

COMPANIES ACTS, 1963 TO 2013

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

INDEPENDENT NURSING HOME IRELAND LIMITED

(As amended on 9th April 2014)

1. The name of the Company is “Independent Nursing Home Ireland Limited” (hereinafter called the “Company”).
2. The objects for which the Company is established are as follows:
 - (a) To become established, and to act, as the representative and administrative body, and whether or not for profit, for and on behalf of each and every person, company or organisation that owns, operates, manages or proposes to own, operate or manage a nursing home in the State and generally to act as the representative body for the nursing home and care for the elderly industry in the State;
 - (b) Without limitation to sub-clause 2(a) above, to do all or any of the following as may be considered fit or desirable, and whether or not for profit:-
 - (i) to provide the means, a framework and generally a forum for the planning and development of, and innovation with respect to nursing homes and the infrastructure dealing with the same in the State and all other matters associated with the same with a view to ensuring or facilitating (but without liability or responsibility in law therefor) to the extent practicable, the growth, efficiency, operations of nursing homes and the orderly and planned development thereof;
 - (ii) to provide strategic direction to and leadership of the nursing homes industry in the State, including without limitation the promotion of the usage of nursing homes within the State;
 - (iii) to advise upon and promulgate best practice principles, rules and regulations relating to the establishment, operation and management of nursing homes;
 - (iv) to formulate, prepare and make submissions to, represent and communicate the views of the members of the Company before, and enter into any arrangements with, any governmental, legislative, regulatory, supervisory or other person in relation to any matter concerning nursing homes;

- (v) to adopt from time to time such means of making known the objects and activities of the Company as may be considered expedient or desirable including, without limitation, by advertising in the press or on radio or television or other media, by holding or addressing conferences and seminars, by press or media information releases and announcements, by interviews of Company representatives, by circulars and publications, by maintaining and updating internet web sites, by periodicals and leaflets or generally otherwise howsoever;
- (vi) to obtain and compile from time to time technical, statistical, technological and other information relating to nursing homes within the State (including any developments in the establishment, maintenance and operation of nursing homes); to promote and assist in the development and launch of innovations in relation to the operation and management of nursing homes and the care of the elderly and sick;
- (vii) to establish special interest groups amongst the members of the Company to address, and with responsibility to report to the Company, in connection with any matters as may be relevant to the objects of the Company

but so that in pursuance of the foregoing the Company shall as far as practicable ensure that there is no resulting curtailment of the capacity of any member of the Company to determine how such member should carry on its nursing home business and what services and facilities it provides.

- (c) To manufacture, licence, sell, supply, provide, lease out, hire out, render or otherwise make available to any person whether for valuable consideration or not and to acquire, purchase, take on lease, hire, hire-purchase, licence, exchange or otherwise obtain and to hold and make use of business systems, computers, computer systems, terminals associated plant, equipment (both hardware and software) and any other systems of all kinds (in particular, without limitation, for use in electronically, mechanically or otherwise transferring, receiving, recording, processing, programming, retrieving or storing funds, accounts, data, information or records) and any intellectual property or other rights thereto and to transact and do all matters and things which may seem incidental or conducive thereto.
3. To carry on any other trade or business which can in the option of the Board of Directors, be advantageously carried on by the company in connection with or ancillary to any of the above businesses or the general trading of the Company, or any of its objects.
 4. The following are the powers of the Company:
 - 1) (a) To furnish and provide the Company's property with such furniture implements, machinery and conveniences as the Company may think desirable.
 - (b) To raise funds and help raise funds for any charitable purpose.
 - (c) To carry on any business which may seem to the Company capable of

being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.

- 2) To make, draw accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- 3) To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interests, whether immediately or reversionary, and whether vested or contingent: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate mortgage, lease or charge land, house property, shops, apartments, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- 4) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or Company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 5) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the main objects(s).
- 6) To purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for cooperation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or any other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- 7) To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or if undertaking any business or

operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

- 8) To accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. Prior permission to be contained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.
- 9) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main object(s), and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- 10) To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed: and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- 11) To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the main object(s) of the Company.
- 12) To grant permissions, gratuities, allowances or charitable aid to any person who may have served the Company 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 an occupational pension scheme and provided that such occupational 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 occupational pension scheme while employed by the company; 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 Company and to subscribe or guarantee money for charitable objects.
- 13) To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union,

association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes.

- 14) To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
 - 15) To pay all or any expenses of incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.
 - 16) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise, and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main object by any person or company.
 - 17) To do all such things as may be deemed incidental or conducive to the attainment of the above main object(s). And it is hereby declared that in the construction of this Clause, 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.
5. The liability of the members is limited.
 6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Euro.

WINDING UP

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main object(s) of the Company and which shall prohibit the distribute of its or their income and property among its or their members to an

extent at least as great as imposed on the company under or by virtue of Clause 8 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

INCOME AND PROPERTY

8. The income and property of the Company shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. 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. No Director, with the exception of the Chairman of the Board 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, officer including the Chairman of the Board or servant of the company (not being a Director) for any services rendered to the Company;
 - b) interest at a rate not exceeding 5% 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 attendance to any matter affecting the Company;
 - e) fees, remuneration or other benefit in 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.

