

COMPANIES ACT, 2014
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
CLARE LOCAL DEVELOPMENT COMPANY

(Amended by Special Resolution 23 January 2008)
(Amended by Special Resolution 30 November 2009)
(Amended by Special Resolution dated 26 March 2015)
(Amended by Special Resolution dated 26 September 2018)
(Amended by Special Resolution dated 5 December 2022)

Midwest Corporate Services Limited
18 Ashbrook Grove
Ennis Road
Limerick

COMPANIES ACTS, 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

CLARE LOCAL DEVELOPMENT COMPANY

NAME

1. The name of the Company is CLARE LOCAL DEVELOPMENT COMPANY - a company limited by guarantee.

COMPANY TYPE

2. The company is a company limited by guarantee, registered under part 18 of the Companies Act, 2014

MAIN OBJECT

3. The main object of the Company is to promote, support, assist and engage in (a) social development, (b) to alleviate unemployment through employment support and employment generation, (c) enterprise development to facilitate rural and urban regeneration, (d) the development of the environment, culture and heritage or (e) community development, designed to benefit and promote the welfare of local communities or to deal with the causes and consequences of social and economic disadvantage or poverty.

SUBSIDIARY OBJECTS

4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only: -
 - 4.1 To promote social inclusion through community initiatives and through inputting as required into policy formulation at the local and national levels.
 - 4.2 To promote and support economic development and to increase employment and enterprise, including and in particular through the provision of education and training and to input as required into policy formulation at the local and national levels.
 - 4.3 To promote wider participation in voluntary activity and to promote the networking of community and voluntary organisations.
 - 4.4 To provide local community rural development and or local community urban development through community initiatives for social, economic and cultural renewal.
 - 4.5 To promote social inclusion, to promote economic development, to increase employment and enterprise, including and in particular through the provision of education and training and promote wider participation in voluntary activity.
 - 4.6 To provide support through initiatives involving the allocation of grant monies.

- 4.7 To have regard to the strategic objectives as set out in the National Rural Development Programme and or the Local Development Social Inclusion Programme and such other extending or replacing Programmes as may from time to time be adopted by the Government of Ireland.
- 4.8 To work as a development agency in conjunction and liaison with European and State agencies, structures and local authorities in seeking to achieve its objectives.
- 4.9 To adopt a cohesive approach with other national and local agencies to ensure an integrated approach to service delivery at local level.
- 4.10 To support the development of resource-based activities including business, tourism, forestry, environment, fisheries, agriculture, culture and heritage.
- 4.11 To promote equality of opportunity in the assessment of applications for aid; and
- 4.12 To promote, support, assist and engage in activities in support of the development of infrastructure.

5. Powers

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:

- 5.1 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 5.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- 5.3 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.
- 5.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 5.5 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 5.6 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.

- 5.7 Subject to clause 6, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 5.8 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.
- 5.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 5.10 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- 5.11 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 5.12 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 5.13 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.
- 5.14 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments 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.

- 5.15 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 5.16 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 5.17 To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- 5.18 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 5.19 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 5.20 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 5.21 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 5.22 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 5.23 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to

benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.

- 5.24 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- 5.25 To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 5.26 To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.
- 5.27 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- 5.28 To establish and maintain links with international and national organisations having similar objectives.
- 5.29 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- 5.30 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

PROVIDED THAT:

- 5.30.1 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.
- 5.30.2 nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

INCOME AND PROPERTY

6. Income and Property

- 6.1 The income and property of the Company shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. 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.

6.2 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:

- 6.2.1 reasonable and proper remuneration to any member or servant of the Company (not being a director) for any services rendered to the Company.
- 6.2.2 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.
- 6.2.3 reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company.
- 6.2.4 reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company.
- 6.2.5 fees, remuneration or other benefit in money or money's worth to any company of which a director may be a member holding not more than one hundredth part of the issued capital of such company.
- 6.2.6 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. Additions, alterations or amendments

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 the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

8. Winding Up

If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of 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 the Income and Property clause 6 hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9. Limited Liability

The liability of the members is limited.

