provide for or join in arranging, holding and providing for educational lectures, courses, conferences, instruction, exhibitions, meetings and classes to further the Federation's main object.
- 5.18 To print and publish or cause to be printed and published in any form whatsoever including, for the avoidance of doubt, by electronic methods any books, periodicals,

leaflets or articles the publication of which is conducive to the objects of the Federation and to prepare or cause to be prepared film, audio-visual or other material relating to the objects of the Federation and to promote organise or co-operate in the organisation of lectures, films or slide shows, television or wireless talks, and any other form of publicity relating to the interests of persons with a disability.

- 5.19 To engage in any kind of publicity for the purposes of fostering the main object of the Federation and to publish on the internet, print, produce, manufacture, direct, broadcast, publish and distribute and arrange the printing or other means of production or reproduction, publication and distribution of any literature, catalogues, programmes, music, periodicals, films, videos, television programmes, sound recordings, computer programmes, books, posters or leaflets as the Federation thinks fit.
- 5.20 To raise funds by appealing for and inviting contributions (whether periodical or otherwise, absolute or conditional) from any person or body by way of donation, covenant, grant, loan, legacy or subscription and to accept donations upon any special trusts within the limits of the objects for which the Federation is established.
- 5.21 To accept subscriptions and donations (whether of real or personal estate) and devises and bequests and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Federation and generally to manage, invest and expend all monies belonging to the Federation in furtherance of its main object.
- 5.22 To invest and deal with the monies of the Federation not immediately required for the purposes of its main object in or upon such investments, securities or property or otherwise in such manner as may be thought fit and to manage and deal in same as may be thought fit by the Federation, subject to such conditions (if any) as may for the time being be imposed or required by law and **PROVIDED THAT** prior approval is obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years.
- 5.23 To take and hold shares in any other company or companies having objects similar to the main object of the Federation.
- 5.24 To maintain and operate bank accounts and to draw, accept, endorse and issue cheques and other negotiable or transferable instruments.
- 5.25 To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- 5.26 To lease or licence property, buildings or other structures to persons and organisations involved in charitable endeavours having objects similar to or in part similar to those of the Federation and to make loans to such persons and organisations.
- 5.27 To purchase or otherwise acquire lands, buildings, premises of every nature and kind for any estate or interest therein and to mortgage, sell, lease or otherwise dispose of same as the Federation may think fit, and to insure, repair, protect, renew and safeguard such property as the Federation may think fit.
- 5.28 To acquire by purchase, exchange, lease or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold, afforest, farm and work or

manage or to sell, let, alienate, mortgage, lease or charge land, houses, property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Federation in cash or debentures or obligations of the Federation, whether fully paid or otherwise, or in any other manner.

- 5.29 To construct all buildings and conveniences, whether of a permanent or temporary nature, which may seem directly or indirectly conducive to any of the Federation's main objects.
- 5.30 To construct, erect, enlarge, build, acquire and maintain houses and other buildings and works and to alter and improve the same including any existing buildings; to provide the same with such facilities as the Federation deems appropriate and with light, water, drainage and all other necessities, and to maintain the same.
- 5.31 To develop and turn to account any land acquired by the Federation or in which it is interested in any manner it deems fit including, without limitation, by laying out and preparing same for building purposes, constructing, improving, maintaining, decorating, altering, pulling down and fitting out buildings and structures, and by planting, paving, draining, cultivating or farming same and by construction of lakes and other water features, and altering or improving bridges, watercourses, reservoirs and wharves and to provide gardens, greenhouses and grounds for recreation and amusement.
- 5.32 To furnish and provide the Federation's property with such equipment, furniture, machinery and property of every description as the Federation may think desirable for its purposes.
- 5.33 To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Federation, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Federation's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed, and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Federation of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- 5.34 To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Federation, or for depreciation of works or stock, or any other purpose to advance the main object of the Federation.
- 5.35 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Federation, or by all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest due by the Federation and any company which is the Federation's subsidiary or associated company.
- 5.36 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Federation as an employee, or to the wives, husbands, civil partners, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by

Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the Federation and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a Member of the pension scheme while employed by the Federation; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Federation and to subscribe or guarantee money for charitable objects.

