

**COMPANIES ACT 2014  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**CONSTITUTION**

**OF**

**CHILDREN IN HOSPITAL IRELAND**

**MEMORANDUM OF ASSOCIATION**

1. The name of the Company (hereinafter called “the Company”) is **CHILDREN IN HOSPITAL IRELAND**.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The Main Object for which the Company is established is to promote the well-being of children within the healthcare system in Ireland, in particular, before, during and after hospitalisation.
4. The objects set out hereinafter are exclusively subsidiary and ancillary to the Main Object set out above and these objects are to be used only for the attainment of that Main Object, and any income generated therefrom is to be applied only for the Main Object.
  - i. To recruit and train members of the public to volunteer to assist in promoting the Main Object of the Company.
  - ii. To bring the particular healthcare needs of children, before, during and after hospitalisation, including their developmental and emotional needs, to the notice of policy-makers, those employed in the provision of healthcare services for children, those responsible for the training of staff in the medical, nursing, social care and other health-related professions, teachers, parents and families, and the public in general.
  - iii. To persuade hospital administrations and hospital staff at all levels to facilitate the parents and carers of children who are in hospital to stay with them and to visit without restriction.
  - iv. To seek to ensure that all hospital units in which children receive care provide accommodation so that parents or carers of hospitalised children can stay with them; to seek to ensure that such hospital units provide a playroom and outdoor play space for ambulant children and for the children of visiting family members, and a restroom for parents and carers who are staying or visiting.
  - v. To advocate for healthcare services that will, as far as possible, enable children to remain in their home while receiving care, with the necessary resources and supports provided for families.
  - vi. To provide information for families and others concerned with the welfare of children in hospital.

- vii. To provide a means of liaison and co-ordination and a channel of communication between the Company and kindred organisations and to seek publicity for the Main Object of the Company.
- viii. To raise funds, and to invite and receive contributions from any person or persons whomsoever by subscription, donation or otherwise, provided that the Company shall not undertake any permanent trading activities in raising funds for its Main Object.

## **5. Powers**

The Company shall, in addition to the powers conferred on it by law, have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object; any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- 5.1 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 5.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- 5.3 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.
- 5.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 5.5 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 5.6 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- 5.7 Subject to clause 6, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 5.8 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 dependents 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.

- 5.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 5.10 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- 5.11 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 5.12 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 5.13 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- 5.14 To invest in such ways as shall seem desirable to the Directors any monies of the Company not immediately required for use in connection with its Main Object and to place any such monies on deposit with bankers and others, subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- 5.15 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 5.16 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 5.17 To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.

- 5.18 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act 2009).
- 5.19 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 5.20 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 5.21 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 5.22 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 5.23 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.
- 5.24 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- 5.25 To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 5.26 To carry on alone or in conjunction with others any other trade or business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.
- 5.27 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.

- 5.28 To establish and maintain links with international and national organisations having similar objectives.
- 5.29 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- 5.30 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

**PROVIDED THAT:**

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- (b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

**6. Income and Property**

- 6.1 The income and property of the Company shall be applied solely towards the promotion of the Main Object of the Company set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.
- 6.2 No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
- i. reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company, or
  - ii. interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
  - iii. reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
  - iv. reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
  - v. fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company;
  - vi. Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with Section 89 of the Charities Act 2009 (as for the time being amended, extended or replaced).

**7. Additions, Alterations or Amendments**

The Company shall ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes shall be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

## **8. Winding Up**

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the Main Object of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while they are a member or within one year after they cease to be a member, for payment of the debt and liabilities of the Company contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one euro.
10. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
11. The liability of the members shall be limited.

