**COMPANIES ACT 2014**

**CONSTITUTION OF PRIVATE COMPANY LIMITED BY SHARES**

**OF <<Company Name>> LIMITED**

COMPANY NUMBER: <<company number>>

DATE OF INCORPORATION: <<DD/MM/YY>>

**Companies Act 2014**

**Form of Constitution of Private Company Limited by Shares**

**<<Company Name>>**

1. The name of the Company is <<Company Name>> Limited
2. The Company is a private company limited by shares, registered under Part 2 of the Companies Act 2014.

3. The liability of the members Is limited.

4. The Company's Authorised share capital is €100,000 divided into 100,000 ordinary shares of €1.00 each.

## Supplemental Regulations

**Interpretation and general**

1. (a) The “Optional Provisions" (as that term Is defined by section 54(1) of the Act) (with the exception of sections 43(3), 65, 144(3)(c). 165(1) and 178(2) of the Act) shall apply to the constitution of the Company save to the extent that they are disapplied, modified or supplemented by this constitution. (b) References to periods of time in the Optional Provisions shall not be altered by section 3 of the Act, and to that extent, the Optional Provisions are herebymodified in their application to the Company.
2. Unless otherwise provided in this constitution and in any provision of the Act which appliesto this Company:

6.1(a) a referenceto: the "Act" means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force; (b) a "Director" shall Include an alternate director; (c) a "secretary shall include any joint, assistant or deputy secretary; and (d) a “member" shall Include amember's personal representativesin consequence of his or her death or bankruptcy and (e) areference to an AGM means the Annual General Meeting.

6.2(a) save asprovided for in Regulation 5(b), aword or expression used in this Constitution, which is not otherwise defined, and which Is also used in the Act shall have the same meaning here, as it has In the Act; and (b) the singular shall include the plural and vice versa.

## Allotment, acquisition, and transfer of shares

1. The following provisions apply to the allotment of shares (and 'allotment of shares' shall include issue of shares):
   1. for the purposes of section 69(1) of the Act, the allotment of shares (including redeemable shares) is authorised generally;
   2. for the purposes of section 69(3) of the Act, the general authorisation for the allotment of shares in the Company is not subject to any stipulation as to aperiod during which the allotment may occur; and
   3. for the purposes of section 69(12)(a)(i) of the Act, section 69(6) of the Act shall not apply generally to any allotment of shares in the Company.

## The Company:

* 1. may give financial assistance for the purpose of acquisition of its shares or, where the Company is a subsidiary, its holding company, and
  2. is Authorized, for the purposes of section 105(4)(a) of the Act, to acquire its own shares.

1. The Directors (and for the purposes of section 69(4)(a) of the Act, any committee of the Directors so authorised by the Directors and anyperson so authorised by the Directors or such committee) may without prejudice to section 158(1) of the Act:
   1. allot, issue, grant options over and otherwise dispose of shares In the Company;
   2. exercise the Company's powers under Regulation 8.

on such terms and subject to such conditions as they think fit subject only to the provisions of the Act.

1. The Directors' power to decline to register a transfer of shares shall not cease to be exercisable on the expiry of two months after the date of delivery to the Company of the instrument of transfer of the share.
2. The Directors may determine such procedures as they shall think fit with respect to the transmission of shares in the Company held by abody corporate that is transmitted by operation of law in consequence of a merger or division.

**Directors and secretaries**

12. The number of Directors, from time to time, shall be not less than one and not more than twelve.

1. Notwithstanding any other provision of this constitution or any other agreement or document, the board of directors may from time to time appoint additional directors to the board of the company, whether to replace directors removed under Section 146 of the Companies Act 2014, or as additional directors.
2. A decision of the directors is taken in accordance with this constitution when all eligible directors indicate to each other by any means that they share a common view on the matter.
3. Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing.
4. A decision may not be taken in accordance with this constitution if the eligible directors would not have formed a quorum at such a meeting.
5. In addition to the circumstances described in sections 146,148(2) and 196(2) of the Act, the office of Director shall be vacated–
   1. Ipso facto, if that Director-
      1. resigns his or her office by notice in writing to the Company;
      2. becomes subject to adeclaration of restriction under section 819 of the Act and the Directors, at any time during the currency of the declaration, resolve that his or her office be vacated;
      3. resigns his or her office by spoken declaration at any boardmeeting and such resolution is accepted by resolution of that meeting, in which case such resignation shall take effect at the conclusion of such meeting unless otherwise resolved:
      4. is adjudicated insolvent or bankrupt or makes any arrangement or compromise with his creditors generally (in any jurisdiction);
      5. is removed from office by notice in writing to the Company: where there Is asole member, by the sole member or where there is more than one member, by any member or members having the right to attend and vote at ageneral meeting of the Company on a resolution to remove a director and holding for the time being not less than 90% in nominal value of the shares giving that right; and

17.2 By resolution of the board of directors where that Director -

1. can no longer be reasonably regarded as possessing an adequate decision-making capacity by reason of his or her health;
2. is sentenced to aterm of imprisonment (whether or not the term is suspended) following conviction of a criminal offence in any jurisdiction;
3. is for more than six months absent, without the permission of the Directors, from meetings of the Directors held during that period;
4. is in full-time employment of the Company or the Company's

holding company or a subsidiary of the Company's holding company, upon the termination of such employment;

and a Director so removed shall have no right to prior notice or to raise anyobjection to his or her removal from office but any removal (other than one initiated by the Director) shall be without prejudice to any claim for compensation or damages payable as a result of the removal also terminating any contract of service.

