



COMPANIES ACT, 1963 – 2013



COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL.

MEMORANDUM OF ASSOCIATION

OF

WESTERN CARE ASSOCIATION

(as adopted by Special Resolution on the 02nd day of February 2015)

- 1 The name of the Company (hereinafter called 'the Association') is "WESTERN CARE ASSOCIATION."
- 2 The main object for which the Association is established is:
 - a. To promote and provide person and family centred quality and responsive supports, services, training, education and general welfare of people with disabilities and/or autism, and their families, in their communities.
 - b. To promote and provide person and family centred quality and responsive supports, services, training, education and general welfare of people with any disability or social care need.
- 3 In furtherance of the main object the Association shall have the following powers:
 - a. To purchase, take on, lease or otherwise acquire (but only to such extent as may be permitted by law) and to make use of any lands, buildings, farms, gardens, workshops, machinery, equipment, vehicles, tools, chattels, and real and personal property of every description which may be considered by the Association to be necessary or desirable for the promotion of the Association's main object.
 - b. To construct, maintain, alter and improve any houses, buildings or works necessary or convenient for the purposes of the Association.

- c. To sell, manage, lease, mortgage, let, dispose of or otherwise deal with all or any part of the property of the Association.
- d. To borrow or raise money in such manner as the Association may think fit and to secure the repayment of same by mortgaging or charging all or any such hereditaments or tenements as may legally be mortgaged or charged with capital sums or with terminable annuities for lives or years.
- e. To act as trustees of any property real or personal for any of these objects or for any other purpose that may seem conducive to the main object of the Association.
- f. To accept, seek, and collect grants, subscriptions and donations (whether real or personal estate) and devise and bequests for all or any of the purposes aforesaid and to sell and dispose of or (so far as permitted by law) to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Association and generally to manage, invest and expend all moneys and property belonging to the Association.
- g. To employ and manage medical, clinical, surgical, psychological, therapeutic and pharmaceutical officers, physiotherapists, social workers, social care staff, nurses and attendants for the purposes aforesaid and to provide and supply all such medical, surgical and pharmaceutical supplies, aids, appliances and equipment, and all such provisions and necessaries as may be required for the purposes aforesaid or any of them.
- h. To employ and manage teachers, instructors, managers and administrators for and provide all necessary or desirable or useful aids, appliances and equipment, machinery, goods, supplies, and materials for the provision of suitable educational, technical, vocational or physical training as may be required for the purposes aforesaid or any of them.
- i. To educate and train personnel as may be deemed expedient for the furtherance of the main object of the Association.
- j. To provide expert advice, courses of instruction, tuition, lectures, exhibitions and literature in relation to the above objects or any of them.
- k. To grant pensions, 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 dependants of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the 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.

- l. To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its main object.
- m. To enter into any agreement for co-operation or reciprocal concession with any governments or authorities (supreme, municipal, local or otherwise) corporate bodies, unincorporated associations or persons that may seem conducive to the attainment of the Association's main object or any of them, and to obtain from any such government, authority, company, firm, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Association may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- n. To establish, promote, co-operate with, assist or subscribe to companies or associations formed for the purpose of promoting the main object of the Association or any similar objects.
- o. To do all such other things as the Association may consider incidental or conducive to the attainment or advancement of the main object.
- p. To appoint or promote the appointment of committees, the members of which shall receive no remuneration of any kind, consisting either wholly or partly of members of the Association or of other persons, to investigate, report and advise on any matter relating to the Association's objects. PROVIDED that the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulations, restriction, or condition which if an object of the Association would make it a Trade Union.

PROVIDED ALSO that in case the Association shall take or hold any property subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests for Ireland (or such statutory body or authority as may have jurisdiction over charitable organisations in Ireland), the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Directors or Trustees of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for due administration of such property in the same manner and to the same extent as they would, as such Directors or Trustees would have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the High Court or the Commissioners of Charitable Donations and Bequests for Ireland (or such statutory body or authority as may

have jurisdiction over charitable organisations in Ireland) over such Directors or Trustees, but they shall, as regards any such property be subject jointly and severally to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the main object of the Association as set forth in this Memorandum of Association. No portion of the Association'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 the members of the Association. No Director shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:
 - a) Reasonable and proper remuneration of any member, officer or servant of the Association (not being a Director) for any services rendered to the Association
 - b) Interest at a rate not exceeding 5% per annum on money lent
 - c) Reasonable or proper rent for premises demised or let by any member of the Association ;
 - d) Reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Association
 - e) Fees, remuneration or other benefit in monies 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
5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the appropriate Government Authority and the Revenue Commissioners
6. The liability of members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association in the event of same being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of rights of the contributories among themselves, such amount as may be required not exceeding one euro.
8. 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 of the Company and which shall prohibit the distribution 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 4 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 effect.

