

**COMPANIES ACT 2014**

**COMPANY LIMITED BY GUARANTEE  
WITHOUT HAVING A SHARE CAPITAL**

**CONSTITUTION**

**OF**

**SANDYFORD BID COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

**1. Name of Company**

The name of the company is **Sandyford BID Company Limited by Guarantee** and shall be described as Sandyford BID CLG.

**2. Companies Act 2014 and Definitions**

2.1. The company is a company limited by guarantee registered under Part 18 of the Companies Act 2014.

2.2. In this Constitution, the following words and expressions shall be ascribed the following meanings.

<b>“Acts”</b>	means the legislation described in Clause 3.1
<b>“BID”</b>	means the Sandyford Business Improvement District as established or to be established under Section 129B of the Acts.
<b>“Board”</b>	means the board of directors of the Company.
<b>“Company”</b>	means Sandyford BID CLG.
<b>“Constitution”</b>	means this constitution of the Company.
<b>“Council”</b>	means Dún Laoghaire-Rathdown County Council.
<b>“Council’s Nominee”</b>	means the director to be selected by the elected members of the Council pursuant to Section 129I(5) of the Acts.

<b>“Chief Executive”</b>	means the Chief Executive of the Council from time to time.
<b>“Chief Executive’s Nominee”</b>	means the director of the Company to be selected by the Chief Executive pursuant to Section 129I(5) of the Acts.
<b>“Member”</b>	means member/s of the Company as described in Clause 5.2. and Clause 5.3. of this Constitution.
<b>“2014 Act”</b>	means the Companies Act 2014.

### **3. Principal Objects**

The principal objects of the Company are as follows:

- 3.1. to implement, manage, administer and/or renew the Business Improvement District (“BID”) scheme proposed by the Company to the Council in accordance with the provisions of Part 13A of the Local Government Act 2001 as amended by Section 6 of the Local Government (Business Improvement Districts) Act 2006 (“the Acts”);
- 3.2. to ensure that each project, service and work under the BID scheme is carried out in accordance with that scheme under the Acts; and
- 3.3. to carry out the functions of a BID company in accordance with the provisions of the Acts.

### **4. Objects and Powers**

The following objects and powers are included as being reasonably necessary, proper for or incidental or ancillary to attaining the principal objects referred to in Clause 3 above and are as follows:

- 4.1. To carry on any business or activity which may seem to the Company capable of being conveniently carried on in connection with the principal

objects or any of them or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.

- 4.2. To raise funds for the Company and to help raise funds for any charitable purpose or for the purpose of any other company.
- 4.3. To formulate and introduce regulations for the purposes of organising and running the BID.

## **5. Members**

- 5.1. The number of members with which the Company proposes to be registered is 17 but the directors may from time to time register an increase or a decrease of members.
- 5.2. The subscribers to the Constitution and such other persons as the Directors shall admit to membership in accordance with this Constitution shall be members of the Company.
- 5.3. All ratepayers of rateable property within the meaning of the Valuation Act 2001 and within the area described in the BID shall be entitled to become members of the Company at any time subsequent to 1<sup>st</sup> January 2017 upon application in writing to the Company Secretary at the registered office.
- 5.4. Membership of the Company shall terminate forthwith:
  - 5.4.1. in the case of a natural person, upon death; and in the case of a legal person upon a necessary resolution being passed or a court order being made for its winding up or dissolution; or
  - 5.4.2. by resignation of the member delivered in writing to the Company Secretary at the registered office; or

- 5.4.3. if a member is adjudged by any competent court or tribunal, or determined in accordance with this Constitution, not to possess an adequate decision making capacity; or
- 5.4.4. if the Board resolves that there is good and sufficient reason and that it is in the interest of the Company that a member should cease to be a member and notice in writing of such decision and the reasons for such decision are sent to that member at his last known address.

## **6. Liability of Members**

- 6.1. The liability of the members is limited.
- 6.2. 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 the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Euro.
- 6.3. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly whether by way of dividend, bonus, distribution of profits, or otherwise howsoever to the members of the Company provided that nothing herein shall prevent payment in good faith of remuneration to or for services rendered by any officer or servant of the Company, or prevent the payment or interest on monies lent to the Company or proper rent for any premises demised or let by any member to the Company, but so that no Council Member or Chief Executive's Nominee shall be appointed to any office of the Company paid by fees and that no remuneration or payment for services rendered in money or money's

worth shall be given to any Council Member or to any Chief Executive's Nominee.

