

COMPANIES ACT 2014

CONSTITUTION OF A COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

THE INTERNATIONAL SOCIETY FOR QUALITY IN HEALTH CARE COMPANY LIMITED BY GUARANTEE

1. The name of the Company is The International Society for Quality in Health Care Company Limited by Guarantee.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014 (the “Act”)
3. The main object of the Company is to benefit the community through the promotion of health, by promoting quality and safety improvement in health and social care internationally in both the public and private sectors through membership, conferences, workshops, seminars, external evaluation activities, education and promoting awareness of quality and safety in health and social care (the “*main object*”).
4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object 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 focus on the methodologies needed to facilitate quality in health care which includes health and social care and to develop programmes and activities, related to these.
 - (b) To organise scientific meetings of the Company and to encourage the organisation of such meetings on both a global and a regional basis.
 - (c) To prepare, draft, write and publish any newsletter, journal, book or publication of any kind which may be circulated or published in any format whether printed or by electronic methods as may be determined by the Board.
 - (d)
 - (i) To promote internationally the external evaluation of health and social care systems,
 - (ii) To provide a programme of third party external evaluation based on internationally agreed standards of health and social care and methodologies of assessment for external evaluation bodies.
 - (e) To promote research and education in quality improvement and safety improvement in health care which may include social care.
 - (f) To foster and maintain relationships with other international and regional organisations concerned with quality improvement and the maintenance of optimal standards in health care which may include social care or any other activity which may complement the aims of the Company as determined by the main object.

5. The Company shall, in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the main object and which powers may only be exercised in promoting the main object. Any income generated by the exercise of these powers is to be applied to the promotion of the main object:
- (a) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for the main object of the Company;
 - (b) To construct, maintain, and alter any buildings, or works necessary or convenient for the purposes and in pursuit of the main object of the Company.
 - (c) To take any gift of property, whether subject to any special trust or not, for the main object of the Company.
 - (d) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions, or otherwise.
 - (e) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
 - (f) To borrow and raise money in such manner and upon such security as the Company may think fit.
 - (g) To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
 - (h) To invest such monies of the Company as are not immediately required for the purpose of the main object in or upon such investments, securities or property as may be thought fit by the Directors and to place any such moneys on deposit with bankers or others, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided, prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
 - (i) To undertake and execute any trusts (or any agency business which may seem directly or indirectly conducive to the main object of the Company.
 - (j) To establish and support, and to aid in the establishment and support of any other companies, in any jurisdiction, formed for similar main object to this Company.
 - (k) Subject always to Regulations 6 and 9 below, to amalgamate with any charitable companies, institutions, societies or associations having main objects altogether similar to that of this Company, in any jurisdiction.
 - (l) Subject always to Regulations 6 and 9 below, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of anyone or more of the companies, institutions, societies or associations with which this Company is authorised to amalgamate.

- (m) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act, 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- (n) To transfer all or any part of the property, assets, liabilities and engagements of this Company to anyone or more of the companies, institutions, societies or associations with which this Company is authorised to amalgamate.
- (o) To do all such other lawful things as are incidental or conducive to the attainment of the above main object.

Provided that:

- (p) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (q) The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others, any regulation, restriction or condition which if an object of the Company would make it a trade union.

6. The income and property of the Company shall be applied solely towards the promotion of the main object as set forth in this Memorandum of Association.

- (a) No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members of the Company.
- (b) No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
 - (i) reasonable and proper remuneration to any Member, officer or servant of the company (not being a Director) for any services rendered to the company;
 - (ii) 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 Company to the Company;
 - (iii) reasonable and proper rent for premises demised and let by any Member of the company (including any Director) to the Company;
 - (iv) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;

- (v) 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 (if any) of such company;
 - (c) Nothing shall prevent any payment by the Company 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)
- 7. The liability of the Members is limited.
- 8. Every Subscriber Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a Subscriber Member, or within one year after he ceases to be a Subscriber Member, for payment of the debts and liabilities of the Company contracted before he ceases to be a Subscriber Member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one euro.
- 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, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main object(s) similar to the main object of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Regulation 6 hereof. Members of the Company shall select the relevant institution or institutions 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 charitable object with the agreement of the Charities Regulator. 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.
- 10. For as long as the Company benefits from charitable tax exempt status from the Revenue Commissioners, annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
- 11. The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

COMPANIES ACT 2014

CONSTITUTION OF A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE INTERNATIONAL SOCIETY FOR QUALITY IN HEALTH CARE COMPANY LIMITED BY GUARANTEE

1. PRELIMINARY

1.1 The following Regulations shall apply to the Company.

1.2 The Optional Provisions, as that term is defined by Section 1177(2) of the Act, shall apply to the Company save to the extent disappplied, excluded, modified or supplemented by these Regulations.

1.3 For the avoidance of doubt, the following Optional Provisions shall not apply to the Company:

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| (a) | Section 144(3) | Appointment of Directors |
| (b) | Section 148(2) | Vacation of Office of Director |
| (c) | Sections 161(1), (6), (7) | Written Members' Resolutions |
| (d) | Sections 162 - 164 | Holding office or place of profit, Negotiable Instruments |
| (e) | Section 165 | Alternate Directors |
| (f) | Section 182(2) | Quorum for General Meetings |
| (g) | Sections 183(5) to (8) | Proxies |
| (h) | Section 186(c)(i) & (ii), (d) & (f) | Business of the Annual General Meeting |
| (i) | Section 187(8) | Chairman's Casting Vote at General Meetings |
| (j) | Section 188(2) | Voting on a Poll |
| (k) | Section 1196 | Rotation of Directors |
| (l) | Section 1197 | Remuneration of Directors |
| (m) | Section 218 | Notice. |

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions:

In these Regulations (including Regulation 1 above), the words standing in the first column of the table below shall bear the meaning set out opposite to them respectively in the second column of such table unless otherwise provided in any particular context.