- 5.37 To acquire, develop and produce copyrights, inventions, rights or productions, licences and privileges and other rights and interests in the publication, display, recording, presentation and reproduction of works or music, pictures, books, songs, art, films, videos, computer programmes, computer data and other works, to deal with such rights and interests, to grant licences or copyright in respect of any property of the Federation, to buy, sell and deal in musical instruments, musical manuscripts, scores and/or parts published or otherwise, to make all necessary arrangements, agreements and contracts with the publishers and owners of the copyrights and to act as musical, educational and artistic agents.
- 5.38 To incorporate any company or companies in the State for the purpose of acquiring all or any of the property or liabilities of the Federation, or of undertaking any business or operations which may appear likely to assist or benefit the Federation or to enhance the value of or render more profitable any property, assets or business of the Federation, or for any other purpose which may seem directly or indirectly calculated to benefit the Federation.
- 5.39 To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or proposing to carry on any business which the Federation is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Federation, or possessed of property suitable for the purposes of the Federation, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with, or for co-operation, or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- 5.40 Subject to Clause 7 hereof, to employ such persons to perform such duties on such terms as the Federation may think fit including agents either within or outside the State and remunerate any person, firm or company rendering services to the Federation either by payment or otherwise, the remuneration, tenure of office and other conditions of service of every person appointed or engaged by the Federation to be such as the Federation shall determine having regard to norms applying to similar posts in the public and private sectors.
- 5.41 To procure the Federation to be registered or recognised in any foreign country, colony, dependency or place.
- 5.42 To establish and organise branches and subsidiaries of the Federation.
- 5.43 To appoint and constitute such advisory councils as the Board of Directors may think fit.
- 5.44 To carry on any business which may seem to the Federation capable of being conveniently carried on in connection with the above main object or calculated directly

or indirectly to enhance the value of or render profitable any of the Federation's property, rights or interests.

- 5.45 To pay all and any expenses, including project management and legal expenses of, incidental to or incurred in connection with the drafting of the Federation's Memorandum and Articles of Association, the formation and incorporation of the Federation, the obtaining of legal and other advice on the governance of the Federation, the raising of its loan or other capital, the attainment of charitable status and, generally, any other expenses directly or indirectly related to the establishment of the Federation and to contract with any person or company to pay the same.
- 5.46 To amalgamate with any other charitable company whose objects are similar to those of this Federation.
- 5.47 To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone, in partnership or in conjunction with any person or company, and to contract for the carrying on of any operation connected with the Federation's main objects by any person or company.
- 5.48 To do all such other things as are incidental to, or may be thought conducive to, the attainment of the Federation's main object.

And it is hereby declared that in the construction of this Clause and Clauses 3 and 4, the word "company", except where used in reference to this Federation, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

And it is hereby further declared that in the construction of this Clause and Clauses 3 and 4, the word "person" shall be deemed to include a body corporate and an unincorporated body of persons as well as an individual and that words denoting the singular number only shall include the plural number and vice versa.

LIABILITY OF MEMBERS

- 6. The liability of the members is limited.