10. Undertaking to Contribute

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and

the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.00.

COMPANIES ACT, 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CLARE LOCAL DEVELOPMENT COMPANY

PRELIMINARY

1. (a) In these Articles: -

"the **Act**" means the Companies Act, 2014.

"the **Chairperson**" means the Director appointed as Chairperson in accordance with Act and all references in the Act to "chairman" shall in relation to the Company be construed as references to the Chairperson.

"the **Company**" means this company.

"**Community and Voluntary Director(s)**" means a person (s) appointed by the Community and Voluntary (NSP) Sector in the Company's area of operation recognised from time to time by the Board of Directors in accordance with these Articles.

"the **Directors**" means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called.

"**Pillar**" means a constituent element of a Sector as determined by the Board of Directors acting in accordance with the guidelines of the Department, to be the appropriate Pillars to nominate Directors to the Company.

"**Secretary**" means any person appointed to perform the duties of the Secretary of the Company.

"the **Seal**" means the Common Seal of the Company.

"**Sector**" means a part or branch of the economy, or of a particular industry or activity and where used here shall constitute a reference to the Local Government Sector, the National Social Partners Sector (excluding the community and voluntary representatives), the Community and Voluntary Sector (NSP) and the Statutory Sector.

"the **Office**" means the registered office for the time being of the Company.

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

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act.

(b) No addition, alteration or amendment shall be made to or to the provisions of the Company's Articles of Association for the time being in force unless the same shall have been previously approved in writing by the Charities Regulator.

MEMBERS

2. For the purpose of registration the number of members of the Company to be registered is 8 but the number of members of the Company is hereby declared to be unlimited.
3. Membership of the company shall be as follows: -
 - (a) Individual members resident in Clare or who have an active association with the county and who support the ethos of the company and shall –
 - (i) be connected through an information network.
 - (ii) shall be entitled to attend and participate in annual general meetings of the company.
 - (iii) however, such members shall have no voting rights.
 - (b) Business & Finance members who operate within the county and who support the ethos of the company shall have the following rights: -
 - (i) to be connected through an information network.
 - (ii) shall be entitled to attend and participate at annual general meetings of the company.
 - (iii) to elect two (2) of their number to be a member of the Board.
 - (c) Organisations operating within the Community and Voluntary sector within the county shall be entitled to membership of the company and shall have the following rights: -
 - (i) to be connected through an information network.
 - (ii) each such organisation shall be entitled to nominate one person to attend and participate at annual general meetings of the company
 - (iii) to elect six (6) of their number to be members of the Board.
 - (d) Twelve members who shall also be directors of the Company shall be nominated by their/pillar or sector as follows: -
 - (i) The Local Government Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate **three (3) elected representatives and one (1) member of the executive** to be members and Directors each of whom shall automatically be appointed to the Board.
 - (ii) The National Social Partners Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate **three (3)** people to be members and Directors, each of whom shall automatically be appointed to the Board.
 - (iii) The Statutory Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate **four (4)** persons to be members and Directors, each of whom shall automatically be appointed to the Board.

- (iv) The Climate & Sustainability Sector in the Company's area of operation recognised from time to time by the Board shall be entitled to nominate two (2) people to be members and Directors, who shall automatically be appointed to the Board.
- (e) The Board shall at their absolute discretion be entitled to co-opt up to **four (4)** people to become members and Directors having regard to such matters as gender balance and the expertise which such individuals could bring to the Board.
- 4. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company and are subject to the attached Rules of Operation.

GENERAL MEETINGS

- 5. All general meetings of the Company shall be held in the State.
- 6. (1) Subject to Article 6(2), the Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

(2) So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
- 7. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 8. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by the Companies Act, 2014. If at any time, there are not within the State sufficient Directors capable of acting to form a quorum any Director or any two Directors may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

