

Certificate of Incorporation No. **CI**

The LAW

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

ST Mary's Medical Charity

Incorporated in Nigeria on 19th July 2019

Interpretation

1. In these Articles –

“The Association” means **“ST Mary's Medical Charity”**

“Director” means any person for the time being appointed as a member of the Board of Directors.

“Law” means the LAW

“seal” means the common seal of the Association.

“secretary” means any person appointed to perform the duties of the secretary of the Association. 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 words in a visible form.

These Articles shall be construed with reference to the provisions of the Law and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Law.

Purpose

2. The Association is established for the purpose expressed in the Memorandum of Association.

Members

3. For the purposes of registration, the number of members of the Association is declared not to exceed 25.

4. The subscribers to the Memorandum of Association and such other persons as the Board of Directors shall admit to membership shall be members of the Association.

5. When any person desires to be admitted to membership of the Association, he must sign and deliver to the Association an application for admission framed in such form as the Board of Directors shall require.

6. No person shall be admitted a member of the Association unless he is first approved by the Board of Directors and the Board of Directors shall have full discretions as to the admission of any person to membership.

7. The rights and privileges of each and every member shall be personal and shall not be transferable by his own act or by operation of law.

8. Any member may withdraw from the Association by giving one month's notice in writing to the Secretary of the Association of his intention so to do, and upon the expiration of the notice and after payment of any outstanding dues and liabilities due from such member of the Association; he shall cease to be a member.

9. Every member shall be bound to further to the best of his ability the objects and influence of the Association, and shall observe all regulations and bye-laws of the Association made pursuant to the powers in that behalf hereinafter contained.

10. If it is brought to the notice of the Board of Directors that any member has failed to observe any regulations and bye-laws of the Association or the conduct of any member has been dishonorable or improper or otherwise injurious to the character and interests of the Association the Board of Directors may after notifying the member concerned thereof and giving him an opportunity to be heard, or to make representations in writing by resolution without assigning any reason therefore expel such member from the Association and he shall then forfeit his interest and privileges in the Association.

General Meetings

11. The Association 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 Association and that of the next. Provided that so long as the Association holds its first annual general meeting within 18 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 place as the Directors shall appoint.

12. All general meetings other than annual general meetings shall be called extraordinary general meetings.

13. 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 requisitionists, as provided by the Law. If at any time there are not within Nigeria sufficient Directors capable of acting to form a quorum, any Director or any two members of the Association 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 Meetings

14. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 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 meeting and, in case of special business, the general nature of that 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 such persons as are, under the articles of the Association, entitled to receive such notices from the Association: Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed –

(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote at the meeting; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.

15. 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

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

Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

17. 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 and continues to be present until the conclusion of the meeting; save as otherwise provided, 2 members present in person shall be a quorum.

18. 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.

19. The chairman, if any, of the Directors shall preside as chairman at every general meeting of the Association, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Nigeria or has given notice to the Association of his intention not to attend the meeting, the Directors present shall elect one of their number to be chairman of the meeting.

20. If at any meeting no Director is willing to act as chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

21. 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 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 previously stated it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Votes of Members

22. Every member shall have one vote.

23. 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, curator bonis, or other person in the nature of a committee or curator bonis appointed by that court, and any such committee, curator bonis, or other person may, on a poll, vote by proxy.

24. On a poll, votes may be given either personally or by proxy.

25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy shall be a Member of the Association and such member shall not be a proxy of more than one other member at a time.

26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the Registered Office of the Association not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall be treated as invalid.

27. An instrument appointing a proxy may be in form which the Board of Directors of the Association may approve.

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

Directors

30. The number of the Directors shall not be more than twenty and not less than two and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

Powers and Duties of Directors

31. The business of the Association shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Law or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Law or these Articles and to such regulations, being not inconsistent with these provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

32. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by at least two Directors.

Directors of the Association

33. 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 and proceedings at all meetings of the Association, and of the Directors, and of committees of Directors, and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

Disqualification of Directors

34. The office of Director shall be vacated, if the Director:-
- i. becomes bankrupt; or
 - ii. becomes prohibited from being a Director by reason of any order made under the Law; or
 - iii. is found lunatic or becomes of unsound mind; or
 - iv. resigns his office by notice in writing to the Association; or
 - v. conducts or behaves that contradicts the mission or rules of the Association.

Rotation of Directors

35. All the directors shall retire from office at the annual general meeting in every 2 years and are being eligible offer themselves for re-election.
36. The Association may from time to time in general meeting 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.
37. Any casual vacancy occurring in the Board of Directors may be filled up by the Members but the person so chosen 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.
38. The Directors shall have power at any time, and from time to time, to appoint a person as an additional Director who shall retire from office at the next following ordinary general meeting, but shall be eligible for election by the Association at that meeting as a Director.

39. The Association may by extraordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed 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

40. The Directors may meet together for the dispatch 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. In the case of 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. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Nigeria.

41. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be one-half of the number of the Directors for the time being in office.

42. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Association, but for no other purpose.

43. 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 fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their members to be Chairman of the meeting.

44. The Directors may delegate any of their powers to committees or sub-committees consisting of such members or non-members as they think fit; any committee or sub-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.

45. 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 fifteen minutes after the time appointed for holding the same, the members present may choose one of their members to be Chairman of the meeting.

46. 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 members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

47. 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 and effectual as if it had been passed at a meeting of the Directors duly convened and held.

Secretary

48. The Directors may from time to time by resolution appoint or remove a Secretary. The first Secretary is **SECRETARY**.

The Seal

49. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorized 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.

Accounts

50. The Directors shall cause proper books of account to be kept with respect to:-

- . (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- . (b) all sales and purchases of goods by the Association; and
- . (c) the assets and liabilities of the Association.

51. 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 Association's affairs and to explain its transactions.

52. The books of account shall be kept at the registered office of the Association, or, subject to the Law, at such other place or places as the Directors think fit, and shall always be 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 Association 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 of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Directors or by the Association in general meeting.

53. The Directors shall from time to time, in accordance with the requirements of the Law, cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are required by the Law.

54. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Association in general meeting, together with a copy of the Directors' report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of the Association: Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

Audit

55. Auditors shall be appointed and their duties regulated in accordance with the Law.

56. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the Balance Sheet ascertained by one or more Authorized auditor or auditors.

Notices

57. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address within Nigeria) to the address, if any, within Nigeria supplied by him to the Association for the giving of notices to him.

58. 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 at the expiration of 24 hours after the letter containing the same was posted.

59. If a member has no registered address within Nigeria and has not supplied to the Association an address within Nigeria for the giving of notices to him, a notice addressed to him and exhibited in the Association's registered office for 24 hours shall be deemed to be duly given to him at the expiration of the said 24 hours.

60. Notice of every general meeting shall be given in same manner hereinbefore authorized to every member except those members who (having no registered address within Nigeria) have not supplied to the Association an address within Nigeria for the giving of notices to them. No other persons shall be entitled to receive notices of general meetings.

Winding Up

61. The provisions of Clause 7 of the Memorandum of Association relating to the winding- up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.