- 6.4. If, upon winding up or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities and any distribution pursuant to Section 129T of PART 13 of the Local Government Act 2001 as inserted by Section 6 of the Local Government (Business Improvement Districts) Act 2006, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, and as regards any surplus Business Improvement District funds, shall be given or transferred to the rating authority and as regards any other property, shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and, insofar as effect cannot be given to such provision, then to some other entity with charitable objects.

## **ARTICLES OF ASSOCIATION**

### **7. Optional Provisions**

The "optional provisions" (as that term is defined by Section 1177(2) of the 2014 Act) shall apply to the Constitution save to the extent that they are excluded, modified or supplemented by this Constitution.

### **8. General Meetings**

- 8.1. All general meetings of the Company shall be held in the State.
- 8.2. Subject to Regulation 8.3, 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

and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

- 8.3. So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Regulation 8.2, the Annual General Meeting shall be held at such time and at such place in the State, as the directors shall appoint.
- 8.4. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 8.5. The directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings may also be convened by such requisitions as provided by Section 178 of the 2014 Act. The directors of the Company shall also, on the requisition of one or more members holding, at the date of the deposit of the requisition, not less than 5% of the voting rights at General Meetings of the Company forthwith proceed to duly convene an Extraordinary General Meeting of the Company.
- 8.6. A director who is not a member will nevertheless be entitled to receive notice of, attend and speak at any general meeting of the Company.

## **9. Notice of General Meetings**

- 9.1. Subject to Section 181 and Section 191 of the 2014 Act, an Annual General Meeting and a meeting called for the passing of a special resolution shall be called by not less than by 21 days' notice in writing (including by electronic means) 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 not less than 14 days' notice in writing (including by electronic means).

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

## **10. Proceedings at General Meetings**

- 10.1. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business 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.
- 10.2. 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 eight fully paid up members as provided for in Regulation 13.2 below present in person shall constitute a quorum.
- 10.3. 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 constitute a quorum.
- 10.4. The chairman, if any, of the Board shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
- 10.5. If at any meeting no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the meeting,

the members present shall choose one of their number to be chairman of the meeting.

- 10.6. The chairman 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 from 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 an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **11. Voting at General Meetings**

- 11.1. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded-
- (a) by the chairman; or
  - (b) by at least two members present in person or by proxy; or
  - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 11.2. Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 11.3. The demand for a poll may be withdrawn.



- 11.4. If a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 11.5. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 11.6. A poll demanded on the election of a chairman, 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 chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

## **12. Resolutions in Writing**

Subject to the provisions of the 2014 Act, a resolution of any kind in writing signed by all the members for the time being entitled to attend and vote on such a resolution at a General Meeting of the Company shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and, if described as a special resolution, shall be deemed to be a special resolution within the meaning of the 2014 Act, and such resolution may consist of one document or two or more documents to the same effect signed by one or more members.

## **13. Votes of Members**

- 13.1. Every member who is entitled to attend and vote at general meetings shall, as regards the subscribers to the Constitution, have one vote each and, as regards all additional members admitted to membership of the Company under Clause 5.2., have one vote in respect of each rateable property in respect of which that member is the ratepayer or the representative of the ratepayer.

- 13.2. No member shall be entitled to attend or to vote at any General Meeting unless:
- 13.2.1. the BID contribution levy (that expression having the meaning assigned to it by Section 129N of the Acts) shall have been paid in respect of that member's rateable property for all chargeable periods from the scheme commencement date, and
  - 13.2.2. all other moneys, if any, immediately payable by that member to the Company have been paid in full.
- 13.3. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
- 13.4. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
- 13.5. Votes may be given either personally or by proxy.
- 13.6. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
- 13.7. 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 registered 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.

- 13.8. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

**SANDYFORD BID CLG**

I/We

\_\_\_\_\_

of

\_\_\_\_\_

—

\_\_\_\_\_

—

in the County of \_\_\_\_\_ being a member/members of the  
above named company hereby appoint

\_\_\_\_\_

—

of

\_\_\_\_\_

—

or failing him/her

\_\_\_\_\_

of

\_\_\_\_\_

—

as my/our proxy to votes 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.

