

COMPANIES ACT 2014
CONSTITUTION
OF
ASSOCIATION OF INSURANCE & FINANCIAL BROKERS
MEMORANDUM OF ASSOCIATION

1. The name of the Company is: **ASSOCIATION OF INSURANCE & FINANCIAL BROKERS.**
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The objects for which the Company is established are:
 - (i) To provide a central representative and trade association for brokers which will promote and secure the professionalism, conduct and interests of its insurance and financial broker members;
 - (ii) To provide for the further education of, and to promote best conduct, standards and expertise among, insurance and financial brokers;
 - (iii) To provide advice, guidance and support – including compliance support, business development support, public relations and communications support, and other member supports - to individual brokers and to insurance and financial brokers generally;
 - (iv) To represent the interests of broker members, their clients and the common good through engagement with product providers, with other industry participants, and with legislative, regulatory and governmental bodies;
 - (v) To collate, process and disseminate information and data that is relevant to the broker industry in Ireland, to include the monitoring of legislative and regulatory developments in Ireland and abroad;
 - (vi) To mediate and resolve issues between individual members and between individual members and third parties;
 - (vii) To form or administer or deal with or to make payments to any provident, benefit, benevolent or compensation fund or any charitable object which benefits the clients, employees or dependants of broker members. No payment shall be made pursuant to this object to any person who is at the time of payment a member of the Company;
 - (viii) To purchase or acquire any lands or buildings or any interest therein for any purpose of the Company and to hold, lease, deal with and dispose of same in such manner as may be thought expedient.
 - (ix) To borrow or raise money and, for the purpose of securing any debt or obligation of the Company, to mortgage and charge all or any part of the property of the Company;

- (x) To amalgamate, affiliate, subscribe to, or co-operate with any association, society or entity in any part of the world whose objects are in general respects similar to the objects of the Company provided that the Company shall not amalgamate, affiliate with or subscribe to any association, society or entity which shall not prohibit the distribution of its income and property by way of dividend or otherwise among the members to an extent at least as great as is imposed by the Company by virtue of this memorandum of association;
- (xi) To doing all such other things as are incidental or conducive to the attainment of the above objects;

Provided that the company shall not support with its funds any object nor endeavour to impose on, or procure to be observed by its members or others any regulation or restriction which, if an object of the company, would make it a trade union.

4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €6.35.
6. No amendments of any kind shall be made to the provisions of clauses 7 and 8 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of clauses 7 and 8 of the memorandum of association, such that there would be non-compliance with the requirements of section 1180 of the Companies Act 2014.
7. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of its main objects as set forth in this memorandum of association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company. The making of distributions to members is prohibited. Nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any member, officer or servant of the Company in return for services actually rendered to the Company. However, no member of the Company's board of directors, by whatever title called, shall be appointed to any salaried office of the Company or to any office of the Company paid by fees. No remuneration or other benefit in money or money's worth shall be given by the Company to any member of such board other than the repayment of out-of-pocket expenses.
8. If upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the company but shall be given or transferred to another company whose objects comply with subsection 1180(1)(a) of the Companies Act 2014 and which company meets the requirements of subsection 1180(1)(b) of the Companies Act 2014, such company to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

ARTICLES OF ASSOCIATION

The following regulations shall apply to the Company:

1. The provisions of Parts 1 to 14 of the Companies Act 2014 apply to the Company except to the extent that they are disapplied or modified by any provision of Part 18 – Guarantee Companies - of the Companies Act 2014.

Preliminary and definitions (Chapter 1, Part 18, Companies Act 2014)

2. Unless specifically defined in these articles of association or unless the context otherwise requires, words or expression contained in these articles of association and not specifically defined herein shall bear the same meanings as in the Companies Act 2014 or any statutory modification thereof.