ADDITIONS, ALTERATION OR AMENDMENTS

9. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

KEEPING ACCOUNTS

10. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

COMPANIES ACTS, 1963 TO 2013
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL
NEW
ARTICLES OF ASSOCIATION
-of
INDEPENDENT NURSING HOME IRELAND LIMITED
(As adopted by Special Resolution dated 9th April, 2014)

INTERPRETATION

Subject to the modifications hereinafter expressed and the articles hereinafter contained (“the Articles”) the Regulations contained in Table C in the First Schedule to the Companies Act, 1963 (“the Act”) (hereinafter called “Table A”) shall apply to this Company, provided always that if there shall be any conflict between Table C and the Articles, the Articles shall prevail.

1. In these Articles and in the Schedules attached the following expressions shall have the meanings following:-

“Annual Fee”	means the annual fee payable in respect of each Nursing Home owned by a Nursing Home Owner;
“Board”	the board of directors from time to time of the Company;
“Chairman”	means any person appointed to act as chairman of the Board pursuant to Article 27 and shall include any other person duly acting in place of such person as chairman of the Board (and whether in relation to any particular meeting of the Board or otherwise) under and pursuant to these Articles; and in the case of any general meeting of the Company, means any person constituted as chairman of such meeting pursuant to Regulations 13 or 14 of Table C;
“Designated Centre”	shall have the meaning ascribed thereto in Section 2 (1) Health Act, 2007;
“Directors”	means the Directors for the time being of the Company being Regional Directors, the Nursing Director or a director co-opted to the Board;

“HIQA”	means the Health Information and Quality Authority established under the Health Act, 2007;
H(NH)A, 1990	means the Health (Nursing Homes) Act, 1990;
“Members”	means the members from time to time of the Company;
“Nurse”	means a person registered as such with an Bord Altranais agus Cnáimhseachais na hÉireann;
“Nursing Committee”	means a committee established by the Company comprising a representative of each of the Regions in accordance with Schedule 2 attached hereto;
“Nursing Director”	means a director nominated to the Board by the Nursing Committee;
“Nursing Home”	shall have the meaning ascribed thereto in Section 2(1), H(NH)A, 1990;
“Nursing Home Owner”	means the owner of a Nursing Home registered as such in the register as maintained under Section 49, Health Act, 2007;

“Region(s)”	<p>means the following:-</p> <p>North West: the counties of Donegal, Sligo and Leitrim;</p> <p>West: the counties of Galway, Mayo and Roscommon;</p> <p>Mid West: the counties of Limerick, Clare and North Tipperary;</p> <p>South: the counties of Cork and Kerry;</p> <p>South East: the counties of Carlow, Kilkenny, Waterford, Wexford and South Tipperary;</p> <p>Midlands: the counties of Laois, Offaly, Longford and Westmeath;</p> <p>North East: the counties of Cavan, Monaghan, Louth and Meath;</p> <p>Dublin North: all of Dublin north of the river Liffey;</p> <p>Dublin Kildare: Dublin South West, West Wicklow and Kildare; and</p> <p>Dublin Wicklow: Dublin South East and Wicklow</p> <p>or such other region as the Members may by Special Resolution designate by reason of any amalgamation of any of the above named regions or otherwise:</p>
“Regional Members”	means the Members of a Region all of whom shall be registered as Members in that Region;
“Regional Director”	means a director appointed to the Board to represent a Region;
“Register”	means the register of Members of the Company to be kept as required by Section 116 of the Act;
Registered Provider”	shall have the meaning ascribed thereto in Section 2, Health Act, 2007;
“Seal”	means the common seal of the Company; and
“Secretary”	means any person, whether or not also a director, appointed by the Board to perform the duties of the secretary of the Company.

Unless the contrary intention appears words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date of which these Articles become binding on the Company.

In these Articles, where the context admits or requires:

- (a) the word "company", except where used in reference to the Company, shall be deemed to include any firm, partnership, association or other body of persons, whether or not incorporated, and if incorporated, whether or not a company within the meaning of the Act;
- (b) the word "person" shall be deemed to include any individual, any company (as defined above) as well as any State, government or other authority, international, national, supreme, municipal, local or otherwise; and
- (c) references to the singular shall include the plural and vice versa; references to the masculine shall include the feminine and vice versa references to any Statute or Regulation shall include such Statute or Regulation as amended, varied, supplemented or re-enacted from time to time; and references to the "State" means Ireland.
- (d) The provisions of either of the constitutions as set out in Schedule I or Schedule 2 hereof may be changed in whole or in part by the Board from time to time but any such changes shall be required to be ratified by the Members by way of special resolution at the annual general meeting next held following such changes.

MEMBERSHIP

- 2. (a) The number of Members with which the Company proposes to be registered is 500 or such greater number as the Directors may from time to time determine.
- (b) The Members shall consist of those persons who apply in writing for membership and who shall from time to time be accepted into membership by the Board in accordance with these Articles. The Board may delegate to the Secretary an appropriate authority to deal with applications for membership of the Company. No person shall be accepted into or continue in membership unless they are a Nursing Home Owner and the Nursing Home(s) owned by them shall be registered as a Designated Centre or Designated Centres under Section 49 Health Act, 2007. The membership of a Member shall commence from the date the name and address of such person is entered into the Register as a Member and any such persons shall have paid the Annual Fee and/or agreed with the Secretary the basis upon which such fee is to be paid and implemented the said payment procedure. The entry of a person's name in the Register shall be conclusive evidence of their membership of the Company. All Members shall upon registration of their names in the Register be assigned a Region. For the purposes of this Article the Region shall be the region where the Nursing Home owned by such Member shall be located. Nursing Homes located in different Regions owned by the same Member shall require that such person registers as a Member in each such Region. A Member shall be required to register each and every Nursing Home owned by him and discharge the appropriate Annual Fee for the same.