- 9. Subject to the Companies Act, 2014 an Annual General Meeting and a meeting called for by passing of a Special Resolution shall be called by 21 days' notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a Special Resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the Company.
- 10. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors,

the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten Members present in person shall constitute a quorum provided that where there are at any time fewer than ten Members, the quorum shall in those circumstances be all of the Company's Members present.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
14. The Chairperson of the Board of Directors shall preside as Chairperson at every General Meeting of the Company, or if there is no such Chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairperson of the meeting.
15. The Chairperson may with the consent of any meeting at which a quorum is present (and shall, if so, directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of the Members unless a poll is (before or on the declaration of the result of the show of hands) demanded: -
 - (a) by the Chairperson, or
 - (b) by at least three Members present in person or by proxy, or
 - (c) by any Member or Members present in person and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
17. Except as provided in Article 19 if a poll is duly demanded it shall be taken in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
19. A poll demanded on the election of a Chairperson, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

RESOLUTIONS AND VOTES OF MEMBERS

- 20. (1) Subject to the Companies Act, 2014 a resolution in writing signed by all Members for the time being entitled to attend and vote on such resolution at a General Meeting shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form. Each signed by one or more persons, and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Acts. Any such resolution shall be served on the Company.

(2) Subject to the Companies Act, 2014 concerning Annual General Meetings, all General Meeting (including Annual and Extraordinary General Meetings) may be conducted by the use of a conference call or similar facility provided that all the Members of the Company and the independent auditors have been notified of the convening of the meeting and the availability of the conference telephone or similar facility for the meeting and that such persons as are entitled to attend the meeting can hear and contribute to the meeting and such participation in a meeting shall constitute presence in person at the meeting and the Members may be situated in any part of the world for any such meeting.
- 21. Every member shall have one vote.
- 22. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or in a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
- 23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meetings at which the voter objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
- 24. Votes may be given either personally or by proxy.
- 25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a member of the Company.
- 26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- 27. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit: -

[CLARE LOCAL DEVELOPMENT COMPANY]

I/We, _____ of _____
in the County of _____, being a member/members of the above named
Company, hereby appoint _____
of _____ or failing him _____
or _____ as my/our proxy to vote for me/us on my/our behalf

at the (annual or extraordinary, as the case may be) general meeting of the Company. to be held on the day of 20 and any adjournment thereof.

Signed this day of 20

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

*Strike out whichever is not desired.

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

RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

30. A member may by notice in writing to the Secretary of the Company resign his or her Membership of the Company and Membership of the Company shall automatically cease (a) on any Member's death or bankruptcy and (b) where a Member who is a Director ceases to be a Director.

NUMBER OF DIRECTORS

31. (a) The number of Directors shall not be less than eight or more than twenty five.
(b) The Company's first directors shall be the persons named in the Statement delivered to the Registrar of Companies in accordance with the Companies Act, 2014 (hereinafter called "the First Directors").

NOMINATION AND APPOINTMENT OF DIRECTORS

32. (1) Every person who is appointed as a Director to the Company shall automatically become a member of the Company unless he/she is already a member.
(2) No person who is employed by the Company may become a director.
33. The Board of Directors shall from time to time review the nominating Pillars so as to ensure that they continue to be the appropriate Pillars to nominate individuals as Directors of the Company.
34. 34. Subject to the approval of the Board (who may at their discretion refuse to accept such appointment), Directors shall be appointed to the Company as follows: -
 - (1) The Community & Voluntary Sector shall elect six (6) people to be Directors.
 - (2) The Business and Finance Sector shall elect two (2) people to be Directors.
 - (3) The Local Government Sector shall nominate three (3) elected representatives and one (1) member of the executive to be Directors.
 - (4) The National Social Partners Sector shall nominate three (3) persons to be Directors.
 - (5) The Statutory Sector shall nominate four (4) people to be Directors.
 - (6) The Climate & Sustainability Sector shall nominate two (2) people to be Directors.

(7) The Board shall at its sole discretion be entitled to nominate or co-opt up to four (4) persons to be Directors.