Incorporation and consequential matters (Chapter 2, Part 18, Companies Act 2014)

3. The Company has been incorporated under the provisions of the Companies Act 2014. Section 1177 in Part 18 of that Act refers to the *mandatory provisions* of the Act which will apply to the Company in all events and to the *optional provisions* of the Act which will only apply to the Company to the extent that these articles of association do not exclude or modify them. Any exclusion or modification of the optional provisions shall apply so long they are not inconsistent with the mandatory provisions.
4. The validity of any act done by the Company shall not be called into question on the ground of a lack of capacity by reason of anything contained in the Company's objects in the memorandum of association above.

Share Capital (Chapter 3, Part 18, Companies Act 2014)

5. The Company does not have a share capital.

Corporate Governance (Chapter 4, Part 18, Companies Act 2014)

Directors – Powers and Duties

6. The business of the Company shall be managed by the Board. The Board may under the Companies Act 2014 delegate any of its power to such person or persons as it deems fit. The Board has delegated responsibilities and functions for the effective operation of the Company's business to the chief executive and staff and the directors retain a non-executive function.

Directors - Appointments

7. Every director shall be a member, or an officer of a member, of the Company. The Company shall have nine directors.
8. The first Board shall have been those persons determined in writing by the subscribers of the constitution. Subsequent directors of the Company shall have been and shall be appointed by the members in general meeting. The Board may also from time to time appoint any person to be a director of the Company, either to add to the directors'

number or to fill a casual vacancy, but so that the total number of directors of the Company shall not at any time exceed the number provided for in this constitution. Any director appointed to fill a casual vacancy shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

9. No person other than a director retiring at a meeting shall, save where recommended by the directors, be eligible for election to the office of director at any general meeting unless the requirements as to his or her eligibility for that purpose have been complied with. The following are the requirements for the eligibility of a person (the "person concerned") for election as a director at a general meeting; namely, not less than 31 days before the day appointed for the meeting there shall have been left at the Company's registered office:
 - (a) Notice in writing signed by two members of the Company duly qualified to attend and vote at a meeting for which such notice is given, of their intention to propose the person concerned for such election; and
 - (b) Notice in writing signed by the person concerned of his or her willingness to be so elected.
10. At every annual general meeting of the Company one-third of the directors for the time being or, if their number is not 3 or a multiple of 3, then the number nearest one-third shall retire from office but shall be eligible for re-election. The directors to retire at every annual general meeting after that first annual general meeting shall be those who have been longest in office since their last election 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.

Directors - Titular Offices

11. The Board shall have appointed from its number four persons to the offices of a chairperson, vice chairperson, treasurer and company secretary respectively (the "**titular offices**") although the Board may elect not to have one of its members appointed the company secretary and the Board shall in such a case appoint instead a company secretary that is not a director. The chairperson shall have the role given to that position under section 160 of the Companies Act 2014 save that the chairperson shall not, where there is an equality of votes, have a second or casting vote during the period prior to the first annual general meeting of the Company that is held after the general meeting at which the special resolution adopting these articles of association is passed. The vice chairperson shall be the person chosen to be chairperson in the absence of the chairperson under section 160(8). The chairperson shall be known as the president. The vice chairperson shall be known as the vice president. The roles and authority of the president and of the vice president shall be commensurate with and conterminous with the roles and authority of the chairperson and vice chairperson respectively. The company secretary shall have the role given to that position under section 129 of the Companies Act 2014. The treasurer shall undertake such treasury, accounting and financial tasks are required by such a role, subject always to the direction of the Board.
12. The chairperson and vice chairperson shall each be proposed and elected to those offices by the members in general meeting and shall each hold their titular office until the next following annual general meeting. The company secretary and the treasurer shall be proposed and elected to those offices by the Board and shall each hold their titular office until the next following annual general meeting. The Board may from time to time appoint

any director to a titular office to fill a casual vacancy in that office. Any director appointed to fill a casual vacancy shall hold the titular office only until the next following annual general meeting.

13. A person who ceases to be a director shall immediately cease to hold any titular office.

Directors - Committees

14. The directors may establish one or more committees consisting in whole or in part of members of the board of directors. The chairperson of any meeting of a committee shall, where there is an equality of votes, have a second or casting vote.