## **ARTICLES OF ASSOCIATION**

### **PRELIMINARY**

1. In these Articles: -

The “**Act**” means the Companies Act 2014 and every statutory modification or re-enactment thereof for the time being in force;

“**Articles**” means these Articles of Association, as originally framed, or as altered from time to time by special resolution;

**“Board”** means the Board of Directors for the time being of the Company and includes the Chairperson and Vice-Chairperson;

**“Body Corporate”** means a company incorporated in Ireland;

**“Chairperson”** means the chairperson of the Board of Directors appointed in the manner described in Article 56;

**“Directors”** means the Directors for the time being of the Company or the Directors present at a meeting of the Board and any person occupying the position of Director by whatever name called;

**“Member”** means the members for the time being of the Company and **“Membership”** shall be construed accordingly;

**“Memorandum”** means the Memorandum of Association, as originally framed, or as altered from time to time by special resolution;

**“Registered Office”** means the registered office for the time being of the Company;

**“Register”** has the meaning given to that term in Article 11;

**“Secretary”** means any person appointed to perform the duties of the Secretary of the Company;

**“Seal”** means the Common Seal of the Company;

**“State”** means the Republic of Ireland;

**“Vice-Chairperson”** means the vice-chairperson of the Board of Directors appointed in the manner described in Article 59;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

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

## **MEMBERS**

2. The number of members which the Company proposes to be registered is seven, but the Directors may from time to time register an increase of members.
3. A member may be an individual, a body corporate or an individual or body corporate representing an unincorporated association.
4. Membership of the Company is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated their agreement to become a member and acceptance of the duty of members set out in Article 5 and Article 7.

5. Every member shall use their best endeavours to promote the objects and interests of the Company and shall observe all of the Company's regulations affecting them contained in or effective pursuant to these Articles.
6. The Directors:
  - (a) may require applications for membership to be made in any reasonable way that they decide;
  - (b) may refuse an application for membership if they believe that it is in the best interests of the Company for them to do so;
  - (c) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so within twenty-one (21) days of the decision being taken, and give the applicant the opportunity to appeal against the refusal;
  - (d) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.
7. Members will be required to:
  - (a) pay an annual subscription fee determined by the Board of Directors; and
  - (b) where their role in the Company involves direct contact with children and young people, be vetted by An Garda Síochána.
8. The rights and liabilities attaching to members of the Company may be varied from time to time by a special resolution of the members.
9. The rights of every member shall be personal to themselves and shall not be transferable, transmissible or chargeable by their own act, by operation of law or otherwise, except in the case of an individual or body corporate representing a member which is an unincorporated association whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until the Company has received written notification of the transfer.
10. Any member who for any cause whatsoever shall cease to be a member shall remain liable for and shall pay to the Company all monies which may become payable by them by virtue of their liability under the Memorandum.
11. A register shall be kept by the Company containing the names and addresses of all the members, together with such particulars as may be required by the Act (the "**Register**").

## **RESIGNATION AND REMOVAL OF MEMBERS**

12. A member shall immediately and automatically cease to be a member upon the happening of any of the following:
  - (a) the member dies or becomes bankrupt or in the case of a body corporate or unincorporated association (or the representative of an unincorporated association) that body corporate or unincorporated association ceases to exist;

- (b) they resign their membership by notice in writing sent to the Secretary at the Registered Office;
- (c) any sum of money owed by the member to the Company is not paid in full within two months of its falling due;
- (d) if, in the opinion of the Directors, they become incapable of discharging their duties as a member;
- (e) if they shall fail to perform any obligation binding upon them under these Articles for one month after notice in writing requiring them to do so shall have been served upon them by the Directors or if in the opinion of the Directors their conduct shall be calculated in any respect to be prejudicial to the interests of the Company and they shall fail to remedy such conduct to the satisfaction of the Directors for one month after notice in writing requiring them to do so shall have been served upon them by the Directors and if also in either of such cases the Directors by resolution passed by a majority of not less than three quarters of the Directors present at a meeting of the Directors of which notice specifying the attention to the proposed resolution has been given and at which the member concerned shall have been given reasonable opportunity to attend and speak on their own behalf, shall resolve that their membership be terminated.

#### **NON-VOTING MEMBERSHIP**

- 13. The Directors may create such classes of non-voting membership and may determine the rights and obligations of any such members (including payment of membership fees) and the conditions for admission to and termination of membership of any such class of members.
- 14. Other references in these Articles to “members” and “membership” do not apply to non-voting members.

#### **GENERAL MEETINGS**

- 15. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Directors and shall specify the meeting as such in the notices calling it, provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and that so long as the Company holds its first annual general meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.
- 16. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 17. The Board of Directors may, whenever it thinks fit, convene an extraordinary general meeting; extraordinary general meetings may also be convened on the requisition of one or more members holding not less than 10% of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company.