NO ALTERNATE DIRECTORS

35. A Director may not appoint an alternate director.

ACTS OF DIRECTORS

36. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

ROTATION OF DIRECTORS

37. The Directors shall retire in the manner provided hereafter:

- (1) At each Annual General Meeting of the Company
 - a) Three directors from the combined Community & Voluntary (6 directors) and Business & Finance Sector (2 directors) shall retire and, if eligible, may offer themselves for re-election.
 - b) For the Local Government Sector, the elected representatives (3 directors) shall retire on the dissolution of the Local Authority and shall be replaced by nominations from the newly established Local Authority.
 - c) For the combined National Social Partners (4 directors), Climate & Sustainability Sector (1 director), Statutory Sector (4 director), and Local Government (Executive) Sector (1 director), one third of the Directors, or if their number is not a multiple of three then the lowest whole number nearest to one third, shall retire from office.
 - d) The chairperson shall not be obliged to retire if still serving his or her three-year term, even if selected under Article 37(2) as a director required to retire by rotation.

(2) The Directors to retire by rotation shall be those who have been longest in office since their last appointment, but as between two or more who have been in office an equal length of time, the Directors to retire shall, in default of agreement between them, be determined by lot.

(3) Retirement of a Director by rotation shall happen automatically by operation of these Articles of Association and where a person ceases to be a Director, the Company Secretary shall, unless that person has been re-nominated and is immediately re-appointed a Director, forthwith notify the Companies Registration Office of the retirement.

(4) A Director who retires by rotation shall also cease to be a member of the Company.

(5) A Directors' term of office shall be from the date of co-option or appointment to the date of retirement in accordance with Article 37 (1). The maximum duration for which a director may serve is nine years.

(6) A Director who retires by rotation may, if willing to act and if re-nominated by any Pillar or Sector, be re-appointed a director for a further term subject to compliance with Article 37 (5)

(7) Where a person who is a First Director is nominated by any Pillar or Sector to be a Director of the Company, he or she shall continue to be a Director of the Company and shall be eligible for retirement in accordance with Article 37(1) and Article 37 (5)

(8) Where a person who is a First Director is not nominated by any Pillar or Sector to be a Director of the Company he or she shall automatically retire as a Director.

38. Where a Director retires by rotation and is not willing to be re-appointed or is not re-nominated by his or her nominating Pillar or Sector, that Pillar or sector shall be entitled to nominate another person as Director whose term of office shall commence at the end of the meeting at which the first mentioned Director was deemed to have retired and at which the second mentioned Director is co-opted or appointed.

REMOVAL OF DIRECTORS

39. A Director shall retire and cease to be a Director where the Director: -
- (1) Resigns by notice in writing given to the Company; or
 - (2) Becomes incapable of discharging his or her duties as a member of the Board; or
 - (3) Is removed or retires under any of the provisions of these Articles of Association or the Companies Acts; or
 - (4) Is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (5) Becomes disqualified from being a director or becomes the subject of a restriction under the Companies Act 2014 by reason of any order made under the Companies Act, 2014; or
 - (6) Is convicted of an indictable offence unless the Directors otherwise determine; or
 - (7) Ceases to be an elected member of the local authority which nominated him or her to be a Director in which case the provisions of Section 16 and 18 of the Local Government Act, 2001 (N0.37 of 2001) apply; or
 - (8) Becomes a member of Dáil Éireann, Seanad Éireann or the European Parliament; or
 - (9) Ceases to be an employee of the local authority or statutory body which nominated him or her to be a director; or
 - (10) Is requested in writing by a majority of his or her fellow Directors to resign; or
 - (11) Is requested in writing by the Pillar or Sector which nominated him or her to resign; or
 - (12) Is absent for three or more consecutive meetings of the Board, unless the other Directors otherwise determine, or
 - (13) Ceases to be a Member of the Company

and should any of the foregoing events transpire and a Director is deemed to retire and cease to be a Director, that Director may not be re-nominated by any Pillar or Sector PROVIDED ALWAYS that the Pillar or Sector that had nominated that Director (the "First Director") shall be entitled to nominate another person as Director and for the purpose of rotation, that person shall be deemed to have been appointed on the date the First Director was appointed and be eligible to rotate accordingly.

CHAIRPERSON

40. (1) The Directors shall elect one of their number to be the Chairperson of the Company.
- (2) Every Chairperson appointed shall hold office until the end of the third Annual General Meeting following his or her appointment as Chairperson (irrespective of when they took up

their appointment as a Director), whereupon he or she shall retire from office as Chairperson.

