

INDUSTRIAL & PROVIDENT SOCIETIES ACTS 1893 – 2014

RULES OF

LETSBUYHEALTHCARE CO-OPERATIVE SOCIETY LIMITED

1. INTERPRETATION & GENERAL QUALIFICATION

In construing these Rules, the following words and expressions shall have respectively, the meanings herein stated, provided that such meaning does not conflict with the subject matter of the Rule or the context:

- (a) “The Society” shall mean the Society to which these Rules refer;
- (b) The “First Members” shall mean the signatories to the original application for registration of the Society;
- (c) “Member” shall mean an individual or a society or company or other organisation duly admitted to membership of the Society and holding the requisite number of shares;
- (d) “Founding Member” shall mean an individual who is a First Member;
- (e) Words importing the singular or plural number shall include the plural and singular numbers;
- (f) Words importing the masculine gender shall include the feminine gender;
- (g) “The Committee” shall mean the Committee of Management of the Society for the time being;
- (h) “The Acts” shall mean the Industrial and Provident Societies Acts, 1893 to 2014 as amended and in effect;
- (i) “A Society” shall mean a Society registered under the Acts;
- (j) The expression “he”, “him”, “they” and “person”, shall include a society of company or other member organisation;
- (k) “Registrar” shall mean the Registrar of Friendly Societies for Ireland;
- (l) “Special Resolution” shall mean a Resolution passed in accordance with Section 51 of the Act of 1893.

2. The name of the Society shall be:

LetsbuyHealthCare Co-operative Society Limited

3. The registered office of the Society shall be:

88 Harcourt Street, Dublin 2, Ireland D02 DK18

The registered office may be changed by the Committee. Any such change shall be notified to the Registrar within fourteen days.

4. The OBJECTS of the Society shall be:

- (a) to promote self-reliance among members in accessing, and preparing, for private health care services;
- (b) to foster greater awareness among member of the benefits of maintaining a healthy lifestyle;
- (c) to educate members on major health risks over the course of a lifetime and to promote self-management in maintaining a healthy lifestyle;
- (d) to sponsor one or more schemes to enable members to prepare for, fund and pay for their own access and delivery of high quality private health care services;
- (e) to support members in a full range of private health care services whether delivered in the community or in a hospital setting;
- (f) to support patient advocacy in the engagement and delivery of designated private health care services available to the members;
- (g) to procure delivery of a full range of high quality private medical services for the benefit of the members including hospital, consultant, GP, dental, ophthalmic, orthodontic, physiotherapy and all other accredited, reputable and recognised categories and specialties of private healthcare;
- (h) to engage in public debate on behalf of Members with Government, public health bodies, professional medical associations, and other bodies on the delivery of high quality private health care services for the benefit of the members;
- (i) to engage on behalf of Members with Government, public health bodies, professional medical associations, and other bodies for taxation relief for Members and other State subventions, subsidies and financial support
- (j) to engage on behalf of Members with Retailers, Employers, other Co Operatives and other Corporate Bodies to develop and communicate Schemes and initiatives relating to the preparation for, access to and funding of Members private healthcare needs
- (k) to support patient advocacy groups, charities, and other bodies in the promotion of medical research;
- (l) to sponsor medical research scholarship in delivery of advanced medical services for the benefit of the members.

5. MEMBERSHIP

- (a) The Society shall consist of such individual persons as the Committee of Management, or an officer to which this function has been delegated by the Committee, may admit into membership, provided that such applicants for membership are willing to accept the responsibilities of membership and may contribute to the achievement of the objects of the Society and the benefits it provides. Applications for membership shall be dealt with in accordance with Rule 7. Applicants for membership shall subscribe for such one or more Shares in the Society as the Committee may from time to time prescribe and may not otherwise be deemed to be a member.
- (b) The Society may also admit other societies, registered under the Industrial and Provident Societies Acts, or companies registered under the Companies acts, or such other organisations, statutory or otherwise, where this would be of assistance to the Society in achieving its objects. Every society, company or other organisation admitted to membership may be represented at

the General Meetings by a voting representative in the case of a company or other member organisation.