2009 Act	The Irish Charities Act, 2009 and every statutory modification or re-
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	enactment thereof for the time being in force.
Act	The Irish Companies Act, 2014 and every statutory modification or re-enactment thereof for the time being in force.
Appointed Directors	shall mean those Directors who are appointed by the Board in accordance with Regulations 17 and 18 of these Articles, who, for the avoidance of doubt, shall include the ISQua Officers.
Articles	these Articles of Association as same may be amended from time to time in accordance with the Act.
Board	the Board of Directors of ISQua as provided for in these Articles and the role of which, for the avoidance of doubt, includes guiding ISQua's strategic direction and ensuring that key operational decisions are made for and on behalf of ISQua and which includes, for the avoidance of doubt, the Appointed Directors and the Elected Directors.
Casual Vacancy	a vacancy created on the vacation of office of a Director as provided for in Regulation 20 of these Articles.
Charity Trustee	shall have the meaning ascribed to such term in the 2009 Act.
Chief Executive Officer	the Person appointed as such by the Board in accordance with these Articles.
Company or ISQua	the International Society for Quality in Health Care, Company Limited by Guarantee, a company limited by guarantee incorporated under the laws of Ireland (Company Registration Number: 461093).
Constitution	shall have the meaning ascribed to such term at Section 1176(1) of the Act.
Directors	shall mean the persons appointed or elected to the Board as directors for the time being and, for the avoidance of doubt, shall comprise the Elected Directors and the Appointed Directors.
EEA	the European Economic Area as established by the EEA Agreement.
EEA Agreement	the Agreement on the European Economic Area of 2 May 1992 as adjusted by the Protocol of 17 March 1993 and every statutory modification or re-enactment thereof for the time being in force.
EEA Resident Director	a Director who is a person who is resident in an EEA State as required by Section 137 of the Act.
EEA State	a State, including Ireland, which is a contracting party to the EEA Agreement.
Elected Directors	shall mean those Directors who are elected by the Members and identified as such in accordance with Regulations 17 and 18 of these Articles and who are subject to election in accordance with Regulation 18 of these Articles.
election year	a Society Year in which an election of Elected Directors is scheduled to take place in accordance with Regulation 18.4 below.
External Evaluation	a formal assessment process undertaken by an external, independent third party to assess performance or compliance in relation to set standards.
Facsimile Signature	the reproduction of any authorised signature by a photographic, photostatic or scanned device.

Honorary Advisor	any Individual who by invitation from the Board advises the Board on matters pertaining to the objectives of the Company but who, for the avoidance of doubt, is not a Director or an ISQua Officer;
Honorary Treasurer	a person appointed by the Board in accordance with these Articles whose role is to be responsible for overseeing ISQua's financial administration, reviewing its financial procedures and financial strategy and finance reporting to the Board and who, for the avoidance of doubt, is an ISQua Officer and an Appointed Director.
Immediate Past President	a person who has previously completed a term of two (2) years as President Elect and, immediately prior to becoming the Immediate Past President, had completed a term of two (2) years as President and who, for the avoidance of doubt, is an ISQua Officer and an Appointed Director.
International Office	the location of the permanent office of ISQua.
Individual	a natural person.
Individual Member	a Member who is a natural person (including a Life Member who is an individual);
Institution	a corporate body, organisation, foundation, society, association or body of any kind.
Institutional Member	a Member which is an Institution.
ISQua Officer	The President, the Immediate Past President, the President-Elect and the Honorary Treasurer.
Life Member	a Member appointed as such in accordance with the Life Membership Policy.
Life Membership Policy	the policy of the Company approved by the Board which sets out the criteria for the selection of Life Members and the benefits which are granted to Life Members and in respect of which any amendments shall be approved by the Board.
Member	has the meaning ascribed to such term at Section 199 of the Act and includes all categories of Members provided for in Regulation 3 of these Articles and Members and Membership shall be construed accordingly.
Office	the office held by a Director or other ISQua Officer.
President	the person appointed as President of ISQua by the Board from time to time being either (i) the person who was President Elect during the two (2) years immediately prior to his appointment as President or (ii) if the person at (i) is unable or unwilling to act as President, such other person as shall be directly appointed by the Board as President from amongst the Directors from time to time;
President Elect	the person appointed by the Board to that Office in accordance with Regulation 20 of these Articles from time to time and who, for the avoidance of doubt, is an ISQua Officer and an Appointed Director.
President's Report	a report on activities presented by the President to the Annual General Meeting.
Regional Patron	an individual, corporate body, organisation, foundation, society, association or body of any kind which is deemed to be a champion and have knowledge of a region of the world and, by invitation from the Board, can become involved in Board matters pertaining to the

	objectives of the Company, and Regional Patrons shall be construed accordingly.
Registrar	the Registrar of Companies.
Regulation	a regulation contained in these Articles and Regulations shall be construed accordingly.
Regulator	the Charities Regulator, established under the 2009 Act.
Returning Officer	has the meaning ascribed to such term at Regulation 18.15.
Scientific Meeting	an educational and scientific conference for the purpose of giving a forum to persons involved in health and social care quality and safety improvement to present and discuss their work.
Secretary	the company secretary of the Company within the meaning of Section 129 of the Act.
Society Year	the period commencing on the date of an Annual General Meeting and expiring on the day immediately prior to the Annual General Meeting for the following year.
Special Interest Group	any community appointed by the Board with an interest in advancing a specific area of knowledge or learning where members of such group co-operate to effect or to produce solutions within their particular field.
Statutes	collectively, the Act and the 2009 Act.
Subscriber Members or Subscribers	has the meaning ascribed to such term at Regulation 3.1 below.