(c) A Member's membership of the Company shall cease:-

- (i) in the case of an individual 12 months after such Member's death;
- (ii) in the case of Member who is a company, on its liquidation;
- (iii) if the Member resigns by notice in writing to the Secretary at the registered office of the Company;
- (iv) if a Member shall fail to pay the Annual Fee (or any portion of the same) payable in accordance with the provisions of Article 2(d) hereof after a period of two (2) months after the date of a notice to him from the Company advising of such default;
- (v) if any Nursing Home owned by a Member shall cease to be registered as a Designated Centre by HIQA under the provisions of the Health Act, 2007; or
- (vi) if, in the reasonable opinion of the Board, any conduct or action of a Member shall be regarded as injurious to the standing, character or interests of the Company or its Members.

(d) As a condition of becoming and continuing to be a Member of the Company, each Member shall pay by way of annual subscription (to be determined by reference to the calendar year) the Annual Fee. The amount and terms of payment of the Annual Fee shall be determined by the Board from time to time. The amount of the Annual Fee due by a Member shall at all times be determined on the basis of the number of beds registered in each Nursing Home which a Nursing Home Owner owns. The said Annual Fee shall:-

- (i) if payable annually be paid no later than 30 days after the date on which demand for such payments is sent to them;
- (ii) if payable monthly be paid no later than the 7th day of each month;
- (iii) if payable quarterly be paid no later than the 7th day of the first month of each such quarter; and
- (iv) if payable bi-annually be payable no later than the 7th day of first month of each such six month period.

3. Where two or more persons jointly are Members they shall together constitute one Member and the person whose name first appears in the Register shall exercise the powers vested in such person.
4. The Secretary shall maintain the Register and provide therein for the Region applicable to each Member. In the event of any dispute as to membership of the Company or a Member's registration in a Region, a copy extract from the Register as certified by the Secretary at the direction of the Board shall, save in the case of manifest error, as of the date of issue of such extract be conclusive of such matter at such time.

5. The trustee in the event of bankruptcy of any bankrupt Member or personal representative of any deceased Member, shall be entitled to become a Member if, at the time of his application for membership, he is a Nursing Home Owner.

GENERAL MEETINGS

6. All general meetings of the Company shall be held in the State.
7. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
8. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings may be convened by such requisitionists as are referred to in Section 132 of the Act.
9. Subject to Section 141 of the Act, a resolution in writing signed by all the Members of the Company 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 Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.
10. Any Member wishing to place an item on the agenda of the annual general meeting, of the Company and whether for discussion and/or resolution (as the case may be), shall in the first instance arrange that the said item is considered at a meeting of the Regional Members of the Region where the Member is registered and if the said item is approved for submission to the Company the secretary of the Region shall submit the same to the Secretary not later than twenty eight days prior to the date of the annual general meeting. The Board shall decide whether or not it is appropriate to table any such item on such agenda, and if so agreed by the Board, such item shall be notified to Members with the written notice convening the annual general meeting.
11. The quorum required for any general meeting shall be not less than 10% of the Members represented in person or by proxy at the meeting. Regulation 11 of Table C shall be modified accordingly.

VOTES OF MEMBERS

12. On a show of hands and on a poll every Member shall have one vote provided always that no Member shall be entitled to vote on any matter whether personally or by proxy (or as proxy for another Member) at any general meeting of the Company unless that Member shall have paid every Annual Fee and other sum (if any) which shall be due and payable by him to the Company in respect of his membership and if such person shall vote then his vote shall not be counted. For the purpose of this Article a member shall be deemed to have failed to pay his Annual Fee if the same or any portion of the same agreed to be payable shall be in default for a period of one month after the date of a notice to him from the Company advising of such default.

**BODIES CORPORATE ACTING BY
REPRESENTATIVES AT MEETINGS**

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

DIRECTORS

14. (a) No person may be appointed a Regional Director of the Company nor may any person continue as a Regional Director unless such person is:-
- (i) a registered provider; or
 - ~~(ii) nominated as a Regional Director by a company, committee, partnership or other entity that owns and operates a nursing home and is and continues to be involved in the management and operation of the nursing home as owned and operated by such company, committee, partnership or other entity.~~
 - (ii) A director of a company, where the nursing home is owned and operated by a company, or where the nursing home is owned and operated by a natural person, a partnership, an unincorporated body, or other entity then such person who holds a position reasonably equivalent to that of director
- (b) The number of the Directors shall not be less than two and unless and until determined by the Company in general meeting not more than 12 of whom 10 shall (subject to the provisions of Article 14(d) hereof) be appointed by the Regional Members, one shall be the Chairman co-opted by the Board and one (1) shall be a representative of and appointed by the Nursing Committee (save as provided in Article 19 hereof). The terms upon which Regional Members are to appoint Regional Directors shall be as set out in Schedule 1 attached to these Articles.
- (c) Subject to the provisions of Article 14 (g) following each Region shall be entitled to appoint one (1) director.
- (d) No paid employee of the Company shall be appointed as a director of the Company. A director shall not be deemed to be an employee of the Company solely by reason of the payment of fees or other payments to him for so acting as a director.
- (e) The chief executive for the time being of the Company shall not be a director of the Company and shall not be entitled to vote at meetings of the Board. He shall attend all Board meeting unless otherwise requested by the Board.
- (f) No person shall be eligible for election as a Regional Director unless, if they are a Member, their Annual Fee is paid up to date or if they are the nominee of a Member

the Annual Fee payable by the said Member is fully paid up. The Certificate of the Secretary as to whether the said Annual Fee is fully paid up shall in any such case be binding.