9. True accounts shall be kept of all moneys received and expended by the Association and the matters in respect of which such receipts and expenditure takes place of all sales and purchases of goods by the Association, and of the property, credits and liabilities of the Association. Once at least in every year such accounts, together with a balance sheet shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified auditor or auditors and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to inspection of the members. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
10. The licence granted by the Minister for Industry and Commerce is subject to the conditions contained in Clauses 4 and 5.

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

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Michael J. Egan, Castlebar, Solicitor

Patrick Doyle, Riverslade, Ballina, Civil Engineer

John J. Mellett, Castlebar, Civil Engineer

Joseph Mulrooney, Partry, Claremorris, National Teacher

Patrick J McEllin, Claremorris, Solicitor

Douglas Kelly, Swinford, Solicitor

Thomas Cummins, Westport, Catholic Priest.

J.V, Halpenny, Castlebar, Psychiatrist

Dated the 31st day of November, 1968.

Witness to the above Signatures : -

Thomas C Fallon,
Saleen, Castlebar, Co. Mayo.
Secretary.

COMPANIES ACT, 1963 to 2013

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE

CAPITAL

ARTICLES OF ASSOCIATION

OF

WESTERN CARE ASSOCIATION

(as adopted by Special Resolution on the 02nd day of February 2015)

-
1. In these Articles, unless the context otherwise requires: -
- 1) "The Act" means the Companies Act, 1963 and every statutory modification or re-enactment thereof for the time being in force;
 - 2) "The Association" means the above named Company Western Care Association;
 - 3) "The Board" means the Board of Directors for the time being elected in accordance with these articles.
 - 4) "The Secretary" means any person for the time being appointed by the Board to perform the duties of the Secretary of the Association.
 - 5) "The Office" means the registered office of the Association.
 - 6) "The Seal" means the common seal of the Association.
 - 7) "Statutory Authority" means the Health Service Executive (or as it may be named subject to any changes in legislation).
 - 8) "Each Region" shall mean the division of County Mayo into four Geographical areas as is from time to time agreed by the Board of Directors.

- 9) "Family member" means the spouse, parent, grandparent, legal guardian, siblings, spouse of a sibling, child of a sibling, aunt, uncle, spouse of an aunt or uncle, or child of an aunt or uncle of a service user and, for the avoidance of doubt, includes the equivalent step or foster family member.
- 10) "Service User" means a person with a disability in receipt of a service or supports from the Association
- 11) "Friend" means any person who voluntarily gives of their time to the objects of the Association.
- 12) "Ireland" means the Republic of Ireland.
- 13) "Month" means calendar month;

Expressions referring to writing shall unless the contrary intention appears be construed as including references to printing, lithography, photography and other modes of representing or reproducing the words in a visible form, which for the avoidance of doubt, shall include reproduction or representation electronically or in electronic form.

Words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender include the feminine and neuter genders.

Subject as aforesaid, words or expressions contained in the Article shall bear the same respective meaning as in the Act.

MEMBERSHIP

2. For the purpose of registration, the number of Members is stated to be unlimited.
3. (a) Any Group, Body, Company, Association or Federation whether incorporated or not that subscribes to the aims and objectives of the Association shall be eligible for election as a member of the Association.

(b) Individuals may become members of the Association. Such individual members may be family members of persons using the services of the Association, Friends and persons in volunteering roles with the Association and such others as are deemed to have shown their commitment to the values of the Association, subject to approval of the board.
4. In cases of doubt the Board shall have full authority to decide whether any applicant is eligible for election to membership and the decision of the Board shall be binding and conclusive.
5. Every application for membership shall be in such form as the Board may from time to time prescribe.

6. At the next Meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board who may there upon determine upon the admission or rejection of the applicant, or may adjourn the application to a subsequent meeting.