2.2 Interpretation:

- (a) Words importing the singular number only, shall include the plural number, and vice versa. Words importing the masculine gender only, shall include the feminine gender. Words importing persons shall include corporations and institutions.
- (b) A word or expression used in this Constitution which is not otherwise defined and which is also used in the Act shall be ascribed the same meaning as it has in the Act unless the same word or expression is defined differently in the 2009 Act and the context lends itself to the latter interpretation.
- (c) A word or expression used in this Constitution which is not otherwise defined and which is also used in the 2009 Act shall be ascribed the same meaning as it has in the Act unless the same word or expression is defined differently in the Act and the context lends itself to the latter interpretation.

3. MEMBERSHIP

- 3.1 The subscribers to the Memorandum of Association of the Company shall be deemed to have agreed to become Members, shall be known as the **Subscriber Members** and, on its registration, shall be entered in the Register of Members.
- 3.2 Such other persons as the Directors admit to Membership in accordance with this Regulation 3 shall become Members with effect from the entry of the name of such person in the Register of Members.

- 3.3 A Member may be appointed as a Life Member in accordance with the terms of the Life Membership Policy.
- 3.4 Each Member shall be either an Individual Member or an Institutional Member.
- 3.5 shall be the persons named as the first Directors of the Company and such other persons as shall be admitted as Directors in accordance with these Articles
- 3.6 For the purpose of registration, the number of Members of the Company is declared to be seven (7), all being Subscriber Members, but the Board may increase the number of Members from time to time in accordance with this Regulation 3 and, on each such occurrence, it shall arrange for delivery of particulars of the increase to the Registrar in accordance with Section 1199(4) of the Act.

4. REGISTER OF MEMBERS

- 4.1 The Company shall establish and maintain a Register of Members of ISQua specifying the name, address and contact details of each Member together with the date on which each Individual or Institution was entered in the Register as a Member and the date on which any Individual or Institution ceased to be a Member.
- 4.2 The Company Secretary shall maintain the Register of Members on behalf of the Company.
- 4.3 The Register of Members shall be kept at the registered office of ISQua.

5. MEMBERSHIP FEES

- 5.1 The Board may from time to time fix the amount and manner and time of payment of Membership Fees.

6. MEETINGS OF MEMBERS

6.1 General Meetings

- (a) The Company shall hold an Annual General Meeting each year in addition to any other meetings in that year:
- (b) Not more than fifteen (15) months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
- (c) The Annual General Meeting shall be held at such time and place as the Board shall determine
- (d) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

7. PROCEEDINGS AT GENERAL MEETINGS

7.1 General

- 7.2 The provisions of Sections 187(2) to (7) of the Act shall apply to the proceedings at general meetings of the Company other than as disappplied, modified or supplemented in these Articles.

7.3 Period of notice of Annual General Meeting

- (a) Subject to Regulation 7.3(b) below, the Board shall give no less than twenty-one (21) days written notice of the next Annual General Meeting.
- (b) A General Meeting may discuss general business of ISQua but may not pass a special resolution on any matter or motion, including under Regulation 11 below (Alteration of Constitution) unless at least twenty-eight (28) days written notice has been given to all Members, or in the case of any proposal for dissolution of ISQua, at least sixty (60) days prior written notice.
- (c) The provisions of Section 181 of the Act shall apply with regard to notice of any extraordinary general meeting other than to the extent disapplied, modified or supplemented in these Articles.

7.4 Period of notice of Extraordinary General Meeting

- (a) The Board may at any time call an Extraordinary General Meeting by not less than twenty-one (21) days' notice and the provisions of Section 181 of the Act shall apply with regard to notice of any extraordinary general meeting other than to the extent disapplied, modified or supplemented in these Articles.
- (b) Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as is provided by the Statutes, including at Section 178 (as amended by Section 1203) and without prejudice to any such statutory requirement of the Company to convene a meeting on a requisition, the following shall also apply:
 - (i) The Board may, whenever it thinks fit, and shall on a requisition made in writing by any five (5) or more Members convene an Extraordinary General Meeting. The requisition must state the object of the meeting proposed to be called and must be signed by the requisitionists and deposited at the registered office of the Company.
 - (ii) On receipt of such requisition, the Board shall forthwith proceed to convene an Extraordinary General Meeting. If it does not proceed to cause such a meeting to be held within twenty-one (21) days from the date of the requisition being so deposited the requisitionists or any other four (4) Members may themselves convene a meeting.

7.5 Business of Annual General Meeting

- (a) At the Annual General Meeting and without prejudice to Regulation 7.5(b) below, ISQua shall transact the following business in the following order:
 - (i) reading of the Notice of Meeting;
 - (ii) recording of apologies;
 - (iii) reading and confirmation (by resolution) of the Minutes of the previous Annual General Meeting;
 - (iv) reading of a Report of the President to ISQua on the activity of ISQua during the preceding Society Year;
 - (v) tabling of the Honorary Treasurer's Report;

- (vi) tabling of the accounts of ISQua, to include consideration of the Company's statutory financial statements and report of the directors and Auditor's Report;
 - (vii) review by Members of the Company's affairs;
 - (viii) election or re-election of statutory auditor;
 - (ix) in an election year, announcement of results of election and formal acceptance of results of election;
 - (x) setting the date for the next Annual General Meeting.
- (b) For the avoidance of doubt, the business of the Annual General Meeting shall include the matters set out at Sections 186(a), (b), (d) and (e) of the Act.

7.6 Visitors at Annual General Meeting

- (a) A visitor may attend an Annual General Meeting only with the expressed prior permission of the President, or in his/her absence, any other Officer of ISQua.

7.7 Quorum at General Meeting

- (a) A quorum at a General Meeting shall be fifteen (15) Members present at the time when the meeting proceeds to business. Business may continue to be validly transacted at the meeting even though the number present subsequently falls below the number required for a quorum.