- (g) In the event that a Regional Director shall be appointed to represent a Region that comprises less than 10 Members then such Regional Director shall, in the event that such Region shall after such date as shall be the third anniversary of the date of adoption of these Articles continue to have less than 10 Members and for long as such number shall remain below 10, while continuing to have the right to receive notice of and attend at any meeting of the Board, shall not have any vote at any such meeting.
 - (h) No persons shall be entitled to be a director of the Company for more than four (4) consecutive years after which there must be a gap of at least two (2) years before they can be re-appointed to such position
15. The remuneration (if any) of all Directors shall from time to time be determined by the Board. In addition all Directors shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company as shall from time to time be agreed by the Board. The remuneration of all other Directors shall be determined by the Board.

RETIREMENT

16. (a) The provisions of this paragraph (a) of this Article shall only apply to the Regional Directors. The Regional Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Regional Directors on the same day, those that retire shall (unless they otherwise agree among themselves) be determined by lot. At least two (2) months prior to the scheduled date of the annual general meeting of the Company, the Secretary shall advise in writing the Regions whose Region Director is to retire by rotation at the next annual general meeting. At each annual general meeting of the Company, one third of the Regional Directors for the time being, or if their number is not three or a multiple of three, then the number nearest but not exceeding one third, shall retire from office.
- (b) The provisions of this paragraph (b) of this Article shall only apply to the Nursing Director. At each annual general meeting of the Company the Nursing Director whether appointed by the Nursing Committee or by the Board pursuant to the provisions of Article 19 hereof, shall retire from office unless the Secretary shall be notified in advance by the Nursing Committee that such person is to remain in office.
17. A Regional Director may retire at any time by serving notice of the same on the Secretary with a copy thereof to the secretary of the Region where such person is registered as a Member. The appointment of a replacement director shall be a function of the Members of the Region which appointed the retiring Regional Director. Any Regional Director appointed to replace a Regional Director so retiring shall hold office only until the next AGM of the Company but nothing herein shall prevent or restrict such person from being appointed a Regional Director thereafter.

18. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any Director co-opted to the Board pursuant to the provisions of Article 14(b) hereof before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
19. In the case of a removal of a Regional Director appointed by a Region under the provisions of Article 18 the Region appointing such person shall have power to appoint a director to replace such director. In the case of the removal of a Nursing Director the Nursing Committee shall have the sole right to appoint a Nursing Director to replace their nominated Director as so removed PROVIDED ALWAYS THAT if a Nursing Director shall at any time resign or be removed as a director of the Company and the successor is not re-appointed by the Nursing Committee within a period of 2 months from the date of such removal or resignation the Board shall be entitled to co-opt a person as Nursing Director. In the case of the Chairman being so removed the Board may appoint another person to fill such vacancy.
20. A Director co-opted to the Board under the provisions of Article 14(b) shall not be subject to retirement by rotation.

BORROWING

21. The Directors may with the sanction of the Company in general meeting exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party, but no person dealing with the Company, or advancing money on foot of such security, shall be concerned to ensure that such sanction has been obtained.

POWERS AND DUTIES OF DIRECTORS

22. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as may be given by the Company in general meeting; but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
23. (a) The Board may establish, constitute or promote the formation and activities of one or more committees in such manner and having such terms of reference as the Board considers fit, to study, review, research and report on issues and projects relating to matters that concern the Company and its Members and/or to facilitate the discussion of improvements to and enhancement of matters involving nursing homes and/or care of patients.

~~Accordingly any such committees may comprise of representatives of the Company and/or the Board, the Members and of such other parties as the Board shall consider relevant or some or all or a combination of any of the foregoing as the case may be.~~

~~In particular the Board shall establish a finance committee who shall oversee the financial affairs of the Company. Such committee shall furnish to the Board at such intervals as the Board shall require a detailed analysis of the financial affairs and standing of the Company.~~

~~The appointment of any person to a committee, and the continuing appointment of such person, shall be subject to the approval of the Board, it being intended that only persons who have requisite knowledge and expertise (in the opinion of the Board) should stand appointed on any committee.~~

(b) No person may be eligible for election and appointment as a member of a subcommittee of the Board nor may any person continue as a member of a subcommittee of the Board unless such person is:

(i) a Registered Provider; or

(ii) “A person whose name is entered on the register as participating in the management of the designated centre, where the nursing home is owned and operated by a company, or where the nursing home is owned and operated by a natural person, a partnership, an unincorporated body, or other entity.