INCOME AND PROPERTY

- 7. The income and property of the Federation shall be applied solely towards the promotion of main object(s) as set forth in this Constitution. No portion of the Federation's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Federation. No Director shall be appointed to any office of the Federation paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Federation. However, nothing shall prevent any payment in good faith by the Federation of:
 - (a) reasonable and proper remuneration to any member or servant of the Federation (not being a Director) for any services rendered to the Federation;
 - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Federation to the Federation;
 - (c) reasonable and proper rent for premises demised and let by any member of the Federation (including any Director) to the Federation;

- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Federation;
- (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company;
- (f) insurance premia in respect of any Director's liability indemnity insurance policy or policies; and
- (g) payment by the Federation to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

WINDING UP OF FEDERATION

8. If upon the winding up or dissolution of the Federation there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Federation. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Federation. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Federation under or by virtue of Clause 7 hereof. Members of the Federation shall select the relevant company or companies (being a charitable institution or institutions) to which its property is to be so given or transferred at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some other company or companies (being a charitable institution or institutions) selected by the members of the Federation whether having main objects similar to the main objects of the Federation or not. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.
9. Every member of the Federation undertakes to contribute to the assets of the Federation in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Federation contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.27.

ADDITIONS, ALTERATIONS OR AMENDMENTS

10. No alterations or amendments shall be made to or in the provisions of the Memorandum of Association for the time being in force:
 - 10.1 unless in the case of amendments for which the prior approval of the Charities Regulatory Authority is required under the Charities Act 2009 (as for the time being amended, extended or replaced), such amendments have been previously submitted to and approved in writing by the Charities Regulatory Authority.
 - 10.2 which would contravene section 1180 of the Companies Act 2014.

KEEPING ACCOUNTS

11. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

ARTICLES OF ASSOCIATION
OF
DISABILITY FEDERATION OF IRELAND

1. (1) In these Articles:-

“**Act**” means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force.”

“**Acts**” means the Act, all statutory instruments which are to be read as one with, or construed or read together as one with, the Act and every statutory modification and re-enactment thereof for the time being in force.”

“**Directors**” means the Directors for the time being of the Federation or the Directors present at a meeting of the Board of Directors;

“**Member**” means the persons described in Article 4;

“**Nominating Bodies**” means the bodies corporate or unincorporated associations referred to in Article 2;

“**Secretary**” means any person appointed to perform the duties of the Secretary of the Federation;

“**Seal**” means the common seal of the Federation;

“**Strategic General Meeting**” means a general meeting of the Members of the Federation the purposes of which include the matters described in Article 11(b);

“**Federation**” means the company known as Disability Federation of Ireland; and

“**Office**” means the registered office for the time being of the Federation.

- (2) The provisions set out in these articles of association shall constitute the whole of the regulations applicable to the Federation and no “optional provision” as defined by section 1177(2) of the Act shall apply to the Federation.
- (3) Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.
- (4) Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Companies Acts.

NOMINATING BODIES

2. (1) The bodies corporate and unincorporated associations that, as at the date of the adoption of these articles of association, are recognised by the Federation as being Nominating Bodies shall, subject to these articles, continue to be so recognised as Nominating Bodies.
- (2) The Directors may, in their discretion:
 - (a) recognise additional bodies corporate and unincorporated associations as Nominating Bodies where the Directors believe that they are suitable to become Nominating Bodies and will work towards the achievement of the objects of the Federation; and
 - (b) withdraw recognition from any body corporate or unincorporated association that is, whether before or after the adoption of these articles of association, a Nominating Body.
- (3) A Nominating Body shall be entitled to nominate up to two persons to become Members of the Federation.
- (4) Any person nominated to become a Member by a Nominating Body must be a natural person.
- (5) Not later than 9 months following the adoption of these articles of association, at least one of the people nominated to become Members (or, if only one person is nominated, the person nominated) must be a person with a disability or with a personal and enduring experience of disability.
- (6) Every person nominated by a Nominating Body must consent in writing to becoming a Member of the Federation in such form as may from time to time be prescribed by the Directors.
- (7) Nominating bodies must provide the Directors with such information as the Directors shall from time to time require in relation to the persons who they nominate as Members.
- (8) The persons who have, as at the date of the adoption of these articles of association, been nominated by the Nominating Bodies as members of the Federation shall be deemed to have been nominated as Members of the Federation.
- (9) Where a Nominating Body wishes to replace a person nominated by it or where a new Nominating Body is recognised, it or they shall notify the Federation in writing of the names and addresses of its nominees.
- (10) All rights conferred upon a Nominating Body under these articles of association are conditional upon that Nominating Body paying the admission and subscription fees levied by the Federation on the persons nominated by it to be Members of the Federation.