7.8 Procedure If No Quorum

- (a) If, within fifteen (15) minutes from the meeting time appointed, no quorum shall be present at a General Meeting convened by the Board, it shall stand adjourned, and a time and place immediately set for the adjourned meeting and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the Members present shall be a quorum and shall be entitled to conduct the business of the meeting.

7.9 Adjournment of General Meeting

- (a) The Chairperson may, with the consent of an Annual General 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 from which the adjournment took place.

7.10 Chairperson of General Meeting

- (a) The President of ISQua or, in his/her absence, the Immediate Past President or, in his/her absence, the President Elect or, in his/her absence, a Member of the Board elected by the Board shall act as Chairperson of a General Meeting.
- (b) The Chairperson of a General Meetings shall:
 - (i) have a casting vote (in addition to his/her own vote) in the case of an equality of votes;

- (ii) decide the order of business (other than as is set out in these Articles);
- (iii) decide all points of order;
- (iv) decide whether a vote shall be on voices alone or also on show of hands except than any one Member may demand a written ballot.

8. VOTING AT A GENERAL MEETING

8.1 General

- (a) Any resolution at a General Meeting except a resolution expressed in the notice of the meeting as or required by the Act to be passed as a Special Resolution, shall, except where otherwise provided in these Articles, be carried if voted for on a show of hands (or on a poll where so provided in these Articles) by a simple majority of those Members present in person (including by authorised representative) and entitled to vote and voting and those voting by proxy in accordance with these Articles.
- (b) The Board may at any time call an Extraordinary General Meeting by not less than twenty-one (21) days' notice and the provisions of Section 181 of the Act shall apply with regard to notice of any extraordinary general meeting other than to the extent disapplied, modified or supplemented in these Articles.
- (c) In addition, the provisions of Regulation 34.1 below apply with regard to voting on any decision to dissolve or wind-up ISQua.

8.2 Proxies

- (a) A Member may appoint another Member (including the President) or a person who is not a Member to be his/her proxy to attend and vote on behalf of the first-mentioned Member on any resolution with respect to a particular motion, either at the discretion of the proxy or in accordance with the directions of the Member, as specified on the proxy form. The appointment of a proxy shall be in writing and shall be lodged with the Chairperson of the General Meeting at least one (1) hour before the meeting in respect of which it is given.
- (b) The provisions of Sections 183 and 184 of the Act shall apply with regard to Proxies and Proxy Forms respectively other than as disapplied, modified or supplemented by these Articles. For the avoidance of doubt, Sections 183(5) to (8) of the Act shall not apply to the Company.

8.3 Voting on a Poll

- (a) Without prejudice to Sections 189 (Voting on a Poll) and 190 (Form of Proxy) of the Act:
 - (i) At any General Meeting, unless a poll is demanded by the Chairman, or in writing, by at least three (3) Members, voting shall be by a show of hands and a declaration by the Chairman that a resolution has been carried and an entry to that effect in the minute book 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 the resolution.
 - (ii) If a poll is demanded in manner aforesaid, the same shall be taken at such time and 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. A demand for a poll may be withdrawn.

- (iii) No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered, and every vote not disallowed at such meeting or poll shall be deemed valid for all purposes whatsoever.
- (iv) Each Member of the Company shall have one (1) vote only whether on a show of hands or on a poll.
- (v) A Member may vote personally or on a poll by proxy and the provisions of Regulation 8.2 above apply in this regard.
- (vi) No Member shall be entitled to be present or to vote on any question either personally or being an Institution through its representative at any General Meeting or be reckoned in a quorum unless all (if any) moneys due by him/her to the Company have been paid.

9. EVIDENCE OF PROCEEDINGS

Minutes of the proceedings of every General Meeting shall be entered and kept in a minute book and such minutes when signed shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a meeting duly convened and held and shall be binding on all Members of ISQua. Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held, or by the Chairperson of the next succeeding meeting.

10. PUBLICATION OF THE PRESIDENT'S REPORT

Within ninety (90) days of the Annual General Meeting, copies of the President's Report, as read at the Annual General Meeting, will be circulated to all Members.

11. ALTERATION OF THE CONSTITUTION

11.1 The Constitution may be altered or amended by Special Resolution (that is a resolution passed by not less than three fourths (75%) of the votes cast by Members entitled to vote on such resolution as are present in person or by proxy at a General Meeting in accordance with Section 191 of the Act), provided that such proposed, alteration or amendment has been submitted to the Membership, by publication or otherwise, no less than twenty-eight (28) days prior to the date on which such vote takes place.

11.2 The Constitution shall not be altered or amended except in accordance with the Statutes.

12. MEETINGS OF MEMBERS OTHER THAN GENERAL MEETINGS

12.1 Member Forums

ISQua shall hold Member forums and meetings from time to time, as determined by the Board.

12.2 Scientific Meetings

ISQua may hold Scientific Meetings from time to time, as determined by the Board.

13. DIRECTORS

13.1 The first Directors shall be appointed by a memorandum in writing signed by the Subscribers hereto.

13.2 The Company shall maintain at its registered office a register containing the names and address and occupations of its Directors and shall from time to time notify to the Registrar any change that takes place in such Directors as required by the Statutes.

14. **ROLE AND RESPONSIBILITIES OF THE BOARD**

14.1 Subject to these Articles and subject always to the provisions of the Statutes with regard to the rights, duties and responsibilities of the Directors, including, without limitation, Section 158 of the Act, the governance of ISQua shall be carried out by the Board constituted in accordance with these Articles and the Board shall be empowered to exercise all the powers which ISQua may exercise and to do all the acts and things ISQua may do.

14.2 Subject to the provisions of this Constitution, the Board shall have power to manage and superintend the affairs of ISQua and to act in its name and for that purpose to order the Seal of the Company to be affixed to any deed or other document, and generally may exercise all such powers and do all such acts as may be exercised and done by the Company and as are not required by law or by these Articles to be exercised or done by the Company in General Meeting.

