

COMPANIES ACTS, 1963 TO 1990

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

Memorandum of Association of

‘IRISH FORESTRY CERTIFICATION INITIATIVE LIMITED’

1. The name of the Company is the ‘Irish Forestry Certification Initiative Limited’.
2. The main objects for which the Company is established are: -
 - (i) To advance sustainable forest management in Ireland.
 - (ii) To develop a certifiable forest management standard for Irish forests based upon the principles and criteria of The Forest Stewardship Council (FSC).
 - (iii) To engage the general public and relevant interest groups in the development of the Irish FSC Standard.
3. In pursuance of the main objects, the Company may exercise the following powers: -
 - (i) To organise, hold and contribute to events and activities which would advance the achievement of the main objects and to promote all other activities as are consistent with those objects.
 - (ii) To engage in any business or activity and to undertake, provide and carry out any research which is deemed necessary or advantageous in promoting the objects of the Company for the purpose of generating, capital or income to facilitate the furthering of the objects of the Company.
 - (iii) To promote subsidiary companies with main objects associated with those of the Company or the property of the Company and to subscribe for and hold capital therein the entire profit from such company or companies to be directed to the Company
 - (iv) To enter into co-operation with any person(s), association or organization whether public or private whose objects are altogether or in part similar to those of the Company in any manner and for any purpose which may be thought proper for the furtherance of the objects of the Company.
 - (v) To buy, take on lease or in exchange any real or personal property and rights or privileges attaching thereto necessary for the achievement of the objects and to maintain and equip it for use.
 - (vi) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient.
 - (vii) To advertise and make known the Company and its objects, purposes, and aims by such means as may be deemed expedient.

- (viii) To raise and accumulate funds and income and to invite and receive subscriptions and donations provided that in raising funds and accumulating income the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
- (ix) To borrow or raise money in such a manner as the Company shall think fit and in particular by the issue of debentures stock perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge of loan to secure and guarantee the performance by the Company of any obligations or liability it may undertake. Provided that no mortgagee or other person or trust advancing money to the Company shall be concerned to enquire into the necessity or propriety of raising money or as to the amount required or the application thereof.
- (x) To employ such staff (who shall not be members of the Steering Committee) as are necessary for the proper pursuit of the objects, and to make all reasonable and necessary provision for the payment of pension and superannuation for staff and their dependants.
- (xi) To act as trustees of any property, real or personal for any of the objects of the Company and for any other purpose as may seem conducive to the objects of the Company.
- (xii) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investments or securities and in such a manner as from time to time may be determined, provided however that prior notification shall always be given to the Revenue Commissioners where it is intended to accumulate funds over a period in excess of two years for any specific purpose.
- (xiii) To develop, improve, manage, cultivate, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise, deal with all or any part of the property rights of the Company.
- (xiv) To lend and advance money or give credit to any person, firm or company, and on such terms as may seem expedient.
- (xv) To effect insurances and to take on other measures as may be considered necessary or expedient for the purposes of safeguarding and securing the Company and its Steering Committee, members, employees, and people using its premises and any property of which the Company may be a trustee, manager, agent or custodian, against liability, loss and damage of every description.
- (xvi) To cooperate with any other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of similar charitable purposes and to exchange information and advice with them.
- (xvii) To establish and support any charitable trust, associations or institutions formed for all or any of the objects.

- (xviii) To accept, hold and receive and retain any gifts or loans of real or personal property given, devised or bequeathed by any person or entity and to employ the same for the purposes of the Company.
- (xix) To appoint and constitute such advisory committees, sub-committees or working groups as the Company may think fit.
- (xx) To do all such things as are incidental or conducive to the attainment of the above main objects.