#### **NOTICE OF GENERAL MEETINGS**

18. Subject to Section 181 of the Act, an annual general meeting and a meeting called for passing of a special resolution shall be called by twenty-one (21) days' notice in writing at the least and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by seven (7) 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, and shall be given in the manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the Company.
19. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

20. 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 statutory financial statements and the reports of the Directors and auditors, the election of Directors in the place of those retiring, a review of the affairs of the Company, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors.
21. 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, the lesser of twenty (20) members or 25% of the number of members whose names are contained in the Register at the time that notice of the general meeting was given, present in person or by proxy, shall be a quorum.
22. 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 the meeting 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.
23. The Chairperson, if any, of the Board shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chairperson, if any, shall preside as chairperson of the meeting or if he or she is not present within twenty (20) minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be chairperson of the meeting.
24. The chairperson of the meeting 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 at which the

adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

25. The statutory auditors of the Company shall be entitled to attend any general meeting and to be heard on any part of the business of the meeting which concerns them as the statutory auditors.
26. At any general meeting a resolution put to the vote of the meeting shall be decided on 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 chairperson of the meeting; or
  - (b) by at least three Directors present; or
  - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all of members having the right to vote and be present at the meeting.
27. Unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or has been lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
28. Except as provided in Article 30, a poll duly demanded shall be taken in such manner as the chairperson of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
29. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
30. A poll demanded on the election of the chairperson of the meeting, 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 chairperson 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.
31. Subject to Section 193 of the Act, a resolution in writing signed by all 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 at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. A resolution in writing made pursuant to this Article may consist of one document or two or more documents to the same effect each signed by one or more members.
32. Every member shall have one vote. No member shall be entitled to vote at a general meeting, any adjournment thereof, or by way of written resolution, unless:

- (a) they have been a member for a period of at least sixty (60) days prior to the date for which the original general meeting has been called or written resolution has been served on the members; and
  - (b) all monies immediately payable by him or her to the Company have been paid.
33. 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 tendered, 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 chairperson of the meeting whose decision shall be final and conclusive.
34. Votes may be given either personally or by proxy.
35. The instrument appointing a proxy shall be in writing under the hand of the appointer or of their 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.
36. 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 or authority shall be deposited at the Registered Office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than six (6) 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 six (6) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
37. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

|   |
|---|
| <p><b><i>Children in Hospital Ireland</i></b><br/>(the "Company")</p> <p>[Name of member] .....</p> <p>of</p> <p>[Address of Member] .....</p> <p>being a member of the Company hereby appoint/s<br/>..... [<i>name and address of proxy</i>]</p> <p>or failing him or her .....[<i>name and address of alternative proxy</i>] as my proxy to attend, speak and vote on my behalf at the annual general meeting / extraordinary general meeting of the Company to be held on ..... [<i>date of meeting</i>] and at any adjournment of the meeting.</p> <p>The proxy is to vote as follows:</p> <p>(Choice to be marked with an "X")</p> |
|---|

| Number or description of resolution before the meeting: | In Favour | Against | Abstain |
|---|-----------|---------|---------|
| 1.  |           |         |         |
| 2.  |           |         |         |
| 3.  |           |         |         |

If no instruction is provided, the proxy will vote as he or she thinks fit.

Signature of Member.....

Date .....

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

### **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 or she represents as that body corporate could exercise if it were an individual member of the Company.

### **POWERS AND DUTIES OF DIRECTORS**

40. The business of the Company shall be managed by the Directors who, *inter alia*, will formulate the organisational and financial policies of the Company; may, as required, propose changes to be made to the Memorandum and these Articles to the members in general meeting; may pay all expenses incurred in promoting and registering the Company; and exercise all such powers of the Company as are not by the Act or these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provision of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
41. 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 powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

42. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies 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.
43. The Directors shall cause proper minutes to be made in books kept for that purpose:
  - (i) of all appointments of officers made by the Board of Directors;
  - (ii) of the names of the Directors present at each meeting of the Board of Directors and of any committee of the Board of Directors;
  - (iii) of all proceedings and resolutions at all meetings of the Company, and of the Board of Directors and of committees of the Board of Directors and any such minutes of any meetings, if purporting to be signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.