15. **POWERS OF THE BOARD**

15.1 The Board may exercise all of the powers exercisable by ISQua under these Articles.

15.2 The Board shall have the power to confer awards or other certificates of recognition in accordance with its external evaluation programme and associated activities of third party external evaluation / assessment of external evaluation bodies).

15.3 The Board shall have the power to develop and provide educational activities of any kind in furtherance of the objectives of ISQua and to award certificates of completion and/or other certification to persons engaged in those activities

16. **GOVERNANCE POLICIES**

The Board may from time to time prepare and circulate (and subsequently rescind, alter, modify or add to) to the Directors and any other officers of the Company, policies, procedures and guidelines in connection with governance matters. All such policies, procedures and guidelines shall be consistent with the provisions of these Articles.

17. **COMPOSITION OF THE BOARD**

17.1 The Board shall have a minimum of three (3) Directors and a maximum of fourteen (14) Directors comprising the following:

(a) eight (8) Elected Directors who shall in turn be comprised of:

(i) not more than four (4) and not fewer than three (3) Elected Directors who shall be Individual Members and elected by Individual Members;

(ii) not more than four (4) and not fewer than three (3) Elected Directors who shall be representatives of Institutional Members and elected by Institutional Members

and who shall be considered Elected Directors for the purpose of Regulation 18 below.

- (b) Up to two (2) Directors who shall be the Chairpersons of Committees of the Board and shall be appointed in accordance with Regulation 17.3 below and regarded as Appointed Directors; and
- (c) If the Elected Directors do not include an EEA Resident Director, one (1) EEA Resident Director who shall be appointed in accordance with Regulation 17.2 below and who, if so appointed, shall be regarded as an Appointed Director;
- (d) if required at any time in order to ensure the Company's compliance with the Statutes or with any requirements of the Revenue Commissioners in connection with the charitable tax exempt status of the Company, up to three (3) additional Directors who meet any criteria for charity trustees imposed by the Regulator or the Revenue Commissioners (including residency requirements), and such Directors shall be appointed by the Board in accordance with Regulation 17.4 below.

17.2 In accordance with Regulation 17.1(b) above, the Board may satisfy the requirement in the Act for an EEA Resident director either from amongst the Elected Directors or, if there is no one elected EEA Resident Director, then the Elected Directors must appoint an eligible Director to ensure that this requirement is met. The term of office of the EEA Resident Director will be the same as that of the Elected Directors. The EEA Resident Director shall be considered an Elected Director for the purpose of Regulation 18 below if he was elected to the Board and an Appointed Director if he was appointed to the Board.

17.3 Subject to the remainder of this Regulation 20, the Board may from time to time appoint any Chair of a Committee of the Board properly constituted pursuant to Regulation 26 below, to the Board as a member of the Board in accordance with Regulation 17.1(b) above for a period no longer than the end of the next Annual General Meeting in an election year provided that the maximum number of Directors who may be appointed under this Regulation 17.3 is two (2). The Directors appointed under this Regulation 17.3 shall be considered Appointed Directors for the purpose of Regulation 18 below.

17.4 Any Director to be appointed under Regulation 17.1(d) above shall be appointed by the Elected Directors and shall be considered an Appointed Director and the term of any Director appointed for the purpose of Regulation 17.1(d) above shall be determined by the Board upon appointment.

17.5 The Board may from time to time and for any period deemed necessary by the Board appoint Honorary Advisors or Regional Patrons as it sees fit to advise the Board as and when required. However, such Honorary Advisors or Regional Patrons shall not constitute part of the Board unless duly elected in accordance with Regulation 18 below.

18. **ELECTION OF DIRECTORS**

18.1 The remainder of this Regulation 18 shall apply with regard to the election of Elected Directors.

18.2 Elected Directors will be elected for a period of two (2) years and at any time may serve no more than three (3) consecutive terms of two (2) years.

18.3 The Elected Directors elected in the previous election year shall be deemed to have retired with effect from the conclusion of the Annual General Meeting held in the next election year and the new Elected Directors shall be deemed to hold office with effect from that time subject to the provisions of Regulations 17 and 18 of these Articles.

- 18.4 At least one hundred and twenty (120) days before the Annual General Meeting in 2013 and thereafter in every second year, the Chief Executive Officer shall send to all Members a circular stating the number of vacancies on the Board requiring to be filled and calling for nominations.
- 18.5 Nominations for election to the Board of an Individual Member as an Elected Director under Regulation 18.1(a)(i) above shall be proposed and seconded by Individual Members in writing and together with the nominee's written consent to serve, shall be lodged with the Returning Officer not less than sixty (60) days before the Annual General Meeting.
- 18.6 Nominations for election to the Board of a representative of an Institutional Member as an Elected Director under Regulation 18.1(a)(ii) above shall be proposed and seconded by Institutional Members in writing and together with the nominee's written consent to serve, shall be lodged with the Returning Officer not fewer than sixty (60) days before the Annual General Meeting.
- 18.7 If the number of nominations does not exceed the number of vacancies, all nominated candidates shall be deemed to have been duly elected and this shall be declared by the Chairperson of the Annual General Meeting at that meeting.
- 18.8 In the event that there are more candidates than vacancies, the election shall be by written ballot.
- 18.9 The ballot papers shall be circulated to each Member entitled to vote with the notice of the Annual General Meeting.
- 18.10 Only Members registered with all fees paid (excluding Life Members) at no later than one month prior to the closing date for nominations will be eligible to stand for election and/or vote.
- 18.11 If a person, who is an Individual Member and also the nominated representative of an Institutional Member, is nominated for an Individual Member position on the Board under Regulation 18.1(a)(i) above, that person is then ineligible to be nominated for the Board as an Institutional Member position under Regulation 18.1(a)(ii) above.
- 18.12 An Individual Member wishing to vote for a Director under Regulation 18.1(a)(i) above shall do so by marking the ballot paper as directed and returning it to the appointed returning officer at least three (3) weeks prior to the Annual General Meeting, failing which any votes shall be declared null and void.
- 18.13 An Institutional Member wishing to vote for a Director under under Regulation 18.1(a)(ii) above shall do so by marking the ballot paper as directed and returning it to the appointed returning officer at least three (3) weeks prior to the Annual General Meeting, failing which any votes shall be declared null and void.
- 18.14 Those candidates with the largest numbers of votes gained will be elected, however in the event of a tied vote, the President shall have the casting vote and any decision made by him shall be final.
- 18.15 The Board will appoint a Director to act as the returning officer for the election (the **Returning Officer**) and he/she shall have an absolute discretion to disregard any discrepancy in procedure which he/she regards as insubstantial. If he/she regards any discrepancy as substantial, the matter should be referred to the Chairman of the Board.