And it is hereby declared that in the construction of this Article, the word “company” except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in each paragraph of this Article shall, except where otherwise expressed in such paragraph, be in no way restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

WINDING UP

- 4. If the Steering Committee decides that it is necessary or advisable to dissolve the Company it shall call a meeting of all members, of which not less than 21 days’ notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a 75% majority of those present and voting, the Steering Committee shall have the power to realise any assets held by or on behalf of the Company. Any assets remaining after the satisfaction all it’s debts and liabilities shall be given or transferred to such other charitable institution or institutions having main objects similar to the main objects of the Company as the members may determine or failing that shall be applied for some other charitable purpose.

INCOME AND PROPERTY

- 5. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotions of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.
- 6. No member shall acquire any interest in property belonging to the Company (otherwise than as a trustee for the Company).

ADDITIONS. ALTERATIONS OR AMENDMENTS

7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Euro.
9. A true account shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company and of the property, credits and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations of the Company for the time being in force shall be open to the inspection of members. Once at least in every year the accounts of the Company shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors. The books of account of the Company shall be kept at the registered office or, subject to Section 147 of the Companies Act, 1963, at such other place or places as the Steering Committee think fit, and shall always be open to the inspection of the Steering Committee and to the Revenue Commissioners on request.
10. The provisions of the Memorandum and Articles of Association of the Company shall not be altered or deleted without the prior written consent of the Revenue Commissioners.

WE, the persons whose names and addresses are subscribed wish to be formed into a Company pursuance of this Memorandum of Association.

COMPANIES ACTS, 1963 TO 1990

~ COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL ~

Articles of Association
of
‘Irish Forestry Certification Initiative Limited’

INTERPRETATION

The Regulations contained in Table C of the Companies Acts 1963 to 1999 shall apply to the Company save in so far as they are excluded or verified hereby.

1. In these Articles:

“the Act”, means the Companies Acts, 1963 to 1990

“the Steering Committee” mean the members of the Steering Committee, including Directors of the Company

“the Secretary” means any person appointed to perform the duties of the Secretary of the Company

“the Seal” means the Common Seal of the Company.

“the Office” means the registered office for the time being of the Company

“the Company” means Irish Forestry Certification Initiative Limited

OBJECTS

2. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. For the purpose of Registration the number of the members of the Company is declared unlimited.

4. The subscribers to the Memorandum of Association and such other persons as the Steering Committee shall admit to membership shall be members of the Company with voting rights.

5. Membership of the Company is open to:

(a) Individuals and organisations that have an interest in the objectives stated.

(b) Members must be ordinarily based or resident in the Republic of Ireland.

6. No person shall be considered a member of the Company until such application or subscription as stipulated by the Steering Committee has been completed and/or paid. On completion each member submits himself/herself to the Memorandum and Articles of Association of the Company. Each member is obliged to declare affiliation to one of the three chambers, i.e. Economic, Social or Environmental. Where affiliation is not declared or where there is an issue with the affiliation of any member, the final decision of the Steering Committee will be binding. An annual subscription and date payable annually may be determined by the Steering Committee. Members will be advised at least one calendar month prior to the date at which the subscription is payable. Failure to pay the annual subscription within one month of the due date may result in membership being terminated at the discretion of the Steering Committee.

7. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Company; and may appoint an alternate to replace its appointed representative at any meeting of the Company if the appointed representative is unable to attend. In the case of member organisations, a representative may be appointed in accordance with Article 5 and shall be empowered to vote on behalf of the member organisation.
8. Each member and member organisation shall notify the name of the representative appointed by it to the appropriate IFCI secretariat and also to the Steering Committee. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
9. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles of Association or with the Bye Laws of the Company, or behaves in such a manner as to bring the Company or its objects into disrepute, such member shall be liable to expulsion by resolution of the Steering Committee provided that at least fourteen days before the meeting at which such resolution is passed he/she shall have notice thereof and of the intended resolution for his/her expulsion so as that he/she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he/she may think fit.
10. No member or group of members of the Company shall put him/herself forward as acting on behalf of the Company in any matter save with the authority of the Steering Committee. Any member who does so shall be subject to disciplinary proceedings at the discretion of the Steering Committee and may be held personally liable for any loss incurred or sustained by the Company or by any third party as a result of their action and shall account to the Company for any profit made by them as a result of their actions.