MEMBERSHIP

3. Subject to compliance with these articles of association, the minimum number shall be three and there is no limit to the number of persons who may be registered as Members of the Federation.

MEMBERS

4. The Members of the Federation are the persons who, as at the date of the adoption of these articles of association, have been nominated by the Nominating Bodies and admitted as members of the Federation and whose names have been entered in the register of members.
5. Where a Nominating Body nominates a person to become a Member of the Federation the Directors shall admit that person as a Member and direct that his or her name is entered in the register of members subject only to being provided with such evidence as the Directors may require that the provisions of Article 2 have been complied with.

RIGHTS AND OBLIGATIONS OF MEMBERS

6. (1) A Member shall be entitled to receive notice of, attend and vote at every general meeting of the Federation.
- (2) All Members shall to the best of his or her ability act in furtherance of the achievement of the objects of the Federation.

TERMINATION OF MEMBERSHIP

7. (1) A Member will cease to be a member of the Federation:
 - (a) where written notice is received by the Federation from the Nominating Body that nominated that Member that it has withdrawn its nomination and the Directors, from the date of receipt of that notice by the Federation; or
 - (b) where the Member resigns by giving notice in writing to the Federation, from the date of receipt of that notice by the Federation; or
 - (c) where the Members resolve by special resolution to terminate the Member's Membership; or
 - (d) where the Nominating Body which nominated that Member has its recognition as a Nominating Body withdrawn by the Directors.
- (2) Where a person ceases to be a Member in accordance with Article 7(1) the Directors shall immediately direct that the register of members records that termination as and from the appropriate date.

ADMISSION AND SUBSCRIPTION FEES

8. The Directors may in their absolute discretion determine the amount of the admission fee, if any, and the annual subscription fee, if any, payable by Members and may, as between Members, set different fees or no fees having regard to such criteria as the Directors think fit.

REGISTER OF MEMBERS

9. The Federation shall keep a register of members which shall record the names and addresses of all Members their date of admission to membership and their category of membership.

GENERAL MEETINGS

10. All general meetings of Members of the Federation shall be held in the State.
11. The Federation shall in each year hold:

- (a) a general meeting of the Members 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 of the Federation and that of the next. The Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint; and
 - (b) two other general meetings of the Members, to be known as Strategic General Meetings, for the purposes of the consideration and approval of the Federation's strategic plan (at one Strategic General Meeting held in the year a strategic plan is adopted) and the discussion of progress in relation to its achievement (at those other Strategic General Meetings during the currency of an existing strategic plan), and the Federation shall specify the meetings as such in the notices calling them.
12. All general meetings other than Annual General Meetings and Strategic General Meetings shall be called Extraordinary General Meetings.
13. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 178(3) of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director or any two Members of the Federation may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

14. Subject to the Act:
- (a) an Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by 21 days' notice in writing at the least,
 - (b) an Extraordinary General Meeting (other than one called for the passing of a Special Resolution) shall be called by 14 days' notice in writing at the least,
 - (c) a Strategic General Meeting shall be called by 14 days' notice in writing at the least, and

the notice of general meetings 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 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 entitled to receive notices from the Federation.

15. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. (1) All business shall be deemed special that is transacted:
- (a) at an Extraordinary General Meeting, and
 - (b) 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 review by the Members of the Federation's affairs, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors, the fixing of the remuneration of the Auditors and the consideration and approval of the

Federation's strategic plan and the discussion of progress in relation to its achievement).