18.16 Upon completion of the election, the Returning Officer shall convey the results to the Chairperson of the Annual General Meeting and the Chairperson shall declare the result at that meeting.

19. **ISQua OFFICERS**

19.1 The President, the President Elect, the Immediate Past President and the Honorary Treasurer shall all be ISQua Officers and shall all be regarded as Appointed Directors.

19.2 The President Elect shall be appointed by the Elected Directors from amongst the Directors within thirty (30) days of the election. The President Elect will be in post for a period of two (2) years after which the President Elect will assume the position of President for two years (2) followed by the position of Immediate Past President for two (2) years.

19.3 The Honorary Treasurer shall be appointed by the Elected Directors within thirty (30) days of an election from amongst the Directors following the election and shall remain in office for a period of two (2) years. For the avoidance of doubt, another ISQua Officer can simultaneously hold office as Honorary Treasurer.

19.4 The President Elect, the President and the Immediate Past President may serve no more than three (3) consecutive terms of two (2) years.

19.5 Any casual vacancy among the ISQua Officers, save that of Immediate Past President, may be filled by appointment from amongst the Elected Directors as soon as practical after the casual vacancy occurs.

19.6 Any ISQua Officer so appointed as a consequence of a casual vacancy will be appointed for the balance of the term created by the casual vacancy. A casual vacancy of the Immediate Past President shall remain unfilled until the date of the next Annual General Meeting at which an election of Directors is to be held.

19.7 Any Office held by an ISQua Officer shall ipso facto be vacated by such ISQua Officer if he ceases to be a Director for any reason whatsoever, and in such event a casual vacancy in such Office shall be deemed to have arisen.

20. **BOARD VACANCIES**

20.1 If a casual vacancy occurs on the Board, then the Board may appoint a Member to fill the vacancy. However, any person so appointed shall be appointed for the balance of the period for which the person in whose place he/she was appointed and shall be considered an Elected Director for the purpose of Regulation 18 above.

20.2 Subject to Section 160(7) of the Act, the Directors for the time being may act notwithstanding any vacancy in their body provided that, if that vacancy reduces the number of Directors below the necessary quorum of Directors, the remaining Directors may act for the purpose of increasing the number of Directors to the number which constitutes a quorum or of summoning a General Meeting but not for any other purpose.

21. **VACATION OF OFFICE**

21.1 In addition to the circumstances set out at Section 148(1) of the Act, the office of a Member of the Board shall become vacant:

- (a) upon his/her death;

- (b) save for the Immediate Past President, if he/she or his or her organisation ceases to be a Member;
- (c) if the health of the Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision-making capacity;
- (d) if he/she resigns his/her Office by notice in writing to ISQua;
- (e) if he/she fails to attend three consecutive Board meetings in any one calendar year without sufficient explanation;
- (f) if the Director is sentenced to a term of imprisonment following conviction for an indictable offence;
- (g) if a declaration of restriction is made in relation to the Director and the Directors, at any time during the currency of the declaration, resolve that his or her office be vacated;
- (h) if the Director ceases to be qualified for the position of charity trustee under Section 55 of the Charities Act, 2009

and in these circumstances the position of the Director shall be declared vacant and the vacancy so arising shall be deemed to be a casual vacancy and the provisions of Regulation 20 above shall apply.

22. **PROCEEDINGS OF THE BOARD**

- 22.1 The Board may meet together for the dispatch of business at such place, at such times and in such manner as it shall determine and otherwise regulate their meetings as they think fit.
- 22.2 A Director may, and the Company Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
- 22.3 All Directors shall be entitled to reasonable notice of any meeting of the Board and Sections 160(4) and (5) of the Act shall apply in this regard.
- 22.4 Questions arising at any such meeting shall be decided by a majority of votes and, where there is an equality of votes, the Chairperson shall have a second or casting vote.
- 22.5 A resolution in writing signed by a simple majority of all the Directors entitled to receive notice of a meeting of the Board shall be as valid and effective for all purposes as if it had been passed at a meeting of the Board duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Director to sign. The signatures may be facsimiles or electronic signatures and the resolution may be signed in as many counterparts as necessary, but shall be combined together and inserted into the Minute Book of the Company. Section 161(1) of the Act shall not apply.
- 22.6 In the event that any Director requests that the proposed resolution be referred to a meeting of the Board, the proposed resolution will be deferred to the next meeting of the Board for consideration.
- 22.7 A meeting of the Board may consist of a telephone meeting between Directors, being not less than a quorum, who are not in the one place at the same time if the following apply:

- (a) a quorum of Directors are able to be linked by conference telephone or other form of communications equipment (whether in use when this Regulation is adopted or developed subsequently) or by a combination of these methods; and
- (b) each of the Directors taking part in the telephone meeting is able:
 - (i) to hear every other Director participating in the telephone meeting who addresses the telephone meeting; and
 - (ii) to address simultaneously every other Director participating in the telephone meeting if he/she so wishes, whether directly or by use of the communications equipment;
- (c) Each Director taking part in the telephone meeting shall be deemed to be present at the meeting;
- (d) No Director may leave a telephone meeting by disconnecting his/her communications equipment unless he/she has previously obtained the express consent of the Chairperson of the meeting and a Director shall be conclusively presumed to be present and to have formed part of the quorum at all times during the meeting unless he/she had previously obtained the express consent of the Chairperson to leave the meeting;
- (e) the location of such telephone meeting shall be deemed to take place at the office from which such call was organised unless the meeting determines an alternative deemed location for any call on such call and that location is recorded in the minutes of the call.

and the provisions of Section 161(6) of the Act shall not apply.