- (c) No member, other than a Society registered under the Industrial and Provident Societies Acts, shall hold an interest in the Shares of the Society exceeding [€150,000] or such maximum amount as may be fixed by statute from time to time. The Society, by decision of the Committee of Management, may also fix such financial contribution, service or other charge, payable by the members, annually or otherwise, towards its administrative or other expenses, as may be necessary from time to time. Payment of such contribution or similar charge may also be fixed as a condition of membership by the Committee.
- (d) In the case of any member who defaults in payment of any financial contribution set from time to time by the Society, the Committee of Management may debit the amount of such financial contribution from any such member's entitlement to assets of or other scheme established by the Society, without the prior consent of such member.

6. CESSATION OF MEMBERSHIP

A person shall cease to be a member of the Society if he/she dies, or if he/she fails to pay such financial contribution, service or other charge as may be fixed by the Society, which remains undischarged.

In cases of such cessation of membership, the Society may set off the share amounts held in the member's name against any outstanding debt and any set off so made shall extinguish all rights of such a member in the share or shares. A member shall not otherwise be entitled to withdraw from the Society.

7. SHARES

- (a) The Share Capital of the Society shall consist of shares to the nominal value of €5 (Five Euro) each, issued upon admission of an applicant for membership to the Society and payment of same. Each member shall hold at least one share and the Committee of Management may fix such minimum number of shares as may be required for admission to membership. Corporate, Other Society, Organisational or Employer applications may be required to hold a different, higher, number of minimum shares. But no member, Corporate or otherwise, may hold more than the maximum amount of shares permitted by law or otherwise as determined from time to time by the Committee of Management. The liability of members shall be limited to their shares.
- (b) An Application for admission to membership to the Society shall be made in writing on Form A set out in the Appendix to these Rules or as near thereto as the proper management of the Society and the case allows.
- (c) Each application for membership shall be considered by the Committee at their next ensuing meeting, or as soon as possible by an officer to which this function and the operation of the related procedures may be delegated by the Committee. Notice of admission to membership, or otherwise, shall be sent to an applicant by the Committee shall not be required to assign any reason for rejection of an application.
- (d) Shares shall not be transferable or withdrawable other than in accordance with Rule 18, save that Shares of Founding Members shall be freely transferable, subject to the prior approval of the Committee of Management and applications for any such transfer shall be made in writing on Form B as set out in the Appendix.

- (e) In the event of the amount credited to a member in respect of shares in the Society whose membership has ceased under the provisions of Rule 6 being set off against any debt owing to the Society and the balance if any, repaid, then the rights of the member in respect of those shares shall have been extinguished.
- (f) A Register of Shareholders shall be kept by the Society in which the Secretary shall ensure that all details regarding the numbers of shares allocated, the ownership and transfer of shares, as applicable, shall be recorded.
- (g) The business affairs of the Society shall be conducted by the Committee of Management, who shall be the governing board of directors of the Society and shall fix the policies and procedures of the Society to achieve its Objects and are responsible for the financial accounting policies of the Society.
- (h) The Committee shall comprise such number as is decided by the General Meeting from time to time but not less than five members, provided that any meeting shall not be quorate unless two Members who are Founding Members or any transferee thereof shall be present and attending.
- (i) The Committee members shall be elected at the Annual General Meeting or at a Special General Meeting called for that purpose, provided that not less than two members shall comprise Founding Members, or any transferee thereof. Subject to the foregoing sentence, one third of the Committee shall retire each year but retiring committee members shall be eligible for re-election without nominations. A nomination for the Committee other than from a retiring member shall be in writing and signed by two members and shall contain a statement by the member nominated of his or her willingness to be elected. Such nominations shall be submitted to the Secretary not less than three days before the meeting.
- (j) Only members of the Society shall be eligible to be the Committee Members. No person shall be entitled to act as a member of the Committee who is a bankrupt or whose bankruptcy still subsists or who has been convicted on indictment of any offence involving fraud or dishonesty.
- (k) Subject to (i) above, any casual vacancy occurring in the Committee may be filled by co-option, but any person co-opted shall retain his or her office only until the next Annual General Meeting of the Society, when he or she shall retire, but shall be eligible for re-election.
- (l) Any Committee Member, or all of them may be removed from office by a two-thirds majority vote passed at a Special General Meeting of the Society's members called for this purpose.
- (m) There shall be at least four ordinary Committee meetings each year, two of whom shall be Founding Members or any transferee thereof. Special Committee meetings may be held at any time on the giving of at least three clear days' notice in writing to each member of the Committee. A Special Meeting of the Committee shall transact no business other than that appearing on the Agenda paper which shall accompany the notice concerning the meeting. No business shall be conducted at any Committee Meeting unless one-third of its membership is present, of whom not less than two Founding Members or any transferee thereof is present and attending.
- (n) The Committee shall elect and have the power to remove a Chairperson who shall also be the Chairperson of the Society and shall preside at all meetings of the Society. The Committee may also appoint and remove a vice-Chairperson. The Chairperson and Vice-Chairperson shall hold office for one year but shall be eligible for re-election.
- (o) The Committee shall elect or appoint and have the power to remove a Secretary who shall be the Secretary of the Society, and shall have responsibility for the administrative functions and such other executive duties as the Committee may delegate or direct from time to time. The Secretary