### **BORROWING POWERS OF DIRECTORS**

44. 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 thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### **APPOINTMENT OF DIRECTORS**

45. Unless and until otherwise determined by the Directors, the Board of Directors shall be comprised of not less than three (3) and no more than fourteen (14) to include the Chairperson. The number of directors shall never be less than three (3). They should be unrelated and independent of each other.
46. Each member of the Board may serve up to a maximum of six (6) years in total. However, in exceptional circumstances and where it is deemed to be in the best interests of the Company, the Board by majority decision may agree to invite a Director who has completed six years as a member of the Board to continue to serve as a Director for a further year, after which they will retire but may be re-appointed if necessary, and again with the approval of the Board, for one more year. The Director whom it is proposed will serve an additional term shall not vote on this matter. At any time, no more than two Directors may serve as a member of the Board under this provision.
47. At every annual general meeting of the Company, 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 one-third, shall retire from office.
48. The Directors to retire shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
49. 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 themselves for re-election, be deemed to have been re-elected, unless

at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.

50. No person, other than the Chairperson if appointed as an additional Director pursuant to Article 56, shall be eligible for election to the Board at any general meeting unless not less than three (3) nor more than twenty-one (21) days before the date appointed for the meeting, there has been left at the Registered Office the following documents (the "Board Application Documents"):
  - (a) notice in writing, signed by two members of the Company duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose and second such a person for election;
  - (b) notice in writing signed by that person of their willingness to be elected; and
  - (c) a CV and personal profile of that person.
51. The Board shall review the Board Application Documents and select the persons who shall be proposed to the members as candidates for election to the Board.
52. The Board:
  - (a) may refuse an application for membership of the Board if they believe that it is in the best interests of the Company for them to do so;
  - (b) shall, if they decide to refuse an application for membership of the Board, give the applicant their reasons for doing so within twenty-one (21) days of the decision being taken, and give the applicant the opportunity to appeal against the refusal;
  - (c) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership of the Board shall be final.
53. The Board shall consist of individuals with such skills and experience as the Board from time to time determines to be required for achieving the Main Object of the Company.
54. The Board shall have power at any time, and from time to time, so as to ensure that the composition of the Board is in accordance with Article 54, 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 Article 45. 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.

#### **CHAIRPERSON OF THE BOARD OF DIRECTORS**

55. The Directors shall elect, either from among their number or, subject to Article 45, as an additional Director, a chairperson of the Board of Directors (the "Chairperson") for a term of one year. The Chairperson shall not be required to retire in the manner described in Articles 48 to 50. A Director may serve as Chairperson for a maximum of four (4) terms of one (1) year after which he or she shall retire from the office of

Chairperson. Where the Board appoints a Chairperson who is not an existing Director, that person must comply with the Company's Garda vetting policy.

56. The Chairperson from time to time holding office shall remain in office until the appointment of the new Chairperson by the Board, notwithstanding that their term of office may have expired.
57. If at any meeting of the Board the Chairperson is not present, the Vice-Chairperson shall be chairperson of the meeting. If at any meeting neither the Chairperson nor the Vice-Chairperson is present within fifteen (15) minutes after the time appointed for the holding of the meeting, or if neither is willing to act, the Directors present shall elect one of their number to be chairperson of the meeting.

### **VICE-CHAIRPERSON OF THE BOARD OF DIRECTORS**

58. The Directors shall elect from their number a vice-chairperson of the Board (the "Vice-Chairperson"). The Vice-Chairperson shall not be required to retire in the manner described in Articles 48 to 50. A Director may serve as Vice-Chairperson for a maximum of four (4) terms of one (1) year each, after which he or she shall retire from the office of Vice-Chairperson.
59. The Vice-Chairperson from time to time holding office shall remain in office until the appointment of the new Vice-Chairperson by the Board, notwithstanding that their term of office may have expired.
60. The Vice-Chairperson shall assist the Chairperson and act on the Chairperson's behalf in all cases of absence or inability to act. Service as Vice-Chairperson shall not be a condition precedent to service as Chairperson and the Vice-Chairperson shall not automatically succeed the Chairperson.