- 22.8 Minutes of the proceedings of a telephone meeting or a physical meeting of the Board shall be sufficient evidence of those proceedings. The affixation of the electronic signature of the Chairperson of the meeting shall be deemed to satisfy the requirements of Section 166 of the Act which requires the signature of the Chairman.
- 22.9 Nothing in this Regulation restricts the generality of the power of members of the Board to regulate their proceedings as they think appropriate.
- 22.10 Meetings of the Board shall be chaired by the President or in his/her absence by the Immediate Past President or President Elect. In the event that neither is present at a meeting, those Directors present shall elect a Chairperson and so elected shall report to the President on the proceedings of the meeting as soon as practicable after the meeting.
- 22.11 A Director may vote at a meeting of the Board on any contract, arrangement, matter or thing wherein he is interested, whether directly or indirectly, provided that due notice of the fact that he is so interested shall have been previously given by such member to the Board and the Board is satisfied that no conflict of interest may arise and shall be counted in the quorum present at the meeting. Section 161(7) of the Act shall not apply.
- 22.12 A Director may not hold any other office or place of profit under the Company by Director and Sections 162 and 163 of the Act shall not apply.
- 22.13 The Board may invite any person to attend a Board meeting in any capacity and for any reason as determined necessary by the Board. Such persons may participate in discussions of the Board but shall not have a vote at any such meetings.

23. **QUORUM AT MEETINGS OF THE BOARD**

23.1 A quorum of any meeting of the Board shall be six (6) Directors other than in the circumstances set out at Regulation 20.2 above.

23.2 When a quorum is not present, no votes may be taken and, in accordance with the Act, the meeting shall not be validly constituted to conduct business. However, the Directors present may opt to have a non-binding discussion regarding relevant matters and make non-binding recommendations which shall then be reported to the next full meeting of the Board for its decisions.

24. **VALIDATION OF ACTS**

24.1 All acts of the Board or any Co and at any time may serve no more than three (3) consecutive terms of two (2) years committee or any person acting as an ISQua Officer shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or qualification of any Director or any member of any Committee or person acting as aforesaid, be as valid as if such Director or member of any committee or person had been duly appointed and qualified as such.

25. **AUTHORITY TO ACT**

The President shall during the intervals between meetings of the Board exercise such of the functions, powers and discretions of the Board, the management and direction of the business and the conduct of the affairs of ISQua as may be entrusted to him/her from time to time by the Board or such as the President in case of emergency in his/her absolute discretion may deem it necessary to exercise.

26. **COMMITTEES AND SPECIAL INTEREST GROUPS**

26.1 The Board may from time to time appoint a Committee to which it may delegate the whole or part of any power or function of the Board, a Standing Committee or any other committee deemed desirable.

26.2 Any such Committee shall not be recognised unless the minutes of the meeting at which it was constituted states its composition, terms of reference and life expectancy. The President and Chief Executive Officer shall be ex officio members of all Committees.

26.3 Any such Committee shall in the exercise of its powers conform to any conditions imposed on it by the Board.

26.4 Sections 158(4) and 160(9) to (12) of the Act shall apply with regard to the establishment and proceedings of Committees of the Board other than to the extent disappplied, modified or supplemented by these Articles.

26.5 The Board may also create special interest groups to promote particular objects of the Company. The scope, terms and conditions of such groups will be determined by the Board.

27. **CHIEF EXECUTIVE OFFICER**

27.1 The Chief Executive Officer shall be appointed by the Board on a contractual basis and shall be resident in the country in which the International Office is located.

27.2 The Chief Executive Officer shall not be a Director but shall be invited to and shall attend all meetings of the Board.

27.3 Without prejudice to the statutory and fiduciary responsibilities of the Directors under the Statutes and reporting to and under the direction of the Board at all times and with the assistance of the Company Secretary where appropriate, the Chief Executive Officer shall be responsible for the general administration of the Company, including the development of strategic and business plans and financial management of ISQua under the direction of the Board or, in any case provided under these Articles, the President and for any other functions which are delegated by the Board to the Chief Executive.

28. **USE OF NAME AND LOGO OF ISQUA**

28.1 The Board shall approve any use of the name and logo of ISQua prior to such use.

29. **SEAL**

29.1 The Common Seal of ISQua shall be kept at the registered office in the State.

29.2 Any copy seal which is held outside the State must be done so in strict accordance with Section 44 of the Companies Act 2014.

29.3 In accordance with Section 43 of the Act, the Common Seal shall not be used except under the authority of the Board and any instrument to which the Common Seal shall be affixed shall be:-

- (a) Signed by a Director or by a duly authorised member of a foregoing Committee of the Board; and
- (b) Countersigned by a second Director and the affixing of the Common Seal shall be attested by the signatures of two (2) members of the Board.

30. **CUSTODY OF RECORDS**

30.1 Except as otherwise provided in these Articles or agreed by the Board and subject always to the statutory and fiduciary responsibilities of the Directors under the Statutes, the Chief Executive Officer shall keep in his or her custody or under his or her control on behalf of the Board all books, documents and securities of ISQua.