CESSATION OF MEMBERSHIP

7.
 - (a) If a member shall give notice in writing addressed to the Association of his or its desire to cease to be a member, duly signed by such Member or by the Chairman or Secretary of such Member, then at the expiration of one month from the receipt of such notice at the Office (unless such shall have in the meantime been withdrawn) such Member shall cease to be a member of the Association.
 - (b) The Board of Directors may by Special Resolution resolve that any Member shall cease to be a member and such Member shall cease on the passing of such resolution provided that he shall be given notice of the intended resolution and shall have been afforded an opportunity of giving orally or in writing to the Board any explanation or defence as he may think fit.
 - (c) A body corporate shall cease to be a member upon effective resolution being passed or an Order being made for its winding up or upon its dissolution (whichever event shall be the earlier); and an unincorporated body shall cease to be a member upon resolution being duly passed by its members, for its winding up or termination or upon its dissolution (whichever event shall be the earlier).
 - (d) Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions as set out in Article 57 of these Articles whether or not it is actually received by the member intended to be served with such notice.

LIST OF MEMBERS

8. The Secretary shall keep a List of Members of the Association which shall be brought up to date from time to time and the inclusion of a Member on the List of Members shall be sufficient evidence of membership.

REPRESENTATIVES

9.
 - (a) Every member may from time to time in writing appoint, remove and replace a proxy or representative to exercise on his or its behalf all the rights conferred on such Member by these Articles of Association and to attend and speak for such Member and, in the case of a Member, to vote for such member at any General Meeting of the Association. A proxy or representative need not be a Member of the Association.
 - (b) Any such appointment, removal or replacement shall be made by instrument in writing in such form and authenticated in such manner as the Board may from

time to time determine and shall take effect on delivery of such instrument to the Secretary.

GENERAL MEETINGS

10. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings of that year and shall specify the Meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Each Annual General Meeting shall be held at such time and place as the Board shall appoint.
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Board may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act.

NOTICE OF GENERAL MEETING

13. An Annual General Meeting and a meeting called to pass a Special Resolution shall be called by 21 days' notice and any other general meeting by 14 days' notice at the least, in writing. The notice in every case shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting, and, in case of special business, that general nature of the business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting to all Members and to the Auditors for the time being of the Association.
14.
 - (i) A General Meeting other than a meeting for the passing of a Special Resolution shall, notwithstanding that it is called by shorter notice than that herein before specified, be deemed to have duly called if it is so agreed by the Auditors and by all the members entitled to attend the vote thereat.
 - (ii) A resolution may be propped and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given if it is so agreed by a majority in number of the members having the right to attend and vote at such meetings, being a majority together representing not less than ninety per cent of the voting rights at the Meeting of all the Members.
15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any member entitled to receive notice thereof shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

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

17. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided, a quorum shall consist of the representatives/proxies of no less than ten members.
18. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members then present in person or by representative or proxy shall be a quorum.
19.
 - (i) The Chairman of the Board of the Directors of the Association, or failing him the Vice-Chairman shall preside as Chairman at every General Meeting. If neither of them shall be present within fifteen minutes after the time appointed for the meeting or shall be willing to preside, the Members present shall elect a Member of the Board to be Chairman of the Meeting.
 - (ii) If at any meeting no member of the Board is willing to act as Chairman or if no member of the Board is present within fifteen minutes after the time appointed for the meeting, the members present shall choose one of their number to be Chairman of the meeting.
20. The chairman may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which ought to have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted to be at an adjourned meeting.
21. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands of those entitled to vote (who shall be, for the avoidance of doubt, members registered as such by the secretary of the Association, or their proxies who have been nominated in line with the process as set out by the Board of Directors) unless a poll is (before or on the declaration of the result of the show of hands) demanded (a) by the Chairman (b) by the representatives or proxies of at least three Members. Unless a poll be so demanded a declaration by the chairman that a Resolution has on a show of hands being carried, or carried unanimously or by a particular majority, or lost and an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour or against that Resolution. The demand for a poll may be withdrawn.
22. If a poll is duly demanded it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll, shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. No poll shall be demanded or taken on the election of a Chairman of a meeting, or on any question of adjournment.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
25. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

26. On a show of hands and on a poll every Member shall have one vote.
27. Votes may be given by proxy or representative provided that the proxy or representative is nominated in line with the process as determined by the Board of Directors.
28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
29. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered, any/every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

REGIONAL REPRESENTATION

30. Each Member in the region shall be entitled to attend at every regional meeting. The first meeting of each of the 4 regions shall at the meeting appoint a Chairman and Secretary.
Each region must hold a minimum of two (regional) meetings during the year.