- (2) The only business that can be transacted at a Strategic General Meeting shall be the consideration and approval of the Federation's strategic plan and the discussion of progress in relation to its achievement.
17. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business; save as herein otherwise provided, for a quorum to exist at least 12 Members who are eligible to vote must be present.
18. 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 Directors 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 shall be a quorum.
19. The Chairperson, if any, of the Board of Directors shall preside as Chairperson at every general meeting of the Federation, or if there is no such Chairperson (or Vice-Chairperson), or if he, she or they is or are not present within 15 minutes after the time appointed for the holding of the meeting or are unwilling to act, the Directors present shall elect one of their number to be Chairperson of the meeting.
20. If at any general meeting no Director is willing to act as Chairperson 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 Chairperson of the meeting.
21. The Chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
22. (1) Subject to Article 22(2), 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 Chairperson, or
- (b) by at least three Members present.
- (2) Unless a poll is so demanded, a declaration by the Chairperson 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 Federation, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
23. Except as provided in Article 25 if a poll is duly demanded it shall be taken in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
25. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

RESOLUTIONS AND VOTES OF MEMBERS

26. 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 Federation duly convened and held, and may consist of several documents in the like form, each signed by one or more persons, and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act. Any such resolution shall be served on the Federation.
27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
28. Votes must be given personally.

NUMBER OF DIRECTORS

29. (1) Unless and until otherwise determined by the Federation in general meeting, the number of Directors shall be not less than six (6) or more than fifteen (15) provided that the maximum number of Directors who shall serve following their election by the Members in general meeting shall be twelve (12) and that up to three other Directors may be co-opted by the Directors in accordance with Article 32.
- (2) No alternate directors may be appointed.

RETIREMENT BY ROTATION

30. (1) At each Annual General Meeting of the Federation, one-third of the Directors for the time being (excluding Directors who automatically retire in accordance with Articles 32 or 33), or, if their number is not divisible by three, then the lowest whole number nearest one-third, shall retire from office.
- (2) For the avoidance of doubt every Director of the Federation irrespective of how long they have served as Directors shall retire by rotation in accordance with Article 30(1) and 30(3).
- (3) The Directors to retire by rotation in accordance with Article 30(1) shall be those who have been longest in office since their last election (and excluding Directors co-opted in accordance with Article 33) but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

ELECTION AND REMOVAL OF DIRECTORS

31. (1) The Members shall be entitled to fill the vacancies created by the operation of Article 30(1), Article 32 and Article 33 (the “Vacancies”) and each Member of the Federation shall be entitled to nominate one person for election to the office of Director of the Federation to fill the vacancies created by the operation of Article 30(1) and Article 33 but only the Directors shall be entitled to nominate persons to fill the vacancies created by the operation of Article 32.
- (2) A Member may only nominate for election to the office of Director of the Federation a person:
- (a) who is a Member of the Federation, and
 - (b) who has been seconded by another Member.
- (3) The Directors may only nominate for election to the office of Director a person who has been appointed by them in the course of the previous year to be a Director in accordance with Article 32.
- (4) Subject to paragraph (5), no person may be a Director of the Federation for longer than 9 consecutive years.
- (5) Where a Director would be precluded from continuing in office by paragraph (4), that Director may continue in office for a further period of up to one year where the Directors resolve that this is in the best interests of the Federation.
- (6) The following provisions shall apply in relation to the election of directors:
- (a) where the number of persons so nominated equals the number of Vacancies the persons who are so nominated shall be deemed to be elected to the office of Director at the relevant Annual General Meeting of the Federation; and
 - (b) where the number of persons so nominated exceeds the number of Vacancies, the persons nominated (the “Candidates”) shall stand for election at the Annual General Meeting and each Member shall have one vote. The Vacancies shall be filled by the Candidates who receive the highest number of votes who shall be deemed to be elected and in the event of a tie, shall be determined by lot or in such other manner as the Chairperson shall at his or her discretion deem to be appropriate.
- (7) Members entitled to nominate a person as a Director must submit their nominations in writing to the Federation not later than 35 days before the Annual General Meeting of the Federation and must furnish a written consent from the person to his or her nomination and from another Member, seconding his or her nomination.
- (8) The Federation shall issue a list of persons who have been nominated by the Members and by the Directors, to each Member, when issuing the notice of the Annual General Meeting.
32. Subject to the limitation on the number of Directors provided for in Article 29(1), the Directors shall have the power at any time, and from time to time, to appoint up to three (3) additional persons to be Directors for the purpose of complimenting the skills and experience of the Board of Directors. Any Director co-opted in accordance with this Article shall retire at the Annual General Meeting of the Federation next following his or her appointment.