Directors - Maximum Terms of Office

15. Notwithstanding any other provision in these articles of association no person shall hold the office of chairperson for more than one year, no person shall hold the office of vice chairperson, treasurer or (while being a director) company secretary for more than two consecutive years, and no person shall hold the office of director for more than five consecutive years (including, for the avoidance of doubt and in both cases, any part of a year in which a casual vacancy was filled).

Directors - Meetings of the Board

16. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit. Questions arising at any such meeting shall be decided by a majority of votes. Any two directors may, and the secretary on the requisition of any two directors shall, at any time summon a meeting of the directors. All directors shall be entitled to reasonable notice of any meeting of the Board but, 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. The quorum for the transaction of business may be fixed by the directors from time to time but shall in no event be less than one third of the directors, one of whom must hold titular offices (but a company secretary that is not a director shall not be counted).
17. A meeting of the directors or of a committee established by the directors may consist of a conference between some or all of the directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communications) to speak to each of the others and to be heard by each of the others and-
 - (a) a director or member of the committee 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-
 - (i) where the largest group of those participating in the conference is assembled;
 - (ii) if there is no such group, where the chairperson of the meeting then is;
 - (iii) if neither subparagraph (i) or (ii) applies, in such location as the meeting itself decides.

Directors - Incidental use of Company's property

18. Unless the members in general meeting shall otherwise determine, and subject always to the other provisions of this constitution, any director may use, for his own benefit, any of the Company's property, where any such use is reasonable and is merely incidental to the due performance of his duties as a director of the Company, and the other directors or the members of the Company have given their consent (whether express or implied to that use.)

Directors - Vacation of Office

19. The office of director shall be vacated if:
- (a) the director is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Companies Act 2014; or
 - (b) the director resigns his or her office by notice in writing to the Company; or
 - (c) the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision-making capacity; or
 - (d) 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; or
 - (e) the director is sentenced to a term of imprisonment, including a term that is suspended, following conviction of an indictable offence; or
 - (f) the director is for more than three months absent, without the permission of the directors, from meetings of the directors held during that period; or
 - (g) there is a change of control in, or in respect of, a member whom the director represents (in the terms contemplated by Article 7). For this purpose, a change of control shall be deemed to occur if the member is a company and there is an acquisition, sale, investment, realisation or other transaction or series of transactions concerning that member such that any person (or persons connected with each other or persons acting in concert with each other), not already having control, obtains control over the member. For this purpose, "control" has the meaning given by section 432 of the Taxes Consolidation Act 1997. For the avoidance of doubt, any office of director so vacated shall lead to a casual vacancy that may be filled by the Board by the appointment of any eligible person, including the person who just held the office; or
 - (h) the director retires in accordance with the provisions of these articles of association and/or the Companies Act 2014.

Directors - Indemnity

20. Every officer of the Company shall, in respect of 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:

- (a) be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any proceedings or application referred to in or under sections 233 or 234 of the Companies Act 2014 in which relief is granted to him or her by the court; and
- (b) be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto. The indemnity provisions in this article shall have effect only in so far as its provisions are not void under section 235 of the Companies Act 2014.

Members – Criteria

- 21. The number of members with which the Company is to be registered is unlimited.
- 22. In order to be admitted to membership a member shall:
 - (a) be a natural or legal person that meets the criteria for membership and for any particular class of membership as are described in these articles of association and shall meet such other criteria that the Board shall determine from time to time;
 - (b) apply in the prescribed form and by such means as the Board may from time to time determine and, in so doing, agree to comply with such conditions and terms for membership (or for such class of membership) as the Board of Directors may reasonably require; and
 - (c) be accepted by the Board, exercising its sole discretion, for registration as a particular class of members. The Board shall have the power at its discretion to decide conclusively the class to which any applicants or members for the time being belong. The Board will not be obliged to give reasons for refusing to accept any person as a member or as a particular class of member of the Company or for deciding to which class of member a particular person will belong.
- 23. The rights and privileges of a member shall be personal to that member and shall not be transferable. The Board may from time to time issue such directions, conditions and terms to individual members, to groups of members and/or to the membership at large as it may deem necessary for the orderly and proper administration of the Company and of the membership and in order to properly assess, supervise and ensure compliance with this constitution, with the Companies Act and with any rules of the Company for the time being in place. Members shall fully comply and cooperate with any such directions, conditions and terms in a timely manner and to the satisfaction of the Board.