1. A Director is expressly permitted (for the purposes of section 228(1)(d) of the Act) to use vehicles, telephones, computers, accommodation and any other Company property where such use is approved by the Board of Directors or by a person so authorised by the Board of Directors or where such use is in accordance with a director's terms of employment, letter of appointment or other contract or in the course of the discharge of the Director's duties or responsibilities or in the course of the discharge of a Director's employment.
2. Nothing in section 228(1)(e) of the Act shall restrict a Director from entering into any commitment which has been approved by the Board or has been approved pursuant to such authority as may be delegated by the Board in accordance with this constitution. It shall be the duty of each Director to obtain the prior approval of the Board, before entering into any commitment permitted by sections 228(1)(e)(II) and 228 (2) of the Act.
3. A Director may vote in respect of any contract, appointment or arrangement in which he or she is interested, and which shall be counted in the quorum present at the meeting and is hereby released from his or her duty set out in section 228(1)(f) of the Act and a Director may vote on his or her own appointment or arrangement and the terms of it.
4. The Director (the "appointer") may from time to time appoint any person to be an alternate director (the “appointee") and section 165(1) of the Act shall not apply.

22. Where any committee is established by the Directors:

22.1 the meetings and proceedings of such committee shall be governed by the provisions of this constitution regulating the meeting and proceedings of the Directors so far as the sameareapplicable and are not superseded by any regulations imposed upon such committee by the Directors; and

22.2 the Directors may authorise or may authorise such committee to authorise any person who is not a Director to attend all or any meetings of any such committee on such terms as the Directors or the committee thinks fit, provided that any such person shall not be entitled to vote at meetings of the committee.

23. The actsof the Board of Directors or of any committee established by the Board of Directors shall be valid notwithstanding any defect which may afterwards be discovered in the appointment or qualification of any Director.

24. The Directors may appoint an assistant company secretary and a deputy company secretary for such terms, at such remuneration and upon such conditions as they may think fit; and anysuch person so appointed may be removed by them.

**Meetings**

25. Subject to Clause 26 below, the quorum for the transaction of business at a meeting is any two eligible directors.

1. If there is only one eligible director, due to a director’s conflict, the quorum for such a meeting shall be one.
2. If the total number of directors in office for the time being is less than the quorum required, the directors must not make any decision other than:
3. to appoint further directors; or
4. to call a general meeting so as to enable the shareholders to appoint other directors.
5. All business shall be deemed to be special business that is transacted at an extraordinary general meeting.
6. If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairman or other director chairing the meeting **[**shall not have a casting vote**] [**shall have a casting vote (unless the chairman or other director is not an eligible director for the purpose of the meeting – in which case this Clause 29 shall not apply**]**.
7. A company need not hold an annual general meeting in any year where all members entitled (at the date of the written resolution referred to in this subsection) to attend and vote at such general meeting sign, before the latest date for the holding of that meeting, a written resolution under section 193 -
   1. Acknowledging receipt of the financial statements that would have been laid before that meeting;
   2. resolving all such matters as would have been resolved at that meeting; and
   3. confirming no change is proposed in the appointment of the person (If any**)** who, at the date of the resolution, stands appointed as statutory auditor of the company.

# **Official seal**

31. The Company may have an official seal for use abroad.

**Notices and publications**

1. The provisions of section 180(2) and (3) and section 181(3) of the Act shall apply to all notices required or permitted to be given under the Act or this constitution to any member and not just notices *of* general meetings.
   1. For the purposes of section 338(5) of the Act, the Company's members agree that the documents referred to in section 338(2) of the Act may be treated as having been sent to the members when the member can access the documents through awebsite and that notice of the matter set out In section 338(5)( ) of the Act may be sent to the-member In accordance with section 218 of the Act.
   2. For the purposes of section 218(3)(d) of the Act the use of electronic means to serve or givenotice Is permitted, and each of the members of the Company hereby consents to the use of electronic means in the form of email to serve or givenotices in relation to them and further agree to provide the Company with an email address to which notices may be served or given.
   3. The provisions contained in section 218(5) of the Act shall apply to the Company.
   4. In addition to the means of service of documents set out in section 51 of the Act, a notice or other document may be served on the Company by an officer or member of the Company by email provided, however, that the Directors have designated an email addressfor that purpose and notified that email address to its members and officers for the express purpose of serving notices on the company.

**Directors’ Indemnification**

1. Subject tothe provisions of and so far as may be permitted by section 235(3) of the Act every director, secretary and other officer of the Company shall be entitled to be indemnified by the Company, against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto including any liability incurred by him or her in defending any proceeding, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him or her as an officer or employee of the Company and in which judgment is given in his or her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach duty on his or her part) or in which he or she is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him or her by the Court.

I, the person whose name, address and description are subscribed, wish to be formed into acompany in pursuance of this constitution, and I agreeto take the number of shares in the capital of the company set opposite my name.

|  |  |  |
| --- | --- | --- |
| Name, Addresses and Descriptions of Subscribers | Number of Shares taken by each Subscriber | Signature of Subscriber |
| Name  Address:  Description: |  |  |
| Name  Address:  Description: |  |  |
| Total shares taken |  |  |

Signatures in writing of the above subscribers, attested by witness as provided for below, or authentication in the manner referred to in section 888.

Dated the \_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 20 \_\_

Witness to the above Signatures:

Signature:

Name:

Address: