

Companies Act 2014
Company Limited by Guarantee
Constitution of
**IRISH GIRL GUIDES TRUST CORPORATION COMPANY LIMITED
BY GUARANTEE**

Company Number: 99368

Date of incorporation: 25 January 1984

Version: 1 October 2021

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MEMORANDUM OF ASSOCIATION

1. NAME

The name of the Company is “IRISH GIRL GUIDES TRUST CORPORATION COMPANY LIMITED BY GUARANTEE” (hereinafter called “the Trust Corporation”).

2. COMPANY TYPE

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

3. MAIN OBJECT

The Main Object for which the Trust Corporation is established are:

- 3.1 For the promotion of the advancement of the efficient and effective use of property of charitable organisations and for the benefit of members of Irish Girl Guides in Ireland, Irish Girl Guides Trust Corporation ensures that property wardens are appointed for each property, ensuring proper Health and Safety inspections are carried out and that the properties are well maintained for the safety of all users which includes, but is not limited to, the members of the organisation known as the Irish Girl Guides.

4. POWERS

The Trust Corporation 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:

- 4.1 To undertake and perform any trusts of land, buildings, investments, funds or other property for any of the charitable purposes or objects of the charitable organisation known as the Irish Girl Guides

- 4.2 To take such steps as may be necessary under the law relating to charities or charitable trusts for validly and effectually vesting such property or any part thereof in the Trust Corporation.
- 4.3 To undertake, accept, execute and administer any charitable trusts without remuneration.
- 4.4 To acquire, accept and hold as trustee, nominee or agent of or for the Irish Girl Guides or any branch group or local association thereof or for any charitable body or association and to sell, exchange or otherwise dispose of, manage, develop, exchange, deal with and turn to account real and personal property of all kinds whatsoever, and any interest therein, subject to such consents (if any) as may for the time being be required by law, and to the terms of any trusts affecting the same.
- 4.5 To found, subsidise, manage and assist any funds, associations or institutions calculated or intended to assist the Trust Corporation or any such branch, group or local association as aforesaid.
- 4.6 To accept any gift or donation of property, devise, legacy or annuity, subscription or contribution, whether subject to any special trust or not, for the purposes or objects of the Trust Corporation or any such branch, group or local association as aforesaid, or any of them, or for any charitable purpose.
- 4.7 To take such steps as may from time to time be deemed expedient for the purpose of promoting the objects of the Trust Corporation or of procuring contributions to its funds by way of gifts, donations, subscriptions, legacies, devises or in any other manner.
- 4.8 To borrow, raise or secure the payment of money for the purpose of promoting the objects of the Trust Corporation, and for those purposes to create mortgages or charges on the undertaking and all or any part of the property and rights of the Trust Corporation, present or after acquired, so far as may be consistent with any trusts affecting the same.
- 4.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Trust Corporation may think necessary or convenient for the purposes of the Trust Corporation, and to construct, maintain and alter any buildings or erections necessary or convenient for those purposes.
- 4.10 To sell, lease, let, mortgage, exchange, dispose of or turn to account all or any of the property or assets of the Trust Corporation as may be thought expedient with a view to the promotion of its objects.
- 4.11 To invest in such ways as shall seem desirable to the Directors any moneys of the Trust Corporation 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 Trust Corporation intends to accumulate funds over a period in excess of two years for any purposes.

- 4.12 To establish and support and to aid in the establishment and support of any other associations formed for all or any of the objects of the Trust Corporation, provided that every such society shall prohibit the distribution of its income and property amongst its Members to an extent at least as great as is imposed on the Trust Corporation under or by virtue of Clause 5 hereof.
- 4.13 To amalgamate with any companies, institutions and societies or associations having objects altogether or in part similar to those of the Trust Corporation and which shall prohibit the distribution of their capital and income amongst their Members to an extent at least as great as is imposed on the Trust Corporation under or by virtue of Clause 5 hereof.
- 4.14 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Trust Corporation is authorised to amalgamate.
- 4.15 To procure the Trust Corporation to be registered or recognised in any foreign country or place, and to obtain any Act of the Oireachtas, Provisional Order, enactment, decree or other legislative or executive act of any government, state, colony, province, dominion, sovereign or authority, supreme, municipal, local or otherwise for enabling the Trust Corporation to carry any of its objects into effect.
- 4.16 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Trust Corporation 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 Trust Corporation; 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 Trust Corporation and to subscribe or guarantee money for charitable objects.
- 4.17 To do all or any of the above things in any part of the world, and as principals, agents, or trustees, and by or through trustees or agents, and either alone or in conjunction with others.
- 4.18 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Trust Corporation shall not support with its funds any objects, or endeavour to impose on or procure to be observed by its members or others, any regulations, restrictions or condition which if an object of the Trust Corporation would make it a trade union.

