



COMPANIES ACTS 2014
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
OF
OWNER MANAGEMENT COMPANY LIMITED BY
GUARANTEE

1. The name of the Company is: **Owner Management Company Limited By Guarantee.**
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The objects for which the company is established are to act as a management company for a housing estate and anything ancillary.
 - (a) To undertake and provide and carry out any service or contract or works deemed necessary or advantageous in promoting the objects of the company and in particular to acquire and to take over either in whole or in part the Managed Areas (both internal and external areas) as the Directors may from time to time decide of the house and apartment development known or intended to be known as together with any extension thereof and together with any other adjacent lands which may from time to time be acquired by the company (all of which said lands are hereinafter called "the Estate") and to run and manage its business in a manner which is conducive to the use of the Estate.
 - (b) To manage, hold and supervise the Estate by the Company as an investment for the benefit of the Company and its members and to collect the service charges payable by Owners of Units (**which term shall include, houses, Apartments, commercial and retailing outlets**) in the Estate.
 - (c) To employ porters, stewards, caretakers, cleaners, gardeners and other persons.
 - (d) To repair, maintain, decorate, preserve, renew, improve and insure the Managed Areas in the Estate or any part thereof and to make arrangement for collection of refuse and the provision of other services and amenities.
 - (e) To charge and collect service charges including provision for contingency funds for emergencies including structural repairs, improvements, taxation, litigation and such other matters as the Directors of the Company may deem appropriate.
 - (f) To purchase, acquire, hold, sell, exchange, partition, mortgage, charge, lease, dispose of, hire and rent property real or personal and to exercise all the powers of a

Grantor or Grantee in any Deed of Assurance which the Company may make or acquire.

- (g) To make regulations, rules and restrictions for the Owners of the Units in the Estate and to alter, vary, amend or add to same.
 - (h) To borrow and raise money in such manner as the Directors of the Company may think fit.
 - (i) To make Leases or Grants in Fee Farm Conveyances or Assignments for building or other purposes or to grant rights, easements, licences, privileges or profits a prendre.
 - (J) To appoint agents to manage the Estate and to employ delegate to and hire such persons and firms for such purposes and on such terms as to remuneration and otherwise as Directors of the Company may deem appropriate.
 - (k) To do such other things as are incidental or conducive to the attainment of the above objects or as are calculated to enhance the value and beneficial advantage of the Estate and the Owners or Occupiers of Units situate on the Estate.
4. The Liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up whilst he or she is a member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding one euro.

The following Regulations shall apply to the company:

6. In this Constitution:
- (a) "The Act" means the Companies Acts 2014 (the Multi Unit Development Act 2011) shall apply and any amendment, re-enactment or modification thereof;
 - (b) "The Directors" means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called; no person shall be appointed a Director for life, or for a term greater than 3 years.
 - (c) "The Secretary" means any person appointed to perform the duties of the Secretary of the Company;
 - (d) "The House Holders" means the Owners for the time being of the House and Apartments situate on the Estate. One vote shall attach to each residential in the multi-unit development concerned and that no other person has voting rights in respect of such determination. Each vote shall be of equal value in votes of members as required under the Multi-Unit Developments Act 2011.
 - (e) "The Estate" means

MEMBERSHIP

- 7. The number of members with which the Company proposes to be registered is 1 however the Directors may from time to time register an increase in such membership.
- 8. The Subscribers to the Constitution and all Apartment owners who apply in writing for membership and such other persons as the Directors shall from time to time admit to membership shall be members of the Company.
- 9. Where two or more persons jointly are House Holders of a House on the Estate, they shall together constitute one member and the person whose name appears first in the register of members shall exercise the voting and other powers vested in such person.
- 10. The subscribers to the Constitution shall cease to be members as soon as all House Holders have become members of the Management Company. A member shall cease to be such on ceasing to be a House Holder and on the registration of his successor in title as a member.
- 11. The trustee in bankruptcy of any bankrupt member or the personal representative of any deceased member shall be entitled to become a member if, at the time of his application for member, he is a House Holder.

GENERAL MEETINGS

12. All General Meetings of the Company shall be held in the State.
13. (1) 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 fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

(2) So long as the Company holds its First Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
14. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
15. The Directors may, whenever they think 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 requisitions. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETING

16. Subject to the Companies Act 2014 an Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days notice in writing at the least, and a meeting of the Company (other than the Annual General Meeting or a Meeting for the passing of a Special Resolution) shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the Meeting and, in the case of special business, the general nature of that business shall be given in manner hereinafter mentioned to such persons as are, under the Constitution of the Company entitled, to receive such Notices from the Company.
17. The accidental omission to give notice of a Meeting to, or the non-receipt of Notice of a Meeting by, any person entitled to receive Notice shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at the Annual General Meeting with the exception of the consideration of the Accounts, Balance Sheets and the Reports of the Directors

and Auditors, the election of Directors in place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.

19. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business; save as herein otherwise provided three members present in person or in the case of a corporate member by its authorised representative in accordance with Section 182 shall be a quorum.
20. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors 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 present shall be a quorum.
21. The Chairman, if any, of the Board of Directors, shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the Meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the Meeting.
22. If at any Meeting no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for holding the Meeting, the members present shall choose one of their number to be Chairman of the Meeting.
23. The Chairman may with the consent of any 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 then left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for 30 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 at an adjourned Meeting.
24. At any General Meeting a Resolution put to the vote of the Meeting shall be decided upon a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded - (a) by the Chairman; or (b) by at least three members present in person or by proxy and by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the Meeting. Unless a poll is so demanded a declaration by the Chairman that a Resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the Minutes of proceedings of the Company, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn.