GENERAL MEETING

11. All general meetings of the Company shall be held in the State.
12. There shall be an Annual General Meeting of the Company during each calendar year which shall be arranged at the most appropriate time for executing the objects of the Company as agreed by the Steering Committee; and not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next provided that 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.
13. All general meetings, other than Annual General Meetings shall be called Extraordinary General Meetings.
14. Every Annual General Meeting shall be called by the Steering Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all members. All members shall be entitled to attend and vote at the meeting.
15. The Steering Committee may convene an Extraordinary General Meeting of the Company at anytime. If at least ten members of the Company request such a meeting in writing stating the business to be considered the Secretary shall convene such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.
16. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

17. The Steering Committee shall present to each Annual General Meeting the report and accounts of the Company for the preceding year.

PROCEEDINGS AT GENERAL MEETING

18. 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 Steering Committee and Auditors, the election of members of the Steering Committee in place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.
19. The Secretary or other person specially appointed by the Steering Committee shall keep a full record of proceedings at every general meeting of the Company.
20. No business shall be transacted at any general meeting unless a quorum of members present at the time when the meeting proceeds to business. Save as herein otherwise provided there shall be a quorum when at least eight members of the Company are present in person at any general meeting.
21. 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 Steering Committee 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.
22. Before any other business is transacted at the general meeting the persons present shall appoint a chairperson of the meeting who shall be the most recent Chairperson of the Steering Committee or in his/her absence another member.
23. 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 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 thirty 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 of the business to be transacted at an adjourned meeting.
24. At any general meeting a resolution put to the vote of the meeting shall be decided, subject to the rules of weighting as described in Article 25 following, on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded:
 - (a) By the Chairperson; or
 - (b) By at least ten members present or by proxy

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 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. The demand for a poll may be withdrawn.

VOTES OF MEMBERS

25. Every member shall have one vote. The votes of members shall be weighted according to their affiliation to a specific chamber. The weighting is one third for each of the three chambers (Social, Environmental, and Economic).
26. No member shall be entitled to vote at any general meeting unless any membership fee due by him/her to the Company has been paid.
27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
28. Votes may be given either personally or by proxy where the proxy is the meeting chairperson or other member of the Company present.
29. The instrument appointing a proxy shall be in writing and authorised by the appointer and shall be deposited at the office not less than 48 hours before the time appointed for the meeting, and in default the instrument of proxy shall not be treated as valid.
30. Subject to procedures adopted by the Steering Committee, postal and e-mail votes will be accepted from members with respect to the election of Steering Committee members and EGM motions if received by the Secretary 7 days before Extraordinary General and/or the Annual General Meetings.

HONORARY OFFICERS

31. The first meeting of the Steering Committee members shall elect from amongst themselves a chairperson, Vice-chairperson, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting. At the discretion of the Steering Committee an independent Chairperson may be appointed subject to approval by all three chambers.

STEERING COMMITTEE

32. The first Steering Committee shall be appointed by a public meeting and they shall hold office until the first Annual General Meeting of the Company at which one member shall retire. At every subsequent Annual General Meeting, one member of the Steering Committee members shall retire from office.
33. The member to retire shall be the Steering Committee member who has been the longest in office since his/her last appointment or election unless a member resigns between AGMs. Where persons who became members of the Steering Committee on the same day the person who resigns will be determined by lot (unless they otherwise agree between themselves).
34. A retiring Steering Committee member shall not be eligible for re-election other than in the circumstances outlined in Article 58(b).

