

COMPANIES ACT 2014

SCHEDULE 10

FORM OF CONSTITUTION OF COMPANY LIMITED BY GUARANTEE

Section 1176.

CONSTITUTION

OF

BALLA SECONDARY SCHOOL COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. The name of the company is: **BALLA SECONDARY SCHOOL COMPANY LIMITED BY GUARANTEE.**
2. The company is a company limited by guarantee, registered under *Part 18* of the *Companies Act 2014*.
3. The main object for which the Company is established is:

To provide a Catholic Voluntary Post Primary Co-Educational Education for the benefit of students in Balla and surrounding areas under the Patronage of the Catholic Archbishop of Tuam.
4. *The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only.*
 - (a) To take over, carry on, erect, establish and maintain the buildings land and property of the Saint Louis Convent School at Balla.
 - (b) To be responsible for the proper management, supervision and administration of the said school and of the property attached thereto and generally to do whatever may seem to the Company best calculated to promote the interest of the said school and its students and all those served By it and do whatever may seem to the Company best calculated to promote the interest of the said school and the students and all those served by it and to do such things as are incidental or conducive to the attainment of these objects.
 - (c) To provide educational and recreational facilities of all types and to permit the same to be used by the students and people of Balla and surrounding areas on such terms as to the Company may seem fit for any purpose, public or private, and in particular for meetings, exhibitions events and entertainments of all kinds and for all purposes which the Company may deem expedient.
5. **The Company shall in addition to the Powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:**
 - (a) To furnish and provide the Company's property with such property, implements equipment, machinery and facilities that the Company may think desirable.
 - (b) To raise funds and to help raise funds for the purpose of the Company or for any purpose which the Company may deem to be conducive to the attainment of its objects.
 - (c) To purchase, take or lease or in exchange hire or otherwise any real or personal property which may be deemed necessary or convenient for any of the purposes of the Company.
 - (d) To manage, sell, lease, sub-lease, mortgage or otherwise dispose of or deal with any property of the

Company.

- (e) To take any gift or any property whether subject to any special trust or otherwise.
- (f) To borrow, or raise or to secure the payment of money in such a manner as the Company may think fit and to secure the repayment of the principal and interest of same or the repayment or performance of any debt, liability, contract, guarantee or other engagement, incurred or to be entered into by the Company in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property both present and future and to charge or mortgage the Company's property in any way and to purchase, redeem or pay off any such security.
- (g) To invest the money of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject to the terms and conditions as to such investment imposed by law or trustees.
- (h) To undertake and execute any trust or any agency business which may seem directly or indirectly conducive to any of the objects of the objects of the Company.
- (i) To subscribe to any local or other charities and to provide a superannuation fund for the employees of the company or otherwise to assist any such employee, their widows and children.
- (j) To establish and support and to aid in the establishment of and support of any other companies formed for all or any of the objects of this company.
- (k) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more companies, institutions, societies, or associations with similar objects to this company.
- (l) To amalgamate with any companies, institutions, societies, or associations, having objects wholly or in part similar to those of this company.
- (m) To apply for any necessary licences and permissions and to take any proceedings that may be necessary in any Court of Law conducive or incidental to the attainment of the Company's objectives.
- (n) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above 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.
- (o) To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- (p) In case the Company shall take or hold any property subject to the jurisdiction of the Charities Regulator the company shall not sell mortgage charge or lease the same without such consent as may be required by law under the Charities Act 2009 or otherwise and as regards any such property the Directors of the company 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 way and in the same extent as if incorporation had not been effected and the incorporations of Balla Secondary School Limited shall not diminish or effect the control or authority exercisable by the High Court or by the Commissioners for Charitable Donations and Bequests in Ireland over such Directors but they shall as regards any such property be subject jointly and severally to such control and authority as if the Balla Secondary School Limited were not incorporated.

6. The liability of the members is limited.

7. Every member of the company undertakes to contribute to the assets of the company, if the company is

wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

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

such amount as may be required, not exceeding **€5.00 (one Euro)**.

WINDING UP

8. If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. 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 Company under or by virtue of Clause 9 hereof. Members of the Company 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.

INCOME AND PROPERTY

- 9.
- 9.1 The income and property of the Company shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.
- 9.2 No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
- (a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
 - (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 Company;
 - (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - (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 Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

ADDITIONS, ALTERATIONS OR AMENDMENTS

10. The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the

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

KEEPING ACCOUNTS

11. For so long as the Company benefits from Charitable tax exempt status from the Revenue Commissioners, annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

ARTICLES OF ASSOCIATION

The following Regulations shall apply to the company:

1. (i) The number of members with which the company proposes to be registered is 1,000, but the directors may from time to time register an increase of numbers and the Company must retain a minimum of three members at all times.
2. The provisions of the Companies Act 2014 are adopted save to the extent that they are dis-applied, modified or supplemented by this constitution.
3. The members of the Company shall be:-
 - (a) The subscribers to the Memorandum of Association;
 - (b) Any resident of the area served by the school who contributes €10 (ten Euros) or more annually to the Company;
 - (c) Such other persons as the Directors shall admit to membership.
4. The company may have for use in any place abroad an official seal which shall resemble the common seal of the company with the addition on its face of the name of every place abroad where it is to be used.
5. The number of Directors shall not be less than three and these directors must not be related and must be independent of each other.
6. The following persons will be considered permanent Directors:
 - (i) The School Principal
 - (ii) Two members of staff proposed by the staff members
 - (iii) One director nominated by the Board of Management
 - (iv) One Director nominated by the Catholic Archbishop of Tuam
 - (v) Any other person or corporation approved by special resolution at a general meeting
7. In addition to the Permanent Directors in Regulation 6 herein, at annual general meetings the members shall elect a maximum of eleven directors of whom:-
 - (i) One shall be from the Parish of Carancon
 - (ii) One shall be from the parish of Castlebar
 - (iii) One shall be from the Parishes of Straide/Bohola/Kiltimagh/Keellogues/Parke
 - (iv) One shall be from Mayo Abbey Parish
 - (v) Six shall be from Balla Parish of whom one at least shall be from the Belcarra Area
8. At the sixth annual general meeting of the company and at every subsequent annual general meeting, one fifth of the Directors for the time being, apart from Directors appointed under Regulation 6, shall retire from office. If the number of Directors apart from appointed Directors is not a multiple of five then the number nearest but not more than five shall retire. Those to retire each year shall be the longest in office. As between persons who become Directors on the same day those to retire, unless agreed amongst themselves, shall be determined by lot. Directors retiring under this regulation shall not be eligible for re-election until the next annual general meeting and *section 1196* of the *Companies Act 2014* shall be

modified accordingly.

9. Where the company increases or reduces the number of directors, it may also decide in what rotation an increased or reduced number of directors is to go out of office.
10. Someone appointed by the directors to be a director, either to fill a casual vacancy or as an addition to the existing directors shall not be taken into account in determining the directors who are to retire at the next annual general meeting after that appointment.
11. In the case of a resolution to remove a director under *section 146* of the *Companies Act 2014* or to appoint somebody instead of the director so removed at the meeting at which he or she is removed, and where it is not practicable that the company give its members notice of any such resolution at the same time and in the same manner as it gives notice of that meeting, the company may give notice of such resolution in any manner which the directors may decide on.
12. In addition to *section 148* of the *Companies Act 2014*, the office of Director shall also be vacated if the Director leaves County Mayo for more than 12 months.
13. A meeting of the directors or of a committee referred to in *section 160(9)* of the *Companies Act 2014* may consist of a conference between some or all of the directors or, as the case may be, members of the committee who are not all in one place, where each of them is able (directly or by means of telephonic, video or other electronic communication), to communicate with each of the others by sign language or in any other manner agreed to by the directors, as well as in any circumstance provided for by law.
14. At the start of a conference referred to in Regulation 13, whether occurring under that Regulation or as provided for by law, each director or, as the case may be, members of the committee must acknowledge that he or she accepts that the conference is such a conference and is a meeting of the directors or of a committee referred to in *section 160(9)* of the *Companies Act 2014*, as the case may be.
15. A minimum of three days notice should be given in respect of a meeting of the directors or a committee referred to in Regulation 13, with a full agenda included with that notice.
16. The quorum necessary for the transaction of the business of the directors may be fixed by the general meeting, and unless so fixed shall be seven including nominated members.
17. A director or, as the case may be, member of the committee taking part in a conference referred to in Regulation 13, whether occurring under that Regulation or as provided for by law, may not stop taking part in the conference without the express permission of the chairperson, and shall be conclusively deemed to have taken part in the meeting unless and until the chairperson gives such permission.
18. An extraordinary general meeting of the company not for the passing of a special resolution, other than an adjourned meeting, shall be called by not less than 14 days' notice.
19. No business shall be transacted at any general meeting of a company unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, seven members present in person shall be a quorum.
20. *Subsection (5) of section 182* of the *Companies Act 2014* shall apply to the company, but as if it read 30 instead of 15 minutes.
21. The business of the annual general meeting shall include the election and re-election of the directors.
22. *Subsection (5) of section 218* of the *Companies Act 2014* shall apply to the company.
23. The company shall indemnify every current or former officer of it, including a statutory auditor, against any liability incurred by him or her in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted, or in connection with any proceedings or application referred to in, or under, *section 233* or *234* of the *Companies Act 2014* in which relief is granted to him or her by the High Court.

24. The directors may, from time to time, set an annual subscription to be payable by any member of the company. That subscription shall be payable in advance on the 1st day of ~~July~~^{July} in each year. Someone who becomes a member of the company after that date may be required to pay the entire annual subscription for that year and someone who stops being a member before that date shall not be entitled to any refund. The directors may also, from time to time, set terms and conditions for life subscriptions.