31. **SOURCE OF SOCIETY FUNDS**

31.1 The funds of ISQua shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

32. **ACCOUNTS & AUDITOR**

32.1 General

For the avoidance of doubt, the provisions of this Regulation 35 are without prejudice to the obligations of the Company under Part 6 of the Act (Financial Statements, Accounts and Audit) as amended by Chapter 5 of Part 18 of the Act (Guarantee Companies) which apply to the Company and to all requirements imposed on the Company, including with regard to financial reporting and financial disclosures, under the 2009 Act or otherwise by the Regulator in any period during which the Company has charitable status or by the Revenue Commissioners during any period in which the Company holds charitable tax exemption status.

32.2 Accounts

- (a) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by two (2) Members approved by the Board for this purpose or the Chief Executive Officer or Deputy Chief Executive Officer if approved by the Board and Section 164 of the Act shall not apply.
- (b) The Board shall cause all records to be kept and, at least once after the completion of each Society Year in respect of that Society Year cause accounting reports to be made, or several separate accounts to be made of all the property, financial transactions and affairs of ISQua in such a manner as required under these Articles.
- (c) The Company shall comply with all applicable requirements of the Regulator regarding bank accounts held by the Company.

32.3 Annual Accounts

- (a) Without prejudice to the obligations of the Company with regard to its annual financial statements under Part 6 of the Act, until otherwise decided by the Board, such accounting reports shall include a statement of all receipts and expenditures during each Society Year and a statement of all of the property and liabilities of ISQua at the end of that Society Year with such reconciliation as may be necessary, both of which shall be submitted to the Annual General Meeting for approval.
- (b) The framing of a budget and preparation of the accounts shall be the responsibility of the Honorary Treasurer, in consultation with the Chief Executive Officer as appropriate.

32.4 Auditor

Without prejudice to the statutory rights, responsibilities and duties of the statutory auditor under Part 6 of the Act:

- (a) The Auditor shall be elected at the Annual General Meeting for such period and on such terms as the Board shall think fit. Any casual vacancy in the office of Auditor may be filled by the Board, but only until the date of the next Annual General Meeting.
- (b) The Auditor shall examine all financial records and data of ISQua, and furnish a report thereon. The Board shall attach the report of the Auditor to the accounts of ISQua when tabling the same at the Annual General Meeting.
- (c) Audits shall be conducted at regular intervals of not more than twelve (12) months.
- (d) An Auditor shall not be a Member of ISQua or closely related financially or otherwise to a member of the Board.

33. **SOCIETY TO BE NON-PROFIT**

- 33.1 The property and income of ISQua shall be applied solely and exclusively to the promotion of its main object.

34. **DISSOLUTION AND WINDING UP**

34.1 General

- 34.2 ISQua may at any time, subject to a Special Resolution of Members, be dissolved or wound up in accordance with the provisions of Chapter 3 of Part 11 of the Act (Members' Voluntary Winding

Up) or under the provisions of Chapter 1 of Part 12 of the Act (Strike-Off and Restoration) dealing with voluntary strike-off.

34.3 At least sixty (60) days written notice must be given of any proposal to dissolve or wind-up ISQua.

34.4 If, after dissolution or winding up of ISQua, 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 ISQua but shall be dealt with in accordance with Regulation 9 of the Memorandum of Association forming part of this Constitution.

35. **NOTICE**

35.1 A notice required or authorised to be served on or given to a member by the Company or by an officer of the Company pursuant to a provision of the Act or this Constitution shall be in writing and may be served on or given to the member as specified in Regulation 35.2 below.

35.2 A notice may be served by the Company upon any Member by delivering it to the Member or by leaving it at the registered address of the Member or by email or by sending it by post in a prepaid letter addressed to such Member at his registered address and:

(a) If delivered personally, such notice shall be deemed delivered, at the time of delivery (or, if delivery is refused, when tendered);

(b) in the case of its being left, such notice shall be deemed delivered at the time that it is left;

(c) any notice sent by post shall be deemed to have been served on the day following the day on which the envelope or wrapper containing the same is posted and in proving such notice it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted and as regards those Members who have no registered address in the Republic of Ireland, Great Britain or Northern Ireland, a notice posted to them shall be deemed to be well served on them at the expiration of 24 hours after it is so posted;

(d) if sent by electronic mail, confirmation of delivery shall not be required and such notice shall be deemed to be served on the day the electronic mail has been sent.

35.3 Provision of an electronic mail address shall be deemed to be sufficient consent by any Member for delivery of any notices required or authorised to be served on a Member by the Company or any officer of the Company under the Statutes or this Constitution. Section 218(5) of the Act shall not apply.

35.4 For the avoidance of doubt, in respect of service of notice of General Meetings, the provisions of Regulations 7.3 and 7.4 of these Articles shall apply.

35.4.1 For the purpose of Section 181(6) of the Act, 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 the meeting.

35.5 Section 218 of the Act shall not apply.

36. **INDEMNITY**

- 36.1 Strictly to the extent permitted by applicable law, including Section 235 of the Act and subject to Regulation 36.3 below, every Director and every member of a committee and every other officer or servant of the Company (other than the Auditor) unless otherwise stipulated by agreement, shall be indemnified by the Company against all costs, losses and expenses (including properly incurred travelling expenses) which any such Director or member of a committee, officer or servant, may incur or become liable to by reason of any contract entered into or any act or thing done by him as such officer, or in any way in the discharge of the duties of his office, except such costs, losses or expenses shall have been incurred or occasioned by his own wilful act or default.
- 36.2 Strictly to the extent permitted by applicable law, including Section 235 of the Act and subject to Regulation 39.3 below, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation hereto, unless the same happen through his own dishonesty.
- 36.3 For the avoidance of doubt, the Company shall not exempt any officer of the Company from or indemnify any officer of the Company against any liability which by virtue of any enactment or rule of law would otherwise attach to him or her in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company and nothing in Regulations 36.1 and 36.2 above are intended to be interpreted or shall be interpreted in a manner inconsistent with this Regulation 36.3.