(3) A Chairperson who retires in accordance with Article 40 (2) may, if willing to act and if re-nominated by any Pillar/Sector or co-opted by the Directors be re-appointed a director for a further term irrespective of when they were first appointed as a director provided, they have not been a Board member for over 9 years.

(4) If the Chairperson is not present within 15 minutes after the time appointed for the holding of any meeting the Directors present at a meeting may choose one of their number to be chairperson of that meeting.

THE CHAIRPERSON'S DUTIES

41. The duties and responsibilities of the Chairperson shall include (but not be limited to):
- (1) Overseeing the governance and performance of the Company, setting the agenda for meetings and facilitating the effective contribution of other Directors.
 - (2) In conjunction with the other Directors and working with the Chief Executive Officer, ensuring that there are appropriate strategies in place to implement the policies of the Company.
 - (3) Leading and representing the Board to the Chief Executive Officer and employees of the Company and ensuring that they are appraised and remunerated in accordance with agreed standards.
 - (4) Chairing meetings of the Board of Directors and ensuring that the Board functions effectively and efficiently.
42. In the event of an equality of votes, the Chairperson shall have a second or casting vote.

POWERS AND DUTIES OF DIRECTORS

43. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and these Articles.
44. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.
45. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
46. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person or persons and in such

manner as the Directors shall from time to time by resolution determine.

47. The Directors shall cause minutes to be made in books provided for the purpose: -
- (a) of all appointments of officers of the Board made by the Directors.
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors.
 - (c) of all resolutions and proceedings at all meetings of the Company, and the Directors and of committees of Directors.

PROCEEDINGS OF DIRECTORS

48. (1) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of Directors. If the Directors so resolve, it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
- (2) A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held and any such resolution may consist of several documents in the like form, each signed by one or more Directors.

QUORUM

49. Subject to Article 49(2), the quorum necessary for the transaction of the business of the Directors shall be a minimum of eight (8) Director's present in person or such higher number as may from time to time be set by the Directors.
50. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

COMMITTEES

51. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
52. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of the meeting.
53. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

ADVISORY GROUPS

54. The Directors may establish Advisory Groups, Working Groups or Sub Committees composed of persons who may or may not be Directors of the Company for the purpose of considering and making recommendations and decisions on behalf of the Directors on any matter referred to them by the Directors, having such terms of reference which may, without prejudice to the generality of the foregoing, include the evaluation of applications for grant assistance, and which contribute to the effective implementation of the strategic plan as the Directors may from time to time prescribe and carry out any function as delegated by the Board.
55. An Advisory Group / Working Group / Sub Committee may elect a chairperson to chair its meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairperson of the meeting.
56. An Advisory Group / Working Group / Sub Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote.

CONFLICTS OF INTEREST

57. On his or her appointment and thereafter where any change occurs, each Director shall furnish to the Company Secretary full particulars of his or her interests which shall include his or her employment, all business interests and community involvement, including voluntary work for charities (hereinafter referred to as "Interests") which might involve a conflict of interest or might materially influence the Director in relation to the performance of his or her functions as a member of the Board or his or her partiality. This duty to disclose Interests is without prejudice to the obligation in (2) to make specific disclosure of Interests which obligation must always be complied with.
58. Each Director shall declare at a meeting of the Directors of the Company the nature of his or her Interests in:
 - (1) Any application to the Company for financial or other support; or
 - (2) Any initiative taken by the Company; or
 - (3) Any contract or proposed contract with the Company in which a director, or a person connected with a director as defined in (3), is directly or indirectly involved; or
 - (4) Any matter from which the Director, or a person connected with a director as defined in (3) may stand to benefit directly or indirectly from his or her position as a director or from the operation of the Company.