35. Subject to Article 53, the Company, at the meeting at which a Steering Committee Member retires in the manner herein said, shall fill the vacated office by electing a Member thereto, provided that such election retains the balance of Chambers.
36. Subject to Article 53 no person shall, unless recommended by the Steering Committee, be eligible for election to the office of Member of the Steering Committee at any general meeting unless, not less than three or more than 21 days before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, signed by a Member of the Steering Committee duly qualified to be present and vote at the meeting for which such notice is given, of his /her intention to propose such person for election, and also a notice in writing, signed by that person, of his/her willingness to be elected.
37. The first Steering Committee shall elect the aforementioned officers and the officers shall hold these positions until the first Annual General Meeting at which they shall retire but shall be eligible for re-election as long as they remain members of the Steering Committee.
38. Nominations for election to the Steering Committee must be made and seconded by members in writing and must be in the hands of the secretariat and the Secretary at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
39. Members who resign from the Steering Committee between Annual General Meeting's may be replaced by another from the organisation they represented. This replacement would complete the normal term.
40. The Steering Committee of the Company shall consist of not less than 8 members nor more than 12 members being:
 - (a) the honorary officers specified in the preceding Article i.e. Chairperson, vice- chairperson, Secretary and Treasurer,
 - and
 - (b) not less than 4 and not more than 8 other members elected at the Annual General Meeting who shall hold office from the following January 1st a term of three years. Members may stand for election or appointment for a second consecutive term.
41. The minimum number of Directors that are required under Company Law will be drawn from elected members of the Steering Committee. Elected members will be encouraged to apply for membership of the Forest Stewardship Council (FSC).
42. The Steering Committee will comprise of representatives in 3 chambers, covering social, environmental, and economic interests. There will be at least one member of each chamber on the Steering Committee and the voting will be weighed one third in each chamber.
43. The Steering Committee may in addition appoint not more than 3 co-opted members (subject to Article 45) but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Steering Committee would be co-opted members. Subject to Article 36, the chairperson of any Working Group or Sub-committees formed under Article 62 or Article 63 may be co-opted to the Steering Committee if he/she is not already a member of the Steering Committee. Co-opted members of the Steering do not have to be FSC Members but they should be encouraged to join if they are eligible. Each appointment of a co-opted member shall be made at a regular or special meeting of the Steering Committee under Article 40 and shall take effect from the end of that

meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant. Co-opted Members shall be appointed for one year at a time but this may be renewed on an annual basis.

44. The proceedings of the Steering Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
45. Nobody shall be appointed as a member of the Steering Committee who is aged under 18 or who would if appointed be disqualified under the provision of the following Article.
46. No person shall be entitled to act as a member of the Steering Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Steering Committee a declaration of acceptance and of willingness to act in the trusts of the Company.
47. The funds of the Company, including all donations contributions and bequests, shall be paid into an account operated by the Steering Committee in the name of the Company at such bank as the Steering Committee shall from time to time decide. There will be at least 2 signatories to the bank accounts.
48. The funds belonging to the Company shall be applied only in furthering the objects of the Company.

POWERS AND DUTIES OF STEERING COMMITTEE.

49. The business of the Company shall be managed by the Steering Committee who may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Steering Committee which would have been valid if that regulation had not been made.
50. The Steering Committee may from time to time and at anytime by Power of Attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Steering Committee, 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 Steering Committee 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 Steering Committee members may think fit, and may also authorise and such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.
51. The Steering Committee 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 any third party.
52. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies 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 Steering Committee shall from time to time by resolution determine.

53. The members for the time being of the Steering Committee may act notwithstanding any vacancy in their body, provided always that, in case the Committee shall at any time be or be reduced in number to less than the minimum prescribed by or in accordance with these Articles and subject to Article 40 where possible, it shall be lawful for them to act as the Steering Committee for the purpose of filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