Provided also that in case the Trust Corporation shall take or hold any property subject to the jurisdiction of the Charities Regulatory Authority, the Trust Corporation shall not sell, mortgage, charge or lease the same without such authority, approval or consent, as may be required by law, and as regards any such property, the Managers or Trustees of the Trust Corporation shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effective, and the incorporation of the Trust Corporation shall not diminish or impair any control or authority exercisable by the Chancery Division of The High Court or the Charities Regulatory Authority over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust Corporation were not incorporated. In case the Trust Corporation shall take or hold any property which may be subject to any trusts, the Trust Corporation shall only deal with the same in such manner as allowed by law, having regard to such trusts.

Provided also that nothing hereinbefore contained shall be construed as including in the purposes for which the Trust Corporation has been established any purposes which are not charitable according to law.

5. INCOME AND PROPERTY

5.1 The income and property of the Trust Corporation shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. No portion of the Trust Corporation'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 Trust Corporation.

5.2 No Director shall be appointed to any office of the Trust Corporation paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Trust Corporation. However, nothing shall prevent any payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any member or servant of the Trust Corporation (not being a Director) for any services rendered to the Trust Corporation;
- (b) 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 Trust Corporation;

- (c) reasonable and proper rent for premises demised and let by any member of the Trust Corporation (including any Director) to the Trust Corporation;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Trust Corporation;
- (e) 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.
- (f) Nothing shall prevent any payment by the Trust Corporation 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).

6. ADDITIONS, ALTERATIONS OR AMENDMENTS

The Trust Corporation 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 Trust Corporation 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.

7. WINDING UP

If upon the winding up or dissolution of the Trust Corporation 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 Trust Corporation. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Trust Corporation. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Trust Corporation under or by virtue of Clause 5 hereof. Members of the Trust Corporation shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

8. LIMITED LIABILITY

The liability of the members is limited.

9. UNDERTAKING TO CONTRIBUTE

Every member of the Trust Corporation undertakes to contribute to the assets of the Trust Corporation, if the Trust Corporation 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

- (a) payment of the debts and liabilities of the Trust Corporation contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
- (b) the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.

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ARTICLES OF ASSOCIATION

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject of context:-

<u>Words</u>	<u>Meanings</u>
“The Act”	The Companies Act, 2014.
“These presents”	These Articles of Association and the Regulations of the Trust Corporation from time to time in force.
“The Trust Corporation”	The above-named Company
“Irish Girl Guides”	Irish Girl Guides
“Executive Committee”	Irish Girl Guides’ Executive Committee
“The Directors”	The Directors for the time being of the Trust Corporation 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.
“Office”	The registered office of the Trust Corporation.
“Seal”	The common seal of the Trust Corporation.
“Month”	Calendar month.
“In writing”	Written, printed or lithographed, or partly in one way and partly in another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa. And words importing the masculine gender only shall include feminine gender and vice versa; and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust Corporation, shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

THE ACT

2. The provisions of the Act are adopted subject to Article 3 and the modifications contained herein.
3. The Company notes the sections of the Act specifically disappplied in respect of companies limited by guarantee under Part 18 of the Act and further disapplies the following Sections of the Act: 188 (2) (b), 618 (1) (b), 1196, and 1198.

MEMBERS

4. The number of Members of the Trust Corporation proposes to be registered with is twenty; however, the Directors may increase this number and, where an increase is made, it shall notify the Companies Registration Office of the details of the increase within 15 days of the date on which the increase was resolved or took place.
5. The Members of the Trust Corporation shall be:-
 - (a) The Chief Commissioner and the National Treasurer for the time being of the Irish Girl Guides upon their respectively agreeing in writing to become Members of the Trust Corporation and upon their names being respectively entered in the Register of Members of the Trust Corporation.
 - (b) Such other persons as the Directors shall admit to membership in accordance with the conditions hereinafter contained.
6. The Directors shall have power to admit to membership any person who is at the date of such admission a member of the General Council of the Irish Girl Guides and who shall signify in writing her consent to become a member provided that in no case shall the number of Members for the time being authorised be exceeded.
7. A member shall cease to be a member of the Trust Corporation:-
 - (a) upon her retirement to be signified by such member in writing to the Trust Corporation or on her death,

- (b) upon her ceasing to be a member of the General Council of the Irish Girl Guides;
or
- (c) upon a resolution to that effect being passed by not less than three-fourths of the Members present in person at a General Meeting of the Trust Corporation of which she has received proper notice and at which she shall have had a reasonable opportunity of attending and being heard.