(c) No person shall be eligible for election and appointment as a member of a subcommittee of the Board unless, if they are a Member, their Annual Fee is paid up to date or, if they are the nominee of a Member, having been nominated in accordance with article 23 (a) (ii), the Annual Fee payable by said Member is fully paid up. The Certificate of the Secretary as to whether the said Annual Fee is fully paid up shall in any such case be binding.

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24. The Board may from time to time appoint any person (having in the opinion of the Board requisite knowledge and expertise) to be the chief executive of the Company, and may delegate to such person such powers of the Board as may be considered fit or desirable in connection with the business and activities of the Company from time to time, and the Board may alter in any way such powers and remove or replace such person from time to time.

DISQUALIFICATION OF DIRECTORS

25. The office of Director shall, notwithstanding any other provision of these Articles, be vacated if the Director:-
- (a) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally;
 - (b) becomes prohibited from being a Director by reason of any order made under Part VII, Companies Act, 1990;

- (c) becomes of unsound mind;
- (d) resigns his office by notice in writing to the Company;
- (e) is convicted of an indictable offence (other than an offence under the Road Traffic Act, 1961 or any Act or order made thereunder) unless the Directors otherwise determine;
- (f) (in the case of a Regional Director only) ceases to be a Member, the nominee of a Member or the party whose nominee he is, ceases to be a Member; or
- (g) is directly or indirectly interested in any contract with the Company and fails to declare his interest in the manner required by Section 194 of the Act.

VOTING ON CONTRACTS

26. A Director may not vote in respect of any contract in which he is interested or any matter arising thereout.

CHAIRMAN

- 27 The Board shall appoint an independent person as chairman of the Board to hold such office for a maximum period of two (2) terms of three (3) years running from the date of his appointment as Chairman of the Company. The Chairman appointed pursuant to this Article 27 shall not have a vote save in the case of an equality of votes on any matter where he shall have a casting vote. A Chairman appointed pursuant to the provisions of Article 53 of Table C shall have (if he is already so entitled to have a vote) a vote as a director of the Company and additionally shall have in the case of an equality of votes on any matter, a casting vote. The remuneration of the Chairman shall be set out in a form of agreement between him and the Company. No person shall be appointed Chairman if he shall have any interest, direct or indirect in any Designated Centre or shall at any time previously have been a member or a director of any nursing homes representative organisation but such provisions shall not apply to any person who is already a director and appointed under the provisions of Regulation 53 of Table C.

ALTERNATE DIRECTORS

28. Any Regional Director may from time to time appoint any person who is the chairperson of the Region appointing him to be an alternate or substitute Director for him. In addition the Nursing Director may from time to time appoint any person who is the Chairperson of the Nursing Committee appointing him to be an alternate or substitute Director for him. The appointee, while he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director. Any such person so appointed as an alternate shall not be entitled to be remunerated by the Company save for expenses incurred by him in attending the meeting. Any appointment under this regulation shall be effected by notice given by the appointer to the Secretary. Any such notice shall be by email or facsimile to the Secretary. Any appointment so made may be revoked at any time by the appointer. Regulation 9 of Part II of Table A shall not apply. Anything required by the Act or the Articles to be done by or to a Director shall be satisfied if done by or to an alternate Director appointed under this Article.

DIRECTORS MEETINGS

29. The Board may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Any meeting of the Board shall be convened upon not less than seven days notice to all directors by the Secretary acting either on the instructions of the Board or on the requisition in writing (addressed to the Secretary) of not less than four directors (if such directors have supplied to the Secretary sufficient particulars of the business required to be transacted or discussed at such meeting). Where the Board consider that a specific matter or matters require urgent consideration, the Secretary may convene such a meeting at shorter notice (being not less than twenty four hours) to discuss (only) such specific matter or matters.
30. The quorum required for any meeting of the Board shall be not less than 5 directors, of which a majority shall be Regional Directors and Regulation 51 of Table C shall be modified accordingly. If a quorum is not so constituted within half an hour after the time appointed for holding the same, the meeting shall be adjourned to a date not earlier than fourteen days from the date on which the meeting was adjourned; if at the adjourned meeting a quorum is not present within half an hour after the time appointed for holding the same, then those present shall be a quorum (and if the Chairman is not present at such

meeting, then the directors present may pursuant to Regulation 53 of Table C appoint one of their number to act as chairman of such meeting). Any director may participate in a meeting of the Board by means of telephone or other similar means of communication whereby all persons participating in the meeting can hear each other speak and participation in a meeting in this manner shall constitute presence in person at such meeting.

31. A meeting of the Directors or a committee of the Board may consist of a conference between directors who are not all in one place, but each of which is able (directly or by telephonic communication) to speak to each of the others and to be heard by each of the others simultaneously. A director taking part in such a conference shall be deemed to be present in person at the meeting and shall, be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or if there is no such group where the chairman of the meeting is. The word "meeting" in these Articles shall be construed accordingly.

NOTICE

32. A notice or other communication may be given by the Company to any Member (i) personally or (ii) by sending it by post to him at his registered address, (iii) by sending it by facsimile to such facsimile number as the Member shall give to the Company or (iv) by sending it by email to such email address as the Member shall give to the Company. Any notice or communication required or permitted to be served under these Articles shall be deemed to have been served:-

- (a) if delivered by hand, on delivery;
- (b) if sent by facsimile, when the sender's facsimile machine issues confirmation that the relevant pages have been transmitted to the recipient's facsimile machine;
- (c) if sent by email, when the sender's email does not within two hours of the time of sending the same indicate that the recipient's address does not exist; and
- (d) if sent by prepaid post, 48 (forty eight) hours after posting.