DETERMINATION OF MEMBERSHIP OF THE STEERING COMMITTEE

54. The office of a member of the Steering Committee shall be vacated if such member:
- (a) Holds any office or place of profit under the Company;
 - (b) Is adjudged bankrupt in the state or in Northern Ireland or in Great Britain or make any arrangement or composition with his creditors generally; or
 - (c) Become prohibited from being a member of the Steering Committee by reason of any order made under section 184 of the Act; or
 - (d) become incapable by reason of unsound mind, illness or injury of managing and administering his or her own affairs;
 - (e) is absent without the permission of the Steering Committee from all their meetings held within a period of six months and the Steering Committee resolve that his or her office be vacated; or
 - (f) resigned his office, by notice in writing to the Steering Committee (but only if at least four members of the Steering Committee will remain in office when the notice of resignation is to take effect);
 - (g) Is convicted of an indictable offence unless the members of the Steering Committee otherwise determine;
 - (h) If he/she is requested to vacate his/her office by a notice in writing signed by the rest of the Steering Committee.

STEERING COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

55. No member of the Steering Committee shall acquire any interest in property belonging to the Company (otherwise than as a trustee for the Company) or receive remuneration or be interested (otherwise than as a member of the Steering Committee) in any contract entered into by the Steering Committee.

MEETINGS AND PROCEEDINGS OF THE STEERING COMMITTEE

56. The Steering Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. But if the matters include an appointment of a co-opted member then not less than 14 days' notice must be given.
57. The Chairperson shall act as a chairperson at meetings of the Steering Committee. If the Chairperson is absent from any meeting, the Vice-chairperson shall conduct proceedings. Otherwise the members of the Steering Committee present shall choose one of their number to be Chairperson of the meeting before any other business is transacted.
58. (a) There shall be a quorum when at least one half of the number of members of the Steering Committee for the time being or four members of the Steering Committee, whichever is the greater, are present at the meeting.

- (b) Subject to Articles 40 and 42 above the Steering Committee may from time to time and at any time appoint any member of the Company to the Committee either to fill a casual vacancy or by way of addition to the Steering Committee. Any member so appointed shall retain his/her office only until the next Annual General Meeting, but he/she shall then be eligible for re- election.
59. Every matter shall be determined by consensus, or failing that, by a majority of votes from the elected members within each chamber of the Steering Committee who are present.
60. The Steering Committee shall keep minutes, in a book kept for the purpose, of the proceedings at meetings of the Steering Committee and any sub-committee or working group.
61. The Steering Committee may from time to time make and alter rules for the conduct of business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
62. The Steering Committee may appoint one or more sub-committees consisting of *one* or more members of the Steering Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Steering Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Steering Committee.
63. The Steering Committee may appoint one or more working groups or sub-committees which must reflect the Chambers' balance for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Steering Committee would be more conveniently undertaken or carried out by a working group: provided that all acts and proceedings of any such working groups or sub-committees shall be fully and promptly reported to the Steering Committee.

SECRETARY

64. The Secretary shall be appointed by the Steering Committee for such term, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Steering Committee may appoint an administrative secretary or secretaries for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed maybe removed by them.

SEAL

65. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Steering Committee and every instrument to which the Seal shall be affixed shall be signed by a Member of the Steering Committee and shall be countersigned by the Secretary or by a second Member or by some other person appointed by the Steering Committee for that purpose.

ACCOUNTS

66. The Steering Committee shall cause proper books of account to be kept with respect to:
- (a) All sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure took place
 - (b) All sales and purchases of goods by the Company
 - (c) All assets and liabilities of the Company

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 affairs of the Company and to explain its transactions.

67. The books of account shall be kept at the office; or, subject to Section 147 of the Act, at such other place or places as the Steering Committee think fit, and shall always be open to the inspection of the Steering Committee and to the Revenue Commissioners on request. The books of account shall be open to the inspection of any member of the Company on reasonable notice.
68. The Steering Committee shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act 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 those sections to be prepared and laid before the Annual General Meeting of the Company.
69. 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 Steering Committee's Report and Auditor's Report shall, not less than 14 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.
70. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
71. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts, 1963 –1999.

NOTICES

72. A notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his/her registered address as appearing in the register of members or by delivering it at his/her registered address.
73. Any notice if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put in the post, and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.
74. Notice of every general meeting shall be given to the Auditor for the time being of the Company.