may be appointed as a paid officer or employee of the Society but if so may not be a member of the Committee of Management. If the Secretary is to be an elected officer the election shall be carried out by secret ballot of the Committee members.

- (p) The Committee may appoint and remove such executive managers and officers as employees of the Society who shall have such functions, duties and remuneration as the Committee shall from time to time direct or the Committee may assign or delegate such appointments and the management of same to the Secretary or to another executive officer.
- (q) The removal from office of any elected Officer or the Secretary of the Society shall be done only at a Special Committee Meeting of which notice shall have been duly given and at which two-thirds of those present and voting, vote for such removal.

8. COMMITTEE OF MANAGEMENT

- (a) The Committee may exercise any powers that may be exercised by the Society other than those that must be exercised by a General Meeting.
- (b) The Committee may appoint such sub-committees of its members and other persons as it considers necessary for the effective conduct of its business but all transactions and decisions of such subcommittees shall be subject to the approval of the Committee of Management.
- (c) The Committee shall ensure that proper minutes are kept of all meetings of the Committee of Management, Sub-Committees and General Meetings, and that adequate arrangements are made for the safe-keeping of the correspondence, files and financial records of the Society, including the designation of specific responsibilities to the Secretary and other officers in regard to the administration and the management of the Society's affairs subject to the approval of the Committee.
- (d) The Committee shall have powers to enter into contracts of any type, including without limitation of any description, including schemes for members, or for the supply of services, borrowing of money, purchase or lease or disposal of land and property of every description or the leasing out of any property of the Society and the construction of housing and associated amenities.
- (e) The Committee shall open such bank accounts as may be necessary for the conduct of the business of the Society into which all moneys received on account of the Society shall be immediately paid.
- (f) The Committee may act notwithstanding any vacancy in their body, but so long as the number of Committee Members is reduced below five the continuing Committee Members may act only for the purpose of summoning a General Meeting of the Society for the appointment of Committee Members.
- (g) Until the first Committee shall have been appointed according to these Rules, the Founding Members shall constitute the Committee of the Society and have all the powers of such Committee.

9. BORROWING

The Society shall, subject to the provision of Section 6 of the Industrial and provident Societies (Amendment) Act 1978, have power to borrow money for the purpose of the Society in whatsoever manner it may determine including the issue of loan stock, to such an extent, on such conditions, against such security, for such periods and at such rates of interest as shall be authorised by the General Meeting from time to time.

The Society may secure the repayment of any such loan and any interest thereon by a mortgage or charge on all or any of the assets or property of the Society or by the issue of Bonds, Agreements or Promissory Notes.

10. INVESTMENT

The Committee may invest any portion of the Society's capital as follows:-

- (a) In any security in which Trustees are for the time being authorised by law to invest;
- (b) In the shares of, or on the security of any other Society or Company provided such Society or Company shall be one with limited liability;
- (c) In the shares of, the loans to (secured on property) any other society or company which is a member of this Society provided such society or company shall be one with limited liability.