BOARD OF DIRECTORS

31. The Board of Directors shall comprise of not more than 12 people made up of:
 - (1) Eight elected people (none of whom shall be staff members) who should be comprised of two persons from each of the four regions. One person from each region must be a Family Member of a user of the services of the Association and one must be a Friend,.
 - (2) Four nominated members who shall be nominated by the eight elected regional representatives from the Board of Directors.
32. The four nominated members of the Board shall be persons who fit the criteria required based on a review of the skills of the elected board membership, the

needs of the Association and the skills required for the effective functioning of the Board. Nominated members will be appointed for a three year term.

33. Those members of the Board who are not elected regional representatives of the Association must be members of the Association and shall become members prior to taking a place as Director of the Association.
34. The first Board shall at its meeting elect a Chairman and Vice Chairman from its eight elected representatives.
35. No elected or nominated person shall sit on the Board for a period in excess of three terms in a lifetime.
36. The Chairman and Vice-Chairman shall hold office for a period of three years.
37. The term of office of each Director shall be not more than three years. Any vacancy created in the number of elected members of the Board shall be filled within the relevant region upon notification of such a vacancy.
38. A Director shall forthwith cease to be such a member.
 - (a) If is adjudged Bankrupt in Ireland or in Northern Ireland or Great Britain, or he makes any arrangement or composition with his creditors generally.
 - (b) If he becomes of unsound mind.
 - (c) If he is absent from meetings of the Board for three successive months and the Board resolve that his office be vacated.
 - (d) If he ceases to be a Director or is prohibited from being a Director by an Order made under any provisions of the Act.
 - (e) If he resigns his office by notice in writing to the Secretary.
39. The Board shall manage the business of the Association and may exercise all such powers of the Association which are not required by the Act, or by the Articles of Association to be exercised by the Association in general meetings.
40. The Board may meet as often as may be required and may regulate it's meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chairman shall have a second or casting vote.
41. The Board may from time to time delegate any of its powers to committees. The composition of committees shall be determined by the Board. The meeting and proceedings of the committee shall be governed by the provisions regulating the meetings and proceedings of the Board.
42. The Board shall appoint, not necessarily from amongst its members, a secretary to record decisions made by the Board. The Recording Secretary shall be appointed by the Board annually.
43. The Board may appoint staff of the Association as they think fit from time to time, affix their remuneration and determine their respective duties and tenure of their office.

44. A Director shall declare if he has an interest in and may not vote in respect of any contract in which he is interested or any matter arising thereout.
45. The Board may exercise all the powers of the Association to borrow money or 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 Association or of any third party.
46. The Board shall maintain minutes of:
 - (a) All appointments of members of the Board and of officers of the Association.
 - (b) The names of the members of the Board present at each meeting.
 - (c) All resolutions and proceedings of the Association and of the Board.

QUORUM

47. THE QUORUM necessary for the transaction of the business of the Board may be fixed by it and unless so fixed shall be no less than 6 members, one of whom must be Chairman or Vice-Chairman and one who must be an elected representative as in 31(1).
48. The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.
49. A provision of the Act of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.
50. The seal shall be used only by 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 countersigned by the Secretary or by a second Director or by some other person appointed by the Director for that purpose.
51. The Directors shall cause proper books of accounts to be kept relating to; (a) all sums of money received and expended by the Company and the matters in respect which the receipt and expenditure takes place; (b) all sales and purchases of goods by the Company; and (c) 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.
52. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Directors think fit, and shall be at all reasonable times open to the inspection of the Directors.
53. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of

members not being Directors, and no member (not being a Director) shall have any right or inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.

54. The Directors shall from time to time in accordance with sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Company.
55. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors report and Auditors report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.
56. Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.
57. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.
58. Notice of every general meeting shall be given in any manner hereinbefore authorised to; (a) every member (b) every person being a personal representative or the Official Assignee in bankruptcy would be entitled to receive notice of the meeting; and (c) the Auditor for the time being of the Company. No other person shall be entitled to receive notices of general meetings.