Members - Classes

- 24. There shall be two main classes of member: *ordinary members* and *associate members*. Ordinary members shall be entitled to receive notice of, attend and vote at general meetings of the Company. Associate members shall enjoy such rights as may be ascribed to them from time to time by the Board but shall in no event be entitled to vote. From time to time various

sub-categories of associate member may be designated by the Board.

25. Ordinary members shall each have one vote. Ordinary members shall, whether corporates, sole traders or partnership, be either insurance or financial brokers. A group of companies shall be only entitled to one ordinary membership between the group's members. Where two or more brokers are not all corporates but would, were they all corporates, enjoy the holding company-subsidary relationship described in section 7 of the Companies Act, they shall only be entitled to one ordinary membership between them.

Members - Personation of member: offence

26. If any person falsely and deceitfully personates any member of the Company and thereby votes at any meeting as if the person were a true and lawful member, they shall be guilty of an offence under the Companies Act 2014.

Members - Subscriptions

27. The Board may from time to time set the amount of annual subscriptions and other fees or charges to be paid by members, so that different amounts may be set in relation to different classes or categories of member, and within a class or category to difference sizes of, or to other differences between, members. The Company shall not be liable to repay any payments in excess of such subscriptions nor to repay part of any year's subscription.

Members - Suspension, forfeiture or removal of membership

28. Any member may be suspended from the privileges of membership (including the right to receive notice of and/or to attend and/or to vote at meetings) pending full investigation by the Board or may be declared to have forfeited their membership and their name shall be removed from the register of members:
- (a) if for any reason their subscription falls into arrears without provision for same being agreed from time to time by the Board;
 - (b) if in the opinion of the Board their admission was obtained by improper means;
 - (c) if in the opinion of the Board they fail at any time to observe any of the obligations set out in these articles of association;
 - (d) if they cease to comply with other conditions of membership as required from time to time by the Board;
 - (e) if in the reasonable opinion of the Board they through their actions or utterances damage the reputation of the Company or the structures of the Company or otherwise act contrary to the interest of membership as a whole;
 - (f) if they deliver a resignation from membership in writing to the Company;
 - (g) if they fail to maintain all regulatory authorisations and registrations which are necessary for the conduct of their business;
 - (h) if they become bankrupt or insolvent or compound with their creditors or, being a company or corporation, enter into liquidation either voluntary or compulsory or if a receiver is appointed over their assets;

- (i) if they are adjudged by any competent court or tribunal or if it can be clinically shown that they do not to possess an adequate decision-making capacity; or
 - (j) if they are convicted of an indictable offence or are sentenced to a term (including a suspended term) of imprisonment by a court of competent jurisdiction.
- 29. The Board, in considering whether any member should be suspended from the privileges of membership or be declared to have forfeited his membership, shall not be bound by the ordinary rules of evidence but shall act according to equity and good conscience taking into account the professional reputation of the Company and may accept such evidence as the Board in its uncontrolled discretion may think fit.
- 30. Following completion of any investigation in respect of a member by the Board action may be taken by the Board to issue a reprimand and/or to suspend or terminate the membership and/or to cause the publication of the finding and determination and to make such note in the register of members as the Board shall deem appropriate. Whenever any person shall cease to be a member his name shall be removed from the Register.
- 31. A member whose name has been removed from the register of members may apply at any time for reinstatement and such member may be reinstated upon such terms and conditions as the Board may deem fit but the Board shall not be compelled to reinstate such member and may refuse to assign any reason therefore and may in its sole discretion refuse to entertain a further application for reinstatement.