11. GENERAL MEETINGS

- (a) There shall be an ordinary or Annual General Meeting of the Society in each calendar year. All other general meetings shall be deemed to be Special General Meetings.
- (b) A Special General Meeting may be convened by the Committee of Management at any time on their own authority or upon a requisition addressed to the Committee, the Chairperson or the Secretary, signed by at least half the number of members of the Society for the time being.
- (c) Notice, stating the time, place and purpose or agenda of every General Meetings shall be sent or given to each member not less than 21 (twenty-one) days before the date of such meeting. Notice of a General Meeting shall be deemed to have been duly given if left or posted to the place of residence or registered address of members in due time before the meeting.
- (d) No business shall be transacted at a Special General Meeting save that for the purpose of which the meeting is convened and of which full particulars shall be given in the Notice and agenda convening every such meeting.
- (e) The following business shall be included in the Agenda and transacted at every Annual General Meeting:-
 - (i) the adoption of the Minutes of the previous Annual General Meeting and of any Special General Meeting of the Society held since then,
 - (ii) the presentation of the Report of the Committee of Management and the adoption of the Statement of Accounts and Balance Sheet as prepared by the Society's Auditor,
 - (iii) the appointment of a duly qualified Auditor for the current year, who shall not hold any other office in connection with the Society, for the purpose of complying with Rule 15(d),
 - (iv) the election or appointment of Committee members in accordance with the provisions of Rule 8,
 - (v) the authorisation of borrowing powers in accordance with the requirements of Rule 9,
 - (vi) any other business relevant to the purposes of the Annual General Meeting of the Society.

- (f) The quorum for General Meetings of the Society shall be not less than one quarter of the members entitled to attend or such lower figure as may be determined from time to time by a General Meeting provided notice of such change shall have been given to the members in advance of the meeting.
- (g) Any General Meeting may be adjourned from time to time for any period not exceeding 28 (twenty-eight) clear days. No business shall be transacted at an adjourned meeting except what relates to the original purpose and agenda of such meeting. If a Special General Meeting is adjourned, not less than four clear days' notice shall be given to the members of the date fixed for the adjourned meeting.

12. VOTING

Each member, or voting representative, present and entitled to vote at any meeting of the Society shall have only one vote, except the Chairperson who shall have a casting vote whenever the votes are equal. All questions shall be decided in the first instance by a show of hands unless five members present demand a ballot in which case a ballot shall be taken. No proxy voting shall be admissible.

13. APPLICATION OF SURPLUS

Any surplus or profits arising in the Society shall be applied in any or all of the following ways:-

- (a) To creating and maintaining a general reserve for the continuation and development of the Society;
- (b) To provide funding for charitable or education purposes or for relevant services in the community generally.

14. AMENDMENTS TO RULES

Rules may be made, altered, rescinded or amended by a majority of two-thirds of the members present and voting at a Special General Meeting called for the purpose in accordance with the requirements of Rule 11.

No new Rule shall be made nor shall any of the Rules be repealed or altered until the text of the proposed new rules or amendments shall have been circulated with the notice convening the Special General Meeting, duly adopted by the members and registered with the CRO.

15. STATUTORY REQUIREMENTS

- (a) Name

The registered name of the Society shall be kept displayed in a conspicuous place at the registered office of the Society and at any other place at which the business of the Society is carried on and shall be printed on all of the Society's correspondence.

- (b) Seal

The Society shall have its name engraved in legible characters upon a seal which shall be in the custody of the Chairperson. It shall only be used under the authority of a Resolution of the Committee, and shall be attested by the signatures of two members of the Committee and the Secretary.

(c) Change of Name, Amalgamation, Conversion, Dissolution

The Society may, by special Resolution in accordance with the provisions of Section 51(a) of the Industrial and Provident Societies Act 1893:-

- (i) change its name,
- (ii) amalgamate with or transfer its engagements to another Society or Company, or accept a similar transfer,
- (iii) convert itself into a Company,
- (iv) voluntarily dissolve by resolution to wind up under the Companies' Act.

Voting on special Resolutions shall be on the basis of one vote per member present and voting.

(d) Audit and Accounts

The Accounts of the Society, together with a Balance Sheet showing the receipts, expenditure, funds and effects of the Society, and all necessary vouchers, shall be submitted once in every year for audit to one of the duly qualified Auditors who is a member of a professional institute recognised by the relevant State Department for the purpose of the Acts, who shall be selected in accordance with Rule 11(e)(iii). Accounts shall be made available to the Revenue Commissioners on request.

(e) Annual Return

The Committee shall before the 31st day of March in each year forward to the Registrar the Form of Annual Return covering the period and in the manner prescribed by the Acts and the Regulations, accompanied by a copy of every Auditor's Report and Balance Sheet made for the period included in the Return.