33. Subject to the limitation on the number of Directors provided for in Article 29(1), the Directors shall have power at any time, and from time to time, to appoint any person who meets the requirements set out in Article 31(2) to be a Director to fill a casual vacancy in the Directors elected by the Members in general meeting. Any Director co-opted in accordance with this Article shall retire at the next Annual General Meeting of the Federation.
34. Subject to Article 31(4), a Director who retires having been elected at an Annual General Meeting or who retires pursuant to Article 33 shall be eligible to be nominated or re-nominated by a Member and if so nominated shall be eligible for re-election. Subject to Article 31(4), a Director who retires pursuant to Article 32 shall be eligible to be nominated at the discretion of the other Directors in accordance with Article 31(3) and if so nominated shall be eligible for re-election.
35. The Federation may, by ordinary resolution, of which 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 regulations or in any agreement between the Federation 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 or her and the Federation.
36. The office of Director shall be vacated automatically if and when a Director:-
- (a) retires by rotation in accordance with Article 31, Article 32 or Article 33; or
 - (b) in the case of a Director appointed pursuant to Article 32, the other Directors resolve to remove him or her before the next Annual General meeting; or
 - (c) in the case of a Director, other than one co-opted under Article 32, he or she ceases for any reason to be a Member of the Federation; or
 - (d) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (e) becomes prohibited from being a Director by reason of any order made under the Act; or
 - (f) is convicted of an indictable offence (unless the other Directors otherwise determine); or
 - (g) resigns by notice in writing upon receipt thereof by the Federation; or
 - (h) becomes, in the opinion of the other Directors, incapable of discharging his or her duties as a Director of the Federation; or
 - (i) is removed or retires under any of the provisions of the Act; or
 - (j) is requested in writing by all of the other Directors to resign.

BORROWING POWERS

37. The Directors may exercise all the powers of the Federation 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 Federation or of any third party.

POWERS AND DUTIES OF DIRECTORS

38. (1) The business of the Federation shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Federation, and exercise all such

powers of the Federation as are not by the Acts or Articles required to be exercised by the Federation in general meeting subject nevertheless to the provision of the Acts and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by special resolution of the Federation in general meeting, but no direction given by the Federation in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction has not been given.

- (2) The Directors from time to time may appoint any person (not being a director) to the position of “Chief Executive Officer” or such other name as the Directors determine (hereinafter “Chief Executive Officer”) for such period and on such terms as they think fit, having regards to norms applying to similar posts in the public and private sector, and fix, determine and vary his or her duties, powers and functions. The Directors may revoke such appointment, but without prejudice to any claim such Chief Executive Officer may have for damages for breach of any contract of service between him or her and the Federation. A Chief Executive Officer shall not be a member of the Board of Directors or any committee of Directors, he or she shall not attend meetings of Directors except on the invitation of the Board and shall not be entitled to vote at any meetings of Directors.
 - (3) The Directors shall ensure that in performing their duties and responsibilities they shall have regard to best practice and good corporate governance, particularly in relation to financial management and control.
 - (4) The Directors shall periodically develop a strategic plan in relation to the achievement of the Federations objectives which plan must be approved by the Members.
39. The Directors 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 Directors to be the attorney or attorneys of the Federation for such purposes and with 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.
40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Federation, 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.
41. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Federation, and of the Directors and of committees of Directors.