Members – General Meetings

- 32. For the purposes of these articles:
 - “attendee”, in relation to a general meeting of the Company, means:
 - (a) a member of the Company,
 - (b) a proxy of a member of the Company,
 - (c) an authorised person representing a body corporate under section 185 of the Companies Act 2014,
 - (d) the auditor, or
 - (e) a person entitled to attend the meeting by virtue of provisions in the constitution of the Company or the terms of issue of debt securities issued by the company;
 - ‘electronic communications technology’, in relation to a general meeting of the Company, means technology that enables real time transmission and real time two-way audio-visual or audio communication enabling attendees as a whole with a reasonable opportunity to participate in the meeting using such technology from a remote location;
 - ‘electronic platform’, in relation to a general meeting of a Company, means an electronic system for the delivery of audio-visual or audio communication, including websites, access software and access telephone details or any other electronic technology that delivers such communication;

'general meeting', in relation to a Company, includes an annual general meeting of the Company and an extraordinary general meeting of the company and includes any such meeting that has been rescheduled.

33. Ordinary members shall be represented at general meetings and other proceedings of the Company by their owner, partner or managing director or by such other senior person as is duly authorised in writing to fully represent the ordinary member. Associate members shall be represented by an appropriate senior officer who can fully represent the associate member.
34. The Company need not hold a general meeting at a physical venue but may conduct the meeting wholly or partly by the use of electronic communications technology as long as all attendees have a reasonable opportunity to participate in the meeting in accordance with these articles.
35.
 - (a) The Company may provide for participation in a general meeting by providing or facilitating, for that purpose, the use of electronic communications technology, including a mechanism for casting votes by a member, whether before or during the meeting.
 - (b) The mechanism referred to in the preceding paragraph (a) shall not require the member to be physically present at the general meeting or require the member to appoint a proxy who is to be physically present at the meeting.
36. The use of electronic communications technology pursuant to article 34 may be made subject only to such requirements or restrictions put in place by the Company as are necessary to ensure the identification of attendees and the security of the electronic communications technology, to the extent that such requirements or restrictions are proportionate to the achievement of those objectives.
37. The Company shall inform attendees, before the general meeting concerned, of any requirements or restrictions which it has put in place pursuant to article 35.
38. Where the Company provides for the use of electronic communications technology for participation in a general meeting by an attendee, it shall ensure, as far as practicable, that:
 - (a) such technology:
 - (i) provides for the security of any electronic communications by the attendee,
 - (ii) minimises the risk of data corruption and unauthorised access, and
 - (iii) provides certainty as to the source of the electronic communications,
 - (b) in the case of any failure or disruption of such technology, that failure or disruption is remedied as soon as practicable, and
 - (c) such technology enables the attendee to:
 - (i) hear what is said by the chairperson of the meeting and any person introduced by the chairperson, and

- (ii) speak and submit questions and comments during the meeting to the chairperson to the extent that the attendee is entitled to do so under the constitution of the company.
- 39. Any temporary failure or disruption of electronic communications technology shall not invalidate the general meeting or any proceedings relating to the meeting.
- 40. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual meeting of the Company and that of the next. The first annual general meeting of the Company shall be held within 18 months after the date of incorporation.
- 41. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may, whenever it thinks fit, convene an extraordinary general meeting.
- 42. The Board shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meeting of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.
- 43. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
- 44. Any five ordinary members may submit any resolution to a general meeting to be convened by the Board provided that at least 31 days and not more than 60 days before the date appointed for the meeting it shall have served upon the Company notice in writing signed by the ordinary member containing the proposed resolution and stating an intention to submit the same. On the receipt of any such notice the Board shall (subject to the exercise of its reasonable discretion to exclude inappropriate, defamatory, meritless or other matters) include in the notice of the meeting, if not then issued, or in any other case shall issue as quickly as possible to the members entitled to receive notice of the meeting, notice that such resolution will be proposed.