(f) Triennial Returns of Shareholders

The Committee shall, once at least in every three years, make out a Triennial Return, and send it to the Registrar, together with the Annual Return, signed by the Auditor, showing the holding of every person in the Society at the date to which the said Annual Return is made out.

(g) Supply of Returns to Members

A copy of each Annual Return shall be delivered gratuitously on application to every member or person interested in the funds of the Society.

(h) Balance Sheet

A copy of the last Annual Balance Sheet for the time being, together with the Auditor's Report, shall be kept hung up in a conspicuous place in the Society's registered office.

(i) Rules

A copy of the Society's Rules shall be supplied to any person demanding free of charge.

(j) Inspection of Accounts by Members

Any member of person interested in the funds of the Society may inspect his own account and the Register of Members during business hours at the Society's registered office.

(k) Inspection by Registrar

Any ten members may, in accordance with Section 18 of the Industrial and Provident Societies Acts 1893 apply to the Registrar to appoint an accountant to inspect the books of the Society and to report thereon.

(l) Application to Registrar

Members may make application to the Registrar in accordance with the Acts:

(i) to appoint one or more inspectors to examine into and report upon the affairs of the Society.

OR

(ii) to call a Special Meeting of the Society.

16. MINORS

A person under full age within the meaning of the Age of Majority Act 1985, but above the age of 16, may be a member of the Society and enjoy all the rights of a member (except as by the Acts provided), and may execute all instruments and give all acquittances necessary to be executed or given under the Rules, but shall not be a member of the Committee, Officer (including Treasurer) or Manager of the Society.

17. DECEASED MEMBERS




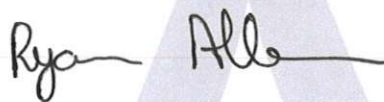



(a) On receiving satisfactory proof of the death of a nominator, the Committee of the Society shall, subject to the limitation on the amount herein before mentioned, redeem at par the amount of such person's shareholding and shall transfer the proceed to the nominator comprised in the nomination in manner directed by the nomination.

(b) Where a nominee who is nominated under the provisions of the Acts is under sixteen years of age, the Society may pay the sum nominated to either parent or to a guardian of the nominee, or to any other person of full age who will undertake to hold the same on trust for the nominee or to apply the same for his benefit and whom the Society may think a fit and proper person for the purpose, and the receipt of such parent, guardian or other person shall be sufficient discharge to the Society for all monies so paid.

(c) If any member entitled to property in the Society in respect of shares, or loans, dies intestate, without having made any nomination thereof then subsisting, the Committee may, without letters of administration, distribute the same among persons as appear to them, on such evidence as they deem satisfactory to be entitled by law to receive the same.

18. ADOPTION OF RULES, AMENDMENTS AND NOTIFICATIONS

The adoption of these Rules shall take place at a meeting of the First Members duly convened for this purpose.

- 1 Signature 
 Name in Block Letters DAVID ALLEN
 41 CHESTNUT GROVE
 DUNBOYNE, CO. MEATH
 A86 K134
- 2 Signature 
 Name in Block Letters JOHN LOONEY
 47 WHITEHALL ROAD
 TERENCE
 DUBLIN 12
- 3 Signature 
 Name in Block Letters Maireen Allen
 11 HOLWELL ROAD
 DONAGHMEDE, DUBLIN 13
 D13 K335
- 4 Signature 
 Name in Block Letters RYAN ALLEN
 41 CHESTNUT GROVE
 DUNBOYNE, CO. MEATH
 A86 K134
- 5 Signature 
 Name in Block Letters Elaine Brodigan
 32 GRANGE ABBEY ROAD
 GRANGE ABBEY
 DUBLIN 13
 D13 ~~K335~~ T8K1
- 6 Signature 
 Name in Block Letters FRANK DOWNEY
 197 HOLWELL
 UPPER KILMACHD ROAD
 DUBLIN 14
- 7 Signature 
 Name in Block Letters SARAH KINSELLA
 22 GREEN PARK
 ORWELL ROAD
 DUBLIN 14

- 8 Signature of Secretary 
 Name in Block Letters JOHN LOONEY
 47 WHITEHALL ROAD
 TERENCE
 DUBLIN 12
 Dated: 31/12/20