### **PROCEEDINGS OF DIRECTORS**

61. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and in accordance with these Articles, subject to the Board meeting no less than four (4) times annually. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairperson of that meeting shall have a second and casting vote.
62. Two or more Directors may at any time request the Secretary to summon a meeting of the Board; the Directors making such a request must submit a draft Agenda for circulation to all Board members in advance of the meeting.
63. The quorum necessary for the transaction of the business of the Board of Directors shall be such number of Directors as equals one-third plus one of the Directors from time to time.
64. 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 these Articles 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 Company, but for no other purpose.
65. All acts done by any meeting of the Board of Directors or of a committee of the Board 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 were 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 Board of Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held. A resolution in writing made pursuant to this Article may consist of one document or two or more documents to the same effect each signed by one or more Directors.
67. Any Director or member of a committee of the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of conference telephone or other means of telephone, radio or televisual communication whereby all of the persons participating in the meeting can hear each other and any Director or member of a committee participating in such a meeting will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.
68. The Board of Directors may establish such committees as it thinks fit for such purposes, with such functions and comprising such persons as the Directors shall from time to time determine.
69. Any committee formed by the Board of Directors shall, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Directors.
70. A committee may elect a chairperson of its meetings. If no such chairperson is elected, or if at any meeting the chairperson is not present within five (5) minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.
71. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson of the meeting shall have a second or casting vote.
72. Each Director shall declare at a meeting of the Board of Directors the nature of his/her interest in:
  - (a) any contract or proposed contract with any company in which he or she is directly or indirectly involved; or
  - (b) any matter or policy from which he or she might stand to benefit directly or indirectly from his/her position as a Director or from the operation of the Company.

The said Director shall be entitled to make a statement to the Board of Directors on the issue and shall answer any questions put to him or her on that issue by any of the other Directors. Following such declaration of interest, statement and answering any questions that may be put, the said Director shall leave the meeting of the Board of Directors and shall not be entitled to vote on the matter in which he or she has a direct or indirect interest. The other Directors shall make a decision regarding such a contract, proposed contract, policy or other matter and such Director on his/her return to the meeting shall be informed of the decision of the Board of Directors by the Chairperson, following which no further discussion of the issue shall take place.

Without prejudice to the foregoing, the said Director shall be taken into account in the number of Directors present for the purposes of forming a quorum at the outset of the meeting. In circumstances where a Director is unsure as to whether any interest constitutes an interest for the purposes of this Article the Director shall inform the Chairperson either orally or in writing, and the Chairperson shall at his/her own discretion, and having regard to good governance and best practice, determine whether the interest constitutes an interest for the purposes of this Article.

### **VOTING ON CONTRACTS**

73. A Director may not vote in respect of any contract in which he or she has a direct or indirect interest or any matter arising therefrom.

### **PROHIBITION OF REMUNERATION OF DIRECTORS**

74. The Directors shall not be entitled to any remuneration for their services, but the Board of Directors may authorise the payment by the Company to any such Director of any reasonable and proper out-of-pocket expenses incurred by them in the performance of their duties or otherwise in connection with the affairs of the Company for which receipts are provided.

### **DISQUALIFICATION OF DIRECTORS**

75. The office of Director shall be vacated if:
- (i) A Director is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
  - (ii) A Director becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
  - (iii) A Director resigns his or her office by notice in writing to the Company; or
  - (iv) The health of a Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision-making capacity; or
  - (v) A declaration of restriction is made in relation to a Director in accordance with Section 819 of the Act, and the Directors, at any time during the currency of the declaration, resolve that his or her office be vacated; or
  - (vi) A Director is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence) unless the Directors otherwise determine; or
  - (vii) A Director is for more than six (6) months absent, without the permission of the Directors, from meetings of the Directors as during that period and the Directors pass a resolution that he or she has by reason of such absence vacated office; or
  - (viii) A Director has a direct or indirect interest in any contract with the Company and fails to declare the nature of their interest in the manner required by Section 231 of the Act; or

- (ix) A Director is required in writing by a majority of his or her co-Directors to resign;  
or
- (x) A Director is removed in accordance with the provisions of the Act; or
- (xi) A Director fails to comply with the Company's Garda vetting policy; or
- (xii) A Director ceases to be qualified for the position of charity trustee under Section 55 of the Charities Act 2009.