VOTING ON CONTRACTS AND CONFLICTS OF INTEREST

42. (a) In addition to the requirements of section 231 of the Act 1963, a Director may not vote in respect of any contract or matter under discussion at a meeting of directors in which he or she is interested and shall not be counted in the quorum for that meeting.

- (b) Directors who are in any way either directly or indirectly interested in any contract or matter under discussion at a meeting of directors shall declare immediately their interest, which declaration shall be recorded in the minutes of the meeting.
- (c) Where the question arises as to whether or not a director is interested in a contract or a matter under discussion, the question may be determined by the Chairperson of the meeting and his or her decision will be final and binding and shall be recorded in the minutes.

PROCEEDINGS AND MEETINGS OF DIRECTORS

43. (1) 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 a majority of votes. Where there is an equality of votes, the Chairperson shall have a second or casting vote. Any three (3) Directors may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of 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.
- (2) A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held and any such resolution may consist of several documents in the like form, each signed by one or more Directors.
- (3) The quorum necessary for the transaction of the business of the Directors shall be four (4) Directors present in person or such higher number as the Directors may resolve from time to time.
- (4) Where it is convened and held in accordance with any regulations made by the Directors under Article 43(1), a meeting of the Directors or of a committee of the Board of Directors may consist of a conference between some or all of the Directors who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak, or otherwise communicate, to each of the others and to be heard, or otherwise understood, by each of the others and:
- (a) a Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
 - (b) such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the Chairperson of the meeting then is; and

the word “meeting” where used in these articles of association in the context of a meeting of the Federation’s Directors or committee of Directors shall be construed accordingly.

44. 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 Federation 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 Federation, but for no other purpose.
45. 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.

CHAIRPERSON AND VICE CHAIRPERSONS

46. (a) At the first board meeting following each Annual General Meeting, the Directors shall elect a Chairperson and two Vice Chairpersons whose term of office shall continue until the beginning of the first board meeting following the next Annual General Meeting.
- (b) No person may serve as Chairperson for longer than three (3) consecutive years or serve as Vice Chairperson for longer than six (6) consecutive years.
- (c) If at any meeting the Chairperson or either Vice Chairperson is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of that meeting.

THE CHAIRPERSON'S DUTIES

47. The duties and responsibilities of the Chairperson (and where the Chairperson is unable to act, the Vice Chairpersons) shall be determined by the Board of Directors but shall include:
- (a) overseeing the governance and performance of the Federation, setting the agenda for meetings and facilitating the effective contribution of other Directors;
- (b) endeavouring to ensure that the strategic plan which must be developed by the Directors is acceptable to the Members and approved by them in general meeting;
- (c) leading and representing the Board to the Chief Executive Officer and other employees of the Federation and to the Members in general meeting;
- (d) chairing meetings of the Board of Directors and ensuring that the Board functions effectively and efficiently;
- (e) chairing general meetings of the Federation.
48. In the event of an equality of votes, the Chairperson shall have a second or casting vote.

BOARD COMMITTEES

49. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
50. The Board of Directors shall appoint a person to chair committees established under Article 49; if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of the meeting.
51. A committee established under Article 49 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 chairperson shall have a second or casting vote.

OTHER COMMITTEES

52. The Directors may establish such other committees for such purposes and consisting of such persons as they think fit; any committee so formed shall, have no decision making powers.

53. The Board of Directors shall appoint a person to chair committees established under Article 52; if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of the meeting.
54. A committee established under Article 52 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 chairperson shall have a second or casting vote.

SECRETARY

55. (1) Subject to the Act , the secretary shall be appointed by the Directors at such remuneration and upon such conditions as they may think fit provided that any person so appointed shall cease to be the secretary at the first board meeting following each Annual General Meeting, unless his or her appointment is extended for a further 12 months by resolution of the Board of Directors and, without prejudice to the foregoing, any secretary so appointed may be removed at any other time by resolution of the Directors.
- (2) In addition to the power to appoint a secretary in paragraph (1) and subject to the Act , the Directors may appoint an Assistant Company Secretary (an “Assistant”) and or a Deputy Company Secretary (a “Deputy”) for such term, at such remuneration and upon such conditions as they may think fit; and any such Assistant or Deputy so appointed may be removed by them and references herein to “Secretary” shall be construed, if permitted, as including references to an Assistant or a Deputy.
56. A provision of the Acts 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.