GENERAL MEETINGS

- 8. General Meetings shall be held once in every calendar year at such time and place in the State as may be determined by the Board of Directors, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.
- 9. The above-mentioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary Meetings.
- 10. An extraordinary general meeting may be called at any time by the Secretary on request from at least 30% of Members entitled to vote at a general meeting.

NOTICE OF GENERAL MEETINGS

- 11. A meeting, other than an adjourned meeting shall be called, in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 14 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice. 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. It shall be given in the manner specified in these articles to such persons as are under these articles entitled to receive such notices from the Company.
- 12. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at Article 11 shall be deemed to have been duly called if it is so agreed by all of the Members entitled to attend and vote at the meeting, and the statutory auditors of the Company.
- 13. 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.

PROCEEDINGS AT GENERAL MEETINGS

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

15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be three Members personally present.
16. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Directors shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
17. The Chair of the Board of Directors shall preside at every General Meeting, but if there be no such Chair, or if at any meeting she shall not be present after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose one of the Directors or if no such Director be present, or if all the Directors present decline to take the chair, they shall choose some member of the Trust Corporation who shall be present to preside.
18. With the consent of any meeting at which a quorum is present, the Chair may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members present in person and entitled to vote, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three Members present in person and entitled to vote, and unless a poll is so demanded, a declaration by the Chair of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Trust Corporation shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution. If a poll is so demanded, it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is so demanded. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith or at such other time as the Chair of the meeting directs.
20. In the case of an equality of votes, the Chair of the meeting shall have no casting vote, but instead the matter should be reconsidered and a second ballot of Members taken.
21. Every member personally present shall have one vote and no more. No vote shall be given by proxy.

22. A resolution in writing signed by all the Members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Trust Corporation duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. A resolution in writing made pursuant to this clause may consist of two or more documents to the same effect each signed by one or more Members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, this statement shall be prima facie evidence that it was signed by him or her on that date.

DIRECTORS

23. Until otherwise determined by a General Meeting, the numbers of Directors shall not be less than three nor more than fifteen
24. The Board of Directors shall consist of:-
- (a) The Chief Commissioner and the National Treasurer for the time being of the Irish Girl Guides upon them respectively agreeing in writing to becoming directors of the Trust Corporation and upon their names being respectively entered in the Register of Directors of the Trust Corporation.
 - (b) Such other persons as shall be appointed in accordance with the conditions hereinafter contained.
25. (a) The Trust Corporation in General Meeting may by resolution from time to time appoint any member of the Trust Corporation to be a director, either to fill a casual vacancy or by way of addition to the directors, provided that the prescribed maximum be not exceeded.
- (b) The Executive Committee of the Irish Girl Guides may propose any member of the Trust Corporation to be a Director either to fill a casual vacancy or by addition to the Board of Directors provided that the maximum number of Directors fixed in accordance with these Articles is not exceeded.

BORROWING POWERS

26. The Directors may, in consultation with the Executive Committee of the Irish Girl Guides, exercise all the powers of the Trust Corporation 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 Trust Corporation or of any third party.

POWERS AND DUTIES OF DIRECTORS

27. The business of the Trust Corporation shall be managed by the Directors, who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust Corporation as they think fit, and may exercise all such powers of the Trust Corporation, and do on behalf of the Trust Corporation all such acts as may be exercised and done by the Trust Corporation, and as are not by the Act or by these presents required to be exercised or done by the Trust Corporation in General Meeting, subject nevertheless to any regulations of these presents to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Trust Corporation in General Meeting, but no regulation made by the Trust Corporation in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.
28. All cheques, promissory notes, bills, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Trust Corporation, 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.
29. The Directors shall cause proper minutes to be made within fifteen days of the proceedings of all meetings of the Trust Corporation and of the directors and of Committees of the directors and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

VACATION OF OFFICE

30. The office of Director shall be vacated if the Director:
 - (a) is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction; or
 - (b) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
 - (c) the director resigns his or her office by notice in writing to the Company; or
 - (d) the health of the director is such that he or she can no longer be reasonably be regarded as possessing an adequate decision-making capacity; or
 - (e) a declaration of restriction is made in relation to the director and the Board; or
 - (f) at any time during the currency of the declaration, resolves that his or her office be vacated; or
 - (g) the director is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence; or
 - (h) the director is absent from Board meetings held during a period of more than 18 months, without the permission of the directors.
 - (i) the director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