## **SECRETARY**

- 76. The Secretary shall be appointed by the Board of Directors for such term and upon such conditions as its members think fit, and any Secretary so appointed may be removed by them.
- 77. The Secretary will, *ex-officio*, have the right to attend all meetings of the Board of Directors, general meetings and extraordinary general meetings and shall have speaking rights but not voting rights, unless he or she is also a Director of the Company.
- 78. A provision of the Act or 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.

## **THE SEAL**

- 79. The Seal shall be used only by the authority of the Board of Directors or of a committee of the Board 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 Board of Directors for that purpose.

## **ACCOUNTS**

- 80. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
- 81. The accounting records shall be kept at the Registered Office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and of other persons entitled pursuant to the Act.
- 82. 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 financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.

83. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company copies of:
- (a) the statutory financial statements of the Company for the financial year;
  - (b) the Directors' report for the financial year;
  - (c) the statutory auditor's report on those financial statements and on the Directors' report.
84. A copy of the statutory financial statements of the Company, the Directors' report and the statutory auditor's report shall, not less than twenty-one (21) days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them. Such reports shall be open to inspection and to be read before the meeting.

#### **AUDIT**

85. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

#### **NOTICES**

86. In any case in which a provision of the Act, or of the Company's Constitution, requires or authorises a notice to be served on or given to a member of the Company by the Company or an officer, it may be delivered in one of the following ways:
- (a) by delivering it to the member;
  - (b) by leaving it at the registered address of the member;
  - (c) by sending it by post in a prepaid letter to the registered address of the member;
  - (d) by electronic means provided the conditions as specified in subsection (4) of Section 218 of the Act are satisfied.
87. For the purposes of Section 218(3)(d) of the Act the use of electronic means to serve or give notice is permitted and each of the members of the Company hereby consent to the use of electronic means in the form of email to serve or give notices in relation to them and further agree to provide the Company with an email address to which notices may be served or given.
88. 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 their death or bankruptcy would be entitled to receive notice of the meeting;
  - (c) the Auditor for the time being of the Company;

- (d) every Director;
- (e) the Secretary;
- (f) the Chairperson of the Board of Directors;
- (g) the Vice-Chairperson of the Board of Directors.

No other person shall be entitled to receive notices of general meetings.

## **WINDING UP**

89. If the Company shall be wound up, the provisions contained in Clause 8 of the Memorandum of Association shall be performed and have effect in all respects as if the same were repeated in these Articles.

## **INDEMNITY**

90. The Company shall indemnify its Directors, officers and any person who serves at the request of the Company as a Director or officer as follows:
- (i) Every person who is or has been a Director, or officer, and every person who serves at the Company's request as Director or officer shall be indemnified by the Company to the fullest extent permitted by law against liability and against all expenses reasonably incurred or paid by them in connection with any debt, claim, action, demand, suit, proceeding, judgment, decree, party or otherwise by virtue of their being or having been a Director, or officer of the Company or of another partnership, joint venture, trust or other enterprise at the request of the Company and against amounts paid or incurred by them in the settlement thereof except where any of the foregoing is attributable to any negligence, wilful default or bad faith on the part of such Director or officer;
  - (ii) The words "claim", "action", "suit" or "proceedings" shall apply to all claims, actions, suits or proceedings (civil, criminal, administrative, legislative, investigative or other, including appeals) and shall include, without limitation, legal fees, costs, judgments, amounts paid in settlement, fines, penalties and other liabilities;
  - (iii) The rights of indemnification herein provided may be insured against by policies maintained by the Company, shall be severable, shall not affect any other rights to which any Director or officer may now or hereafter be entitled, shall continue as to a person who has ceased to be such a Director, or officer and shall enure to the benefit of the heirs, executors and administrators of such a person; and
  - (iv) The Company may make advances of expenses incurred in the defence of any claim, action, suit or proceedings against any person whom the Company is obliged to indemnify.