Members - Notice of General Meetings

- 45. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at least.
- 46. A notice of a general meeting may be served or given to a member by delivering it to the member, by leaving it at the registered address of the member or by sending it by post in a prepaid letter to the registered address of the member. The use of electronic means is also permitted to serve or give notices of a general meeting to a member. For the avoidance of doubt, the "registered address" of a member is the address of the member as entered in the register of members.
- 47. Any notice served or given in accordance with the preceding article shall be deemed in the absence of any agreement to the contrary between the Company (or, as the case may be, the

officer of it) and the member, to have been served or given-

- (a) in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
- (b) in the case of its being left, at the time that it is left;
- (c) in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after dispatch and in the case of its being posted (to such an address)-
 - (i) on a Friday – 72 hours after dispatch; or
 - (ii) on a Saturday or Sunday – 48 hours after dispatch;
- (d) in the case of electronic means being used in relation to it, 12 hours after dispatch;

but this article is without prejudice to the following article.

48. Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

49. The notice shall specify:

- (a) the place, the date and the time of the meeting;
- (b) in the case of a meeting proposed to be held wholly or partly by the use of electronic communications technology:
 - (i) the electronic platform to be used for the meeting;
 - (ii) details for access to the electronic platform;
 - (iii) the time and manner by which an attendee must confirm his or her intention to attend the meeting;
 - (iv) any requirements or restrictions which the Company has put in place in order to identify attendees who intend to attend the meeting;
 - (v) the procedure for attendees to communicate questions and comments during the meeting;
 - (vi) the procedure to be adopted for voting on resolution proposed to be passed at the meeting.
- (c) the general nature of that business to be transacted at the meeting;
- (d) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and

- (e) a statement in the form prescribed by Chapter 6 of Part 4 of the Companies Act, 2014, notifying the member of the entitlement to attend and, where applicable, vote and of the entitlement to appoint a proxy.

Members - Proceedings at General Meetings

- 50. All business of the annual general meeting shall include:
 - (a) the consideration of the Company's statutory financial statements and the reports of the directors and, unless the Company is entitled to and has availed itself of the audit exemption under the Companies Act, the report of the statutory auditors on those statements and that report;
 - (b) the review by the members of the Company's affairs;
 - (c) the appointment or re-appointment of statutory auditors and the authorisation of the Board to approve the remuneration of the statutory auditors; and
 - (d) the election and re-election of directors.
- 51. No business shall be transacted at any general meeting unless a quorum of ordinary members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 20 (twenty) ordinary members present shall constitute a quorum. Each member and proxy who participates in a general meeting by the use of electronic communications technology in accordance with articles 32 to 39 herein shall be counted in the quorum of the meeting.
- 52. If within half an hour from the time appointed for the meeting a quorum is not present at the meeting, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the ordinary members present shall be a quorum.
- 53. Every member who is entitled to attend and vote at a general meeting shall have one vote. Votes may be given personally or by proxy.
- 54. At any general meeting a resolution of any kind 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 of the meeting;
 - (b) by at least three ordinary members present in person or by proxy; or
 - (c) by any ordinary members present in person or by proxy and representing not less than 10% of the total voting rights of all the members having the right to vote at the meeting.
- 55. The demand for a poll may be withdrawn by the person or persons who have made the demand. A poll shall be conducted in accordance with provisions of section 189 and 190 of the Companies Act 2014.

56. Where a general meeting is conducted by way of electronic communications technology in accordance with articles 32 to 39, the chairperson of the meeting may conduct a vote to decide on a resolution by a show of hands of every member who is participating in the meeting by way of such technology where the chairperson is of the opinion that he or she can identify the members entitled to vote and verify the content of voting instructions relating to the resolution.

Financial Statements, annual return and audit (Chapter 5, Part 18, Companies Act 2014)

57. Auditors shall be appointed and their duties regulated in accordance with the Companies Act 2014.