The said Director shall be entitled to make a statement to the Board of Directors on the issue and shall answer any questions put to him or her on that issue by any of the other Directors. Following such declaration of Interests, statement and answering any questions that may be put, the said Director shall leave the meeting of the Directors and shall not be entitled to vote on the matter in which he or she is interested. The other Directors shall make a decision regarding such matters described in (a) to (d) in the absence of the said Director and such Director on his or her return to the meeting shall be informed of the

decision of the Board of Directors by the Chairperson of the meeting, following which no further discussion of the issue shall take place, in circumstances where a Director is unsure as to whether an interest constitutes an Interest for the purposes of this Article, the Director may inform the Chairperson either orally or in writing and the Chairperson shall at his or her own discretion and having regard to good governance and best practice, determine whether the Interest constitutes an interest for the purposes of this Article.

59. A Director shall be deemed to have an Interest for the purpose of (2) where a person connected with that Director has such an Interest and the Director could be expected to be reasonably aware of the existence of that Interest and for this purpose a person is connected with a Director if that person is -
- (1) That Director's spouse, parent, brother, sister, child, or stepchild, other relative or co-habitué.
 - (2) A body corporate controlled by a Director within the Companies Act, 2014.
 - (3) A person acting as the trustee of any trust, the beneficiaries of which include the Director or the persons at (1) or (2); and
 - (4) A person acting as a partner of a director or of any of the people at (1) to (3) above.
60. A Register of Members' and Directors' Interests shall be maintained by the Company and shall include such Interests as may be declared in accordance with (1) or (2) of this Article.
61. Nothing herein contained shall prevent the Directors from voting on (and being counted in the quorum at any meeting to pass) a resolution to purchase Directors' and Officers' Liability Insurance against any liability referred to in the Companies Act, 2014 for any Director or officer, past or present, of the Company.

CHIEF EXECUTIVE OFFICER

62. The Directors from time to time may appoint any person (not being a director) to the office of "Chief Executive Officer" for such period and on such terms as they think fit, having regards to norms applying to similar posts in the public and private sector, and fix, determine and vary his/her duties, powers, and functions. The Directors may revoke such appointment, but without prejudice to any claim such Chief Executive Officer may have for damages for breach of any contract of service between him/her and the Company. A Chief Executive Officer shall not be a member of the Board of Directors or any committee of Directors, he shall not attend meetings of Directors except on the invitation of the Board and he shall not be entitled to vote at any meeting of Directors.

SECRETARY

63. The Secretary shall be appointed by the Directors for such terms and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
64. The directors may from time to time appoint and delegate some or all of the duties of the company secretary to any Assistant or Deputy Secretary for such term and upon such conditions as they think fit; and any Assistant or Deputy Secretary so appointed may be removed by them.
65. A provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

66. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

ACCOUNTS

67. The Directors shall cause proper books of accounts to be kept relating to: -
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the company.
68. Proper books shall be deemed to be kept if they comply with the Companies Act, 2014 and give a true and fair view of the state of the Company's affairs and explain its transactions.
69. The books shall be kept at the office or, subject to the Companies Act, 2014 at such other place as the Directors think fit and shall at all reasonable times be open to the inspection of the Directors.
70. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to inspection.
71. The Directors shall from time to time in accordance with the Acts cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by the Acts to be prepared and laid before the Annual General Meeting of the Company.
72. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

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

NOTICES

74. A notice may be given by the Company to any Member or Director either personally or by sending it by post to him or her to his or her registered address or by sending it by email to an email address previously provided by a member or Director. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
75. Notice of every General Meeting shall be given in any manner hereinbefore authorised to: -
- (a) every Member and Director; and

(b) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY FOR DIRECTORS

76. (1) Subject to the provisions of and so far as may be permitted by the Acts, every Director, Chairperson, Chief Executive Officer, Auditor, Secretary or other Officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him/her in the execution and discharge of his/her duties or in relation thereto including any liability incurred by him/her in defending any proceedings, civil or criminal which relate to anything done or omitted or alleged to have been done or omitted by him/her as an Officer or employee of the Company and in which judgment is given in his/her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his /her part) or in which he/she is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him/her by the Court.
- (2) The Directors shall have power to purchase and maintain for any Director or Officer (past or present) of the Company, insurance against any such liability as referred to in the Companies Act, 2014.