25. Except as provided in Section 189 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded.
26. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
27. A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
28. A Resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed a General Meeting of the Company duly convened and held and if described as a Special Resolution shall be deemed a Special Resolution within the meaning of the Act.

VOTES OF MEMBERS

29. Every member shall have one vote provided however that so long as anyone of the original subscribers to the Constitution is a member the said subscribers so remaining as members shall between them have (in addition to their own vote) the same number of votes as there are members.
30. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or the person appointed by that court, and any such committee, receiver guardian or other person may vote by proxy on a show of hands or on a poll.
31. No member shall be entitled to vote at any General Meeting unless all monies immediately payable by him to the Company have been paid.
32. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or rendered, and 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.
33. Votes may be given either personally or by proxy.
34. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney, duly authorised. A proxy need not be a member of the Company.

35. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the Registered Office of the Company or at such other place within the State as is specified for that purpose in the notice convening the Meeting not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
36. All instruments appointing a proxy shall be in such form as the Directors from time to time specify.
37. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
38. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the Proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at its Registered Office before the commencement of the Meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

39. 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

40. The number of Directors (who shall not exceed six) and the names of the first Directors shall be determined in writing by the Subscribers to the Constitution or a majority of them. The first Directors shall hold office until all House Holders in the Estate have become members of the Company and provisions hereinafter contained as to the retirement of Directors by rotation shall not apply until the first Annual General Meeting of the Company next following that date and if any of the first Directors shall vacate office whether by virtue or otherwise before all of the House Holders in the Estate have become members the remaining first Directors may resolve to co-opt any person to fill the vacancy and such person shall thereupon be treated for all the purposes of this Constitution as if he had been appointed a first Director by the subscribers to the Constitution.
41. The remuneration of the Directors shall from time to time be determined by the Company in General Meetings. Such remuneration shall be deemed to accrue from day to day. The Directors may also 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 in connection with the business of the Company.

BORROWING POWERS

42. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part hereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debts, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

43. 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 this Constitution required to be exercised by the Company in General Meetings, subject nevertheless to the provisions of the Act and of this Constitution and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in the General Meetings; but no direction given by the Company in General Meetings shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
44. The Directors may from time to time and at any time by power of attorney, appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such powers of the attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts of moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
46. The Directors shall cause Minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each Meeting of the Directors and of any Committee of the Directors;
 - (c) of all resolutions of proceedings at all Meetings of the Company and of the Directors and of Committees of Directors.
47. The Office of Director shall be vacated if the Director:

- (a) becomes prohibited from being a Director by reason of any Order made; or
- (b) becomes or is declared to be of unsound mind; or
- (c) resigns his office by notice in writing to the Company; or
- (d) is convicted of an indictable offence not arising out of the driving of a motor vehicle by him, unless the Directors otherwise determine; or
- (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner; or
- (f) ceases to be a House Holder or the authorised representative of a corporate House Holder.

VOTING ON CONTRACTS

48. A Director may vote in respect of any contract in which he is interested or any matter arising thereout.

ROTATION OF DIRECTORS

49. At the First Annual Meeting of the Company after all the House Holders have become members, all the Directors shall retire from office and at the Annual General Meeting in every subsequent year one-third of the 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.
50. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who become Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
51. A retiring Director shall be eligible for re-election.
52. The Company at the Meeting at which a Director retires in the manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election, be deemed to have been re-elected, unless at such Meeting it is expressly resolved not to fill such vacated offices or unless a Resolution for the re-election of such Director has been put to the Meeting and lost.
53. No person other than a Director retiring at the Meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the Meeting, there has been left at the Registered Office of the Company notice in writing, signed by a Member duly qualified to attend and vote at the Meeting for which such Notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.

54. The company may from time to time by Ordinary Resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.
55. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such Meeting.
56. The Company may by Ordinary Resolution of which extended Notice has been given remove any Director before the expiration of his period of office, notwithstanding anything in this Constitution 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.
57. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office and without prejudice to the powers of the Directors, the Company in General Meetings may appoint any person to be Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

58. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their Meetings as they think fit. Questions arising at any Meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of meetings of Directors to any Director who being resident in the State is for the time being absent from the State.
59. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.
60. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Constitution of the Company as the necessary quorum of the Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company but for no other purpose.

61. The Directors may elect a Chairman of their Meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.
62. The Directors may delegate any of their powers to committees consisting of such Director or Directors of the Board as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
63. A Committee may elect a Chairman of its Meetings; if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.
64. A Committee may meet and adjourn as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the Directors present, and when there is an equality of votes, the Chairman shall have a second or casting vote.
65. All acts done by any Meeting of the Directors or of a Committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them are disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
66. 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.

SECRETARY

67. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon which conditions as they may think fit, and any Secretary so appointed may be removed by them.
68. A provision of the Act or of this Constitution 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 a Director and as, or in place, of, the Secretary.

THE SEAL

69. 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 counter-signed by the

Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

ACCOUNTS

70. 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' affairs and to explain its transactions.

71. The books of account shall be kept at the Registered Office of the Company, or at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
72. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the Accounts and Books of the Company or any of them shall be open to the inspection of Member not being Directors, and no Member (not being a Director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting.
73. The Directors shall from time to time cause to be prepared and to be laid before an 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.
74. 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 twenty-one days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

75. Auditors shall be appointed and their duties regulated.

NOTICES

76. 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 a notice of a meeting at the expiration of twenty-four hours after the letter containing the same was posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
77. 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 of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the auditors for the time being of the Company.

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

INDEMNITY

78. Every Director, Managing Director, Agent, Auditor, Secretary or other officer of the Company, shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

We the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Constitution.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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

DATED THIS THE

WITNESS TO THE ABOVE SIGNATURES:-