13.9. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

13.10. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed if no notice in writing of such death, insanity or revocation as aforesaid is received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **14. Bodies Corporate acting by Representatives at Meetings**

Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Company.

#### **15. Number of Directors and Eligibility for Appointment**

15.1. The number of the directors shall not exceed 12 (twelve) and the names of the first directors to be appointed pursuant to Regulations 15.2.1 and 15.2.4 below shall be determined in writing by the subscribers to the Constitution or by a majority of them.

15.2. Eligibility for membership of the Board shall be strictly governed by Section 129I(5) of the Acts so that:

15.2.1. not less than 8 directors shall be either ratepayers of rateable property located in the BID or representatives of such ratepayers;

15.2.2. one director shall be the Council's Nominee;

15.2.3. one director shall be the Chief Executive's Nominee; and

15.2.4. two remaining directors may be appointed in the normal way pursuant to the provisions of the 2014 Act and, for the avoidance of doubt, they shall not require the qualification for membership of the Company as a ratepayer of rateable property located in the BID.

## **16. Borrowing Powers**

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.

## **17. Powers and Duties of Directors**

17.1. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the 2014 Act or by this Constitution required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the 2014 Act and of this Constitution and subject further to such directions (being not inconsistent with the aforesaid provisions) as may be given by the Company in general meeting: but no direction given by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.

17.2. 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 such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons

dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

17.3. 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.

17.4. The directors shall cause minutes to be made in books provided for the purpose of:-

- (a) recording all appointments of officers made by the directors;
- (b) noting the names of the directors present at each meeting of the directors and of any committee of the directors; and
- (c) recording all resolutions and proceedings at all meetings of the Company, and of the directors and of committees of directors.

17.5. The directors shall have the power to invite such person or persons to attend meetings of the Board or committees of the Board as they may at their discretion see fit from time to time.

## **18. Vacation of Office and Disqualifications of Directors**

The office of director shall be vacated and or the director disqualified as may be applicable if the director-

- (a) without the consent of the Company in general meeting holds any other office or place of profit under the Company; or
- (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a director by reason of any order made under section 184 of the 2014 Act; or



- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) is convicted of an indictable offence unless the directors otherwise determine; or
- (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 194 of the 2014 Act; or
- (h) the Council's Nominee ceases to be an elected member of the Council;
- (i) the Chief Executive's Nominee ceases to be the Chief Executive's Nominee.

## **19. Voting on Contracts**

Subject to Regulation 18(g) above, any director may vote in respect of any contract in which he is interested or on any matter arising thereout.

## **20. Rotation of Directors**

- 20.1. At every Annual General Meeting of the Company, 4 (four) of the directors appointed in the categories described in Clause 15.2.1. and Clause 15.2.4. above shall retire from office.
- 20.2. The directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 20.3. A retiring director shall be eligible for re-election.
- 20.4. The Company, at the meeting at which a director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director has been put to the meeting and lost.

- 20.5. No person other than a director retiring at the meeting shall, unless recommended by the directors, be eligible for election to the office of director at any general meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there has been left at the registered office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
- 20.6. Subject always to Section 129I of the Acts, the Company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
- 20.7. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with this Constitution. Any director re-appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.
- 20.8. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 146 and Section 1198 of the 2014 Act remove any director before the expiration of his period of office, notwithstanding anything in this Constitution or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
- 20.9. The Company may by ordinary resolution appoint another person in place of a director removed from office under Regulation 20.8. Without prejudice to the powers of the directors under Regulation 20.7., the Company in general meeting may appoint any person to be a director, either to fill a

casual vacancy or as an additional director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

- 20.10. Notwithstanding any of the above provisions of this Regulation 20, none of the directors appointed under Clause 15.2.1 and Clause 15.2.4 shall be eligible for re-election to the Board once he/she has served five consecutive periods on the Board, each such period ending on the date of an Annual General Meeting.