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

All and any changes to the address details of a Member shall be notified in writing to the Secretary and the responsibility of ensuring such details are correct shall be the relevant Member.

RESOLUTION OF THE DIRECTORS

33. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents signed by one or more Directors for the time being entitled to receive notice of meetings of the Directors.

SECRETARY

34. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The Secretary shall carry out such functions as the Board shall from time to time delegate to him. Forthwith upon the adoption of these Articles of Association the current secretary of the Company shall tender his resignation.

SEAL

35. The seal shall be used only with the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be counter-signed by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

36. The Directors shall cause proper books of account to be kept relating to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) the 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 Company's affairs and to explain its transactions.

INDEMNITY

37. The Directors of the Company shall be indemnified by the Company against all costs, losses and expenses which any Director may incur or become liable to by reason of any contract entered into or any act or thing done by him in the discharge of his duties.

Schedule 1

Region Constitution

INDEPENDENT NURSING HOME IRELAND LIMITED

Region

Regional Membership and Committee Constitution

DEFINITIONS

In this constitution the following expressions shall have the meanings following:-

"Articles of Association"	means the Articles of Association of the Company adopted by Special Resolution dated 25th June, 2009, as amended, of which this forms the First Schedule;
"Chair"	means any person appointed to act as chair of the Region pursuant to the provisions hereof and shall include any other person duly acting in place of such person as chairman (and whether in relation to any particular meeting or otherwise) and in the case of any general meeting of the Region Members, means any person constituted as chair of such meeting;
"Company"	means Independent Nursing Home Ireland Limited;
"Annual Fee", "Board", "Member", "Nursing Committee", "Nursing Home", "Nursing Home Owner", "Register" and "Seal"	shall all have the meanings ascribed thereto in the Articles of Association;
"Region"	means the Region comprising the geographical counties of ;
"Regional Director"	means a director appointed to represent the Region on the Board;
"Region Member"	means a Member of the Company registered in the Region or any other Region with which the Region is amalgamated with as a result of any dissolution or amalgamation of the Region; and
"Secretary"	means any person, who must be a Region Member or the nominee of a Region Member elected to perform the duties of the secretary of the Region.

All words and phrases used herein but not defined herein shall have the same meanings herein as in the Articles of Association.

1 Introduction

1.1 The Region is the local membership structure through which the Company organises local representation of Members registered in the Region.

1.2 Any change of the Region arising from the passing of a Special Resolution of the Company shall be notified to the Region. Any such alteration shall be implemented within a period of 2 months from the date of the resolution of the Board requiring such change. The Board shall have the right from time to time to make changes to this constitution PROVIDED ALWAYS that any such changes shall require to be ratified by Special Resolution of the Members at the annual general meeting of the Company next held after such changes.

2 Region Membership

2.1 Only those Members of the Company who have been assigned the Region on becoming a member of the Company shall be Region Members.

2.2 Only those Members (or nominees of Members) whose Annual Fee is paid up shall be eligible to for membership of the Region Committee.

2.3 All fully paid up Region Members will have full voting rights in respect of all Region elections.

3 Purposes of the Region

3.1

A The purpose of the Region is to:-

- (a) appoint a Regional Director to the Board of Directors of the Company
- (b) appoint a representative to the Nursing Committee;
- (c) appoint a regional representative to subcommittees of the Board of Directors as specified by the Board of Directors
- (d) appoint the chair and secretary; and
- (e) (if so desired by the Region Members), a Committee of the Region Members ("the Committee").

B The Region shall recruit, retain, support and develop membership of the Company and through its activities to help deliver the Company's plan and objectives.

C In particular the Region (or if a Committee shall have been established) shall in accordance with Company Policy manage matters which pertain to the interests of its Region Members. The said purposes shall be achieved through inter-alia:-

- enabling learning and development, leadership and support for professional learning and activity; and
- providing communication and networking opportunities for Region Members.

4 Region organisation

4.1 The chair and secretary, Regional nominees to specified Board subcommittees and members of the Committee (if any) shall be elected annually at the Region annual general meeting. Any Region Member has the right to nominate themselves for such positions at such annual general meeting. To be valid, each nomination must be seconded by another Region Member and should be put to the vote at the annual general meeting and such appointments shall be made by simple majority vote. No Region Member can occupy more than one of these roles [of region nominee to specified Board subcommittees](#) concurrently.

4.2 The Committee (if any) is responsible for the conduct of all Region matters, acting on behalf of Region Members. In the absence of a Committee the Region Members shall themselves conduct the affairs of the Region.

4.3 The Committee will be made up of a minimum of three Members (or nominees of a Region Members) and a maximum of six, including the roles of Region chair, secretary, the Region Director and the person appointed to the Nursing Committee. Region Members should elect such persons annually at the annual general meeting of the Region. Any Region Member can nominate a Region Member of the Region (or nominees of a Region Member) to such positions. To be valid, each nomination must be seconded by a Region Member and should be put to the vote at the annual general meeting of the Region. All such voting shall be by way of simple majority vote.

4.4 No Region Member (or nominees of a Region Member) can serve for longer than 4 consecutive years on the Committee or on specified subcommittees of the Board of Directors.