ROTATION OF DIRECTORS

31. (a) All Directors of the Trust Corporation Appointed Pursuant to Article 21 hereof shall retire in the manner hereinafter provided.
- (b) At each annual general meeting of the Trust Corporation one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, but, if there is only one Director who is subject to retirement by rotation, she shall retire. The Chief Commissioner and National Treasurer are ex-officio members and, as such, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire.
- (c) Subject as aforesaid, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (d) A Director who retires at an annual general meeting may, if willing to act, be re-appointed. If she is not re-appointed (or deemed to be re-appointed pursuant to these Articles) she shall retain office until the meeting appoints someone in her place or, if it does not do so, until the end of the meeting.
- (e) If the Trust Corporation, at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been re-appointed, unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.
- (f) No person other than a Director retiring by rotation shall be appointed a Director at any general meeting unless she is a Member of the Trust Corporation or not less than six clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Trust Corporation of the intention to propose that person for appointment stating with respect to such person to be proposed the particulars which would, if she were so appointed, be required to be included in the Trust Corporation's Register of Directors together with notice executed by that person of her willingness to be appointed.

PROCEEDINGS OF DIRECTORS

32. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the meeting shall have no casting vote, but instead the matter should be reconsidered and a second ballot of Members taken.

33. The continuing Directors may act notwithstanding any vacancy in their number; provided always that in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for the continuing Directors or Director to act for the purpose of summoning a General Meeting, but not for any other purpose.
34. On the request of any two Directors the Secretary shall, at any time, summon a meeting of the Directors by notice served upon the Directors.
35. The Directors shall from time to time elect a Chair who shall preside at all meetings of the Directors at which she shall be present, for a three year term of office, after which she may be re-elected for a further term. If no such Chair be elected, or if at any meeting the Chair be not present, the Directors present shall choose someone of their number to be Chair of that meeting.
36. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust Corporation for the time being vested in the Directors generally.
37. The Directors may delegate any of their powers to committees consisting of such members of the Directors as they think fit, and any committee so formed shall conform to any regulations imposed on it by the Directors.
38. All acts bona fide done by any meeting of the Directors or of any committee of the Directors, or by any one Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member 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 and had continued to be a Director.
39. A resolution in writing signed by all Directors for the time being entitled to receive notice of a meeting of the Directors or of any Committee of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such Committee duly convened and held.

SECRETARY

40. The Secretary shall be appointed by the Directors for such terms and at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
41. A provision of the Act 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.
42. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall for all the purposes of these presents be deemed during the term of her appointment to be the Secretary.

THE SEAL

43. The seal of the Trust Corporation shall only be used by the authority of a resolution of the Directors, and in the presence of at least three Directors, and the said Directors shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust Corporation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

44. The Directors shall cause proper books of accounts to be kept with respect to -
- (a) The assets and liabilities of the Trust Corporation;
 - (b) The sums of money received and expended by the Trust Corporation and the matters in respect of which such receipts and expenditure take place; and
 - (c) All sales and purchases of goods by the Trust Corporation.
45. The books of account shall be kept at the office, or subject to Section 282 of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.
46. The Trust Corporation in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Trust Corporation, or any of them, and subject to such conditions and regulations the accounts and books of the Trust Corporation shall be open to the inspection of members at all reasonable times during business hours.
47. Once at least in every year the Directors shall lay before the Trust Corporation in General Meeting an income and expenditure account for the period since the last preceding account or in the case of the first account since the incorporation of the Trust Corporation made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Directors and a report of the Auditors, and a copy of such account, balance sheet and reports shall 21 days before the meeting be sent to all persons entitled under the provision of the Act to receive them in the manner in which notices are hereinafter directed to be served.

AUDIT

48. Once at least in every year the accounts of the Trust Corporation 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.
49. Auditors shall be appointed and their duties regulated in accordance with Sections 333 to 337 of the Act.

NOTICES

50. A notice may be served by the Trust Corporation upon any member, either personally or electronically or by sending it through the post in a prepaid letter, addressed to such member at her registered address as appearing in the register of members.
51. 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 into 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.
52. Notice of every General Meeting shall be given in manner hereinafter authorised to –
 - (a) Every member;
 - (b) The Auditor for the time being of the Trust Corporation.

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