## **21. Proceedings of Directors**

- 21.1. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve it shall not be necessary to give notice of a meeting of directors to any director who, being resident in the State, is for the time being absent from the State.
- 21.2. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be four.
- 21.3. 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 this Constitution 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.
- 21.4. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time

appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

- 21.5. 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 the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.
- 21.6. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their numbers to be chairman of the meeting.
- 21.7. A committee may meet and adjourn, as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairman shall have a second or casting vote.
- 21.8. 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.
- 21.9. 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.
- 21.10. A meeting of the directors may consist of a conference between some or all of the directors or who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak 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; or
  - (ii) if there is no such group, where the chairperson of the meeting then is; or
  - (iii) if neither subparagraph (i) or (ii) applies, in such location as the meeting itself decides.

## **22. Secretary**

- 22.1. Subject to section 129 (3) of the 2014 Act, the Company Secretary shall be appointed by the directors for such term and at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
- 22.2. A provision of the 2014 Act or of this Constitution requiring or authorising a thing to be done by or to a director and the Company 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 Company Secretary.

## **23. The Seal**

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 Company Secretary or by a second director or by some other person appointed by the directors for the purpose.

## **24. Accounts**

24.1. The directors shall cause proper books of account to be kept relating to-

24.1.1. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

24.1.2. all sales and purchases of goods by the Company; and the assets and liabilities of the Company.

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

24.3. The books of account shall be kept at the registered office or, subject to section 283 of the 2014 Act, at such other place as the directors think fit, and shall at all reasonable times be open to the inspection of the directors.

24.4. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general meeting.

## **25. Audit**

Auditors will be appointed if and as required by law.

## 26. Notices

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

26.2. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member;
- (b) every person being a personal representative or the Official Assignee in Bankruptcy of a member where the member, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
- (c) the auditor for the time being of the Company; and
- (d) to any director who is not a member.

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

We, the several persons whose names and addresses are subscribed wish to be formed into a company in pursuance of this Constitution.

### Names, Addresses and Descriptions of Subscribers

No.	Name	Address	Description	Signature

1	Sheila Moore  Witness Wendy O'Brien	Birsay, 6 Kilteragh Drive, Foxrock, Dublin 18	Director	
2	Gregory Alken  Witness Wendy O'Brien	Saint Remy, 18 Sandycove Road, Sandycove, Co. Dublin.	Businessman	
3	Dan Holland  Witness Wendy O'Brien	167 Meadow Grove, Dundrum, Dublin 16	Accountant	

No.	Name	Address	Description	Signature
4	Martin O'Donnell  Witness Wendy O'Brien	Woodleigh, Old Rathmichael, Rathmichael, Dublin 18	Quantity Surveyor	



5	Conor Bofin  Witness Wendy O'Brien	13 Westminster Lawns, Foxrock, Dublin 18	Managing Director	
6	Anne-Marie Walsh  Witness Wendy O'Brien			
7	Sharon Scally  Witness Wendy O'Brien	7 Hainault Park, Foxrock, Dublin 18	Solicitor	

No.	Name	Address	Description	Signature
8	Julie Mulleady  Witness Wendy O'Brien	17 Linden Lea Park, Stillorgan, Co. Dublin	Business Executive	

9	Philip Bayfield  Witness Wendy O'Brien			
10	Simon Grier  Witness Wendy O'Brien	123 Stepside Park, Stepaside, Dublin 18	Engineer	
11	Chris Ryan  Witness Wendy O'Brien			
12	Mike Morrin  Witness Wendy O'Brien			

No.	Name	Address	Description	Signature
13	Vivienne Gaine  Witness Wendy O'Brien	19 Seaview Wood, Shankill, Co. Dublin.	Marketing Manager	
14	Philip Carney			

	Witness Wendy O'Brien			
15	Cyril Maguire  Witness Wendy O'Brien			

No.	Name	Address	Description	Signature
16	Jim Leyden  Witness Wendy O'Brien			

17	Noel Harnett  Witness Wendy O'Brien			

Dated this 9<sup>th</sup> November 2016

**COMPANIES ACT 2014**

**COMPANY LIMITED BY GUARANTEE  
WITHOUT HAVING A SHARE CAPITAL**

**CONSTITUTION**

**OF**

**SANDYFORD BID COMPANY LIMITED BY GUARANTEE**