4.5 The quorum of a Committee meeting is three members of the Committee present in person. All Region Members shall be given notice of the date, time and venue and the matters on the agenda of any Committee meeting and shall be entitled to attend, speak and vote at any meetings of the Committee.

4.6 The secretary of the Region is responsible for informing the Secretary of the Company of:-

- (i) the names of Region Members (or nominees of Region Members) elected or co-opted as members of the Committee immediately after their election,
- (ii) the name of the Region Director; and
- (iii) the name of the person appointed to the Nursing Committee.
- (iv) the name(s) of those members elected to specified subcommittees of the Board of Directors

4.7 The members of the Committee shall be recognised as the leaders of the Region. The members of the Committee shall have a duty to act within the policies of the Company and to be mindful of the image of the Company in all their activities and decisions.

4.8 The Committee (if any) is accountable for the organisation of the Region to the Board and to Region Members and shall furnish to the Region Members a full report on the activities of the Region at the Region AGM. If no such Committee shall have been established the Secretary shall furnish such report at the Region Annual General Meeting.

4.9 The Committee (and in its absence the Region Members) shall be responsible for:

4.9.1 organising the Region and its activities in support of the Company's purpose in accordance with its policies and procedures, the Region constitution and/or any guidance/protocols issued by the Company;

4.9.2 delivering a programme of events and meetings to meet the needs of such persons;

4.9.3 recruiting Members;

4.9.4 acting on behalf of the Region in the exercise of its representative and voting rights;

4.9.5 co-ordinating collective Region action on any matter affecting the interests of Region Members in line with Company policy;

4.9.6 promoting professional awareness and development by organising local professional activities and ensuring there are appropriate links in place with national forums;

4.9.7 regularly communicating with Region Members (the same to be done through Company communication channels) ; and

4.9.8 complying with and promoting any codes of conduct and/or other governance policies of the Company from time to time.

4.10 The Committee (and in its absence the Region Members) should work in partnership with the Regional Director ensuring there is good communication and that local issues are reported to the Board in a prompt and timely manner.

5 Region meetings

5.1 The Committee (and in its absence the Region Members themselves) will arrange a programme of meetings and events to meet the needs of Region Members. Such meetings should have a defined purpose and Region Members shall receive adequate notification of these events.

5.2 The Region must hold at least one Region general meeting for all Region Members in each calendar year and such meeting shall be called the Annual General Meeting ("AGM").

5.3 The Region AGM will take place on a date agreed by the Board, and the date and venue (to be within the Region) should be notified to all Region Members by the Company through its

own communication channels with at least 21 clear days in advance of such meeting. The form and content of any such notice must be approved of in advance by the Company Secretary.

5.4 The purpose of the Region AGM is to elect the Chair, the Secretary, the Committee (if any) the Region Director, Regional Representatives to subcommittees of the Board as specified by the Board of Directors and the representative to be nominated to the Nursing Committee.

5.5 An extraordinary general meeting of the Region will be convened on the written request of at least 20% of the Members of the Region, provided notification of the date and venue goes to all Region Members through Company communication channels, at least 21 clear days in advance of such meeting.

5.6 The quorum for any Region general meeting, including the AGM, is the higher of two (2) or 20% of the registered Region Members present in person or by proxy.

5.7 Only those Region Members whose Annual Fee is paid up shall be eligible to vote at such meeting.

5.8 The secretary shall prepare minutes of all meetings of the Region which will be circulated to all Region Members by Company head office/ central administration within one month from the date of such meeting.

6 Representative and Voting Rights of the Region

6.1

A. The person to be appointed as Region Director shall be appointed by a simple majority vote of the Region Members passed at the Region AGM. The certificate of the Secretary shall be binding as to the status of the payment of the Annual Fee in respect of any Member. Only a person who complies with the provision of Article 14(f) of the Articles of Association shall be eligible for appointment as a Regional Director.

B. The person to be nominated to the Nursing Committee shall be appointed by a simple majority vote of the Region Members at the Region AGM

C. The persons to be appointed as Chair and Secretary of the Region, Regional nominees to Board subcommittees as specified by the Board of Directors and the members of the Committee (if any) shall be appointed by a simple majority vote of the Region Members at the Region AGM. Each of such appointments shall be voted on separately.

6.2 The Region can submit items to the Board for consideration at the Annual General Meeting of the Company and if the item is selected, will nominate a Region Member to propose such items at such meeting.

6.3 If any person appointed as Chair, Secretary or Region Director or the person nominated to the Nursing Committee or Regional appointees to specified Board subcommittees shall by reason of ill health, death or otherwise cease to hold such position, the Secretary or the Committee (if any) or the Chair shall immediately on being aware of such cessation advise the Region and seek nominations for such positions. All nominations so proposed for such positions shall be returned to Head Office within 14 days from the date when such communication is

originally sent out. Notice of an extraordinary general meeting of the Region Members to vote on such replacement(s) shall be circulated no later than 21 days from the date of the original communication to the Region Members

7 Amendments to the constitution

7.1 Neither the Committee nor the Region Members has the power to vary or amend this constitution or make other provisions for the conduct of the affairs of the Region save with the prior approval in writing of the Board. The Board shall have the right from time to time to amend the terms of this Constitution **PROVIDED ALWAYS** that any such changes shall require to be approved by special resolution of the Members of the Company at the annual general meeting of the Company held next following the date of any such changes.