THE SEAL

57. 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 that purpose.

ACCOUNTS AND ACTIVITY REPORTING

58. The Directors shall cause proper books of accounts to be kept relating to:-
- 58.1 all sums of money received and expended by the Federation and the matters in respect of which the receipt and expenditure takes place;
- 58.2 all sales and purchases of goods by the Federation; and
- 58.3 the assets and liabilities of the Federation.
59. Proper books shall be deemed to be kept if they comply with the provisions of the Act and give a true and fair view of the state of affairs of the Federation and explain its transactions.
60. The books shall be kept at the office or, subject to the provisions of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

61. 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 Federation 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 right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Federation in general meeting.
62. The Directors shall from time to time in accordance with the Acts cause to be prepared and to be laid before the Annual General Meeting of the Federation such profit and loss accounts, balance sheets, group accounts and reports as are required by the Acts to be prepared and laid before the Annual General Meeting of the Federation.
63. 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 Federation together with a copy of the Directors' 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 Acts to receive them.
64. The Directors shall cause reports on activities to be produced which will set out the ways in which the objects of the Federation are being achieved and the ways in which the strategic plan of the Federation is being implemented and such reports will be presented at the annual general meeting and strategic general meetings.

AUDIT

65. Independent auditors shall be appointed and their duties regulated in accordance with the Acts.

NOTICES

66. (1) Any notice required to be given by the Federation to any person (the "recipient") under these articles may be given by means of delivery, post, cable, telegram, telex, telefax, facsimile, electronic mail (including email) or any other means of communication approved by the Directors, to the address or number of the recipient notified to the Federation by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the Federation). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Federation and the recipient, to have been served at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 24 hours after despatch in the case of post, cables and telegrams and at the expiration of 12 hours after despatch in the case of telex, telefax, facsimile, electronic mail (including email) or other method of communication approved by the directors.
 - (2) Any document (including, but not limited to, any notice, appointment, removal or resolution) required or authorised by these articles to be sent to or served on the Federation shall be in writing sent to or served on the Federation at its registered office or its principal place of business in Ireland by addressing it to the Secretary, and may be sent or served by any means of communication approved by the directors, and may bear a printed or facsimile signature of the person or persons required by these articles to sign such document.
67. Any Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
 - 67.1 every Member; and
 - 67.2 the Auditor for the time being of the Federation, and
 - 67.3 the Directors of the Federation.

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

INDEMNITY FOR DIRECTORS

68. (1) Subject to the provisions of and so far as may be permitted by the Acts, every Director, managing director, chief executive, auditor, Secretary or other officer of the Federation shall be entitled to be indemnified by the Federation against all costs, charges, losses, expenses and liabilities incurred by a Director in the execution and discharge of his or her duties or in relation thereto including any liability incurred by a Director in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him or her as an officer or employee of the Federation and in which judgment is given in his or her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on the Director's part) or in which he or she is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him or her by the Court.
- (2) The Directors shall have power to purchase and maintain for any Director or officer, past or present, of the Federation, insurance against any such liability as referred to in Section 235 of the Act and notwithstanding anything else herein contained the Directors shall be entitled to vote (and be counted in the quorum) in respect of any resolution concerning the purchase of such insurance.

This instrument, to which the Seal is affixed, is hereby signed by two authorised officers in accordance with Article 57 herein:

Dated 31 October 2024


Michael Doyle
DFI Chairperson


Peter Murphy
DFI Board Secretary

DISABILITY FEDERATION
OF IRELAND