7.2 The Board will from time to time produce guidance and protocols for the Regions on how to operate aspects of this constitution.

Schedule 2

Nursing Committee Constitution

INDEPENDENT NURSING HOME IRELAND LIMITED

Nursing Committee Constitution

DEFINITIONS

In this constitution the following expressions shall have the meanings following:-

"Chairman"	means any person appointed to act as chairman of the Committee pursuant to the provisions hereof and shall include any other person duly acting in place of such person as chairman (and whether in relation to any particular meeting or otherwise);
"Committee"	means the nursing committee established under the provisions of this Constitution;
"Company"	means Independent Nursing Home Ireland Limited; and
"Member", "Nurse", "Region", "Nursing Director"	shall have the meanings ascribed thereto in the Articles of Association.

1 Introduction

1.1 The Committee is the membership structure through which the Company obtains assistance and guidance on the provision of nursing and medical care to residents in Members' nursing homes. The Board shall from time to time provide the Committee with terms of reference for its activities.

2 Membership

2.1 Each Region shall appoint a member of the Committee each region shall also appoint a nominated alternate for the appointed member to attend only when the appointed member is not in a position to attend a meeting of the committee. No person shall be appointed to the Committee unless they are a registered Nurse and a Person in Charge or a person senior in terms of nursing supervision to a Person in Charge. For the purposes of this clause a "Person in Charge" shall have the meaning ascribed thereto in regulations in that regard that may from time to time be introduced under the Health Act 2007. Such appointment by the Regions shall be carried out at the annual general meeting of the Regions and shall be implemented by simple majority vote.

2.2 The purpose of the Committee is to:-

- (a) appoint a Nursing Director to the Board of Directors of the Company; and
- (b) support, advise and give guidance in the delivery of best practise in nursing care of residents of member nursing homes. The said purpose shall be achieved through teaching, seminars, lecturing and the provision of notes and guidance to the Members on the subject of nursing. In addition the Committee shall promote professional awareness and development.

2.3 The Practice Development Facilitator for the time being of the Company shall attend all Nursing committee meetings unless otherwise requested. He/She shall not be entitled to vote at meetings of the nursing committee.

3 Organisation

3.1 The chair and secretary of the Committee shall be elected annually at the Nursing Committee annual general meeting (“AGM”). Such meeting shall be held annually no later than the date of the annual general meeting of the Company. Any member of the Committee shall have the right to nominate themselves for such positions PROVIDED ALWAYS that no person shall serve on such positions for more than 3 consecutive years and there must be a 2 year gap before such person shall be entitled to be reappointed to such position. To be valid, each nomination must be lodged with the Secretary of the Committee at least 14 days before the date of the AGM. Also at each AGM (PROVIDED ALWAYS that no person shall be appointed to such position for more than 6 consecutive periods) a person from the Committee shall be nominated as the Nursing Director. Any member of the Committee shall be entitled to put themselves forward for such position but the person going forward for election will require to be seconded. Details of such nominated persons shall be lodged with the secretary at least 14 days before the scheduled date of the AGM. The Committee shall circulate to all the members of the Committee details of the all the candidates nominated for election at least 10 days prior to the date of the annual general meeting.

All such nominations shall be put to the vote of the Committee at the AGM and passed by simple majority vote.

In the event that any person so appointed as Nursing Director shall by reason of ill health, death or otherwise cease to hold such position the Committee shall immediately on being aware of the same seek candidates for nomination to such position. Any nominations duly proposed and seconded shall be returned no later than 14 days from the date the Committee shall seek such nominations. Any member of the Committee shall be entitled to put themselves forward for such position but the person going forward for election will require to be seconded. Notice of an extraordinary general meeting of the Committee to be held 21 days after the date of the notice shall be circulated on the 15th day following the date of the initial request for nominations. Such meeting shall appoint a new Nursing Director and the notice of the meeting shall contain full details of all nominations for such position. Such nominations shall be put to the vote of the Committee and passed by simple majority vote.

3.2 The quorum of a Committee meeting is five members of the Committee. The nursing committee shall monitor attendance at all nursing committee meetings by the elected members on an annual basis. The secretary of the committee shall subsequently provide a copy of this attendance record to the Chair/Secretary of each region

3.3 The Committee should work in collaboration with the Nursing Director ensuring there is good communication and that issues concerning nursing and the medical care of the older person are reported to the Board in a prompt and timely manner.

4 Meetings

4.1 An extraordinary general meeting of the Committee will be convened on the written request of at least 20% of the Members of the Committee, provided notification of the date and venue goes to all Committee Members through Company communication channels, at least 21 clear days in advance of such meeting.

4.2 Minutes of all meetings will be prepared and circulated to the Company and to all members of the Committee by the Company's head office central administration.

5 Amendments to the constitution

5.1 The Committee shall not have the power to vary or amend this constitution or make other provisions for the conduct of the affairs of the Committee save with the prior approval in writing of the Board.

5.2 The Board will from time to time produce readily available guidance and protocols for the Committee on how to operate aspects of this constitution.

5.3 The Board shall have the right from time to time to make alterations to the terms hereof. Such alterations shall come into effect immediately but they shall be required to be ratified by the Members of the Company at the annual general meeting of the Company to be held next following such alterations.