

COMPANIES ACT 2014

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COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

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**CONSTITUTION**

-of-

**EAST WICKLOW RIVERS TRUST**

**MEMORANDUM OF ASSOCIATION**

1. **Name**

The name of the Company is East Wicklow Rivers Trust.

2. **Company type**

The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

3. **Main Object**

Provided that the company shall not support with its funds any object nor endeavour to impose on, or procure to be observed by its members or others any regulation or restriction which, if an object of the company, would make it a trade union.

The main object for which the Company is established (the “Main Object”) is:

To conserve, protect, rehabilitate and improve the rivers, streams, watercourses, lakes, groundwaters and water impoundments of the coastal river catchments in County Wicklow, including adjacent estuarine and coastal areas, for the advancement of environmental protection or improvement and in the interests of economic, social and ecological sustainability, for the benefit of the public. This will be achieved by delivery of on-the-ground environmental projects, involving stakeholders and volunteers, that monitors the health of the river catchment, and addresses the causes of deterioration through direct investment in improvements and by encouraging behaviour change.

4. **Subsidiary Objects**

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:

To advance the education of the public, or any association, institution, voluntary organisation, company, local authority, administrative or governmental agency or public body or representative body in: -

(a) The understanding of rivers, river corridors and river catchments, including their fauna, flora, biodiversity, economic or social activity, and river catchment management.

(b) The need for, and benefits of, conservation, protection, rehabilitation and improvement of aquatic environments.

## 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 moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys 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, Secretary or other officer 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) or officer.
- 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 of 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 Main Object(s) as 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:

- (a) reasonable and proper remuneration to any Member or servant of the Company (not being a Director) for any services rendered to the Company;
- (b) 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;
- (c) reasonable and proper rent for premises demised and let by any Member of the Company (including any Director) to the Company;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- (e) 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.
- (f) 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 must 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 must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

No amendments of any kind shall be made to the provisions of clauses 6 and 8 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of Clauses 6 and 8 of the memorandum of association, such that there would be non-compliance with the requirements of section 971/1180 and of the Companies Act 2014.

## **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 objects 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. **Limited Liability**

The liability of the members is limited.

10. **Undertaking to Contribute**

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

- (a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
- (b) the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.

## ARTICLES OF ASSOCIATION

### PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent herewith:

The “**Act**” means the Companies Act, 2014.

The "**Company**" means the above named Company.

The "**Directors**" means the members for the time being of the board of directors of the Company and “Director” shall be construed accordingly.

The "**Secretary**" means any person appointed to perform the duties of the Secretary of the Company.

The "**Seal**" means the Common Seal of the Company.

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 visible form.

### MEMBERS

2. For the purposes of registration the number of members of the Company is taken to be 8 but the Company may from time to time register an increase of members. The maximum number of persons who may be members of the Company shall be 11 subject to the power of the Directors to register an increase in the number of Members. The Directors must keep a register of names and address of Members.
3. The members of the Company shall be (i) the subscribers to the Memorandum of Association (ii) such other persons as are appointed Directors of the Company and (iii) such other persons as the Directors shall from time to time admit to membership and as shall sign a written consent to become a member.

### RIGHTS OF MEMBERS

4. Membership of the Company is not transferable and shall cease:-
  - (a) If the member dies;
  - (b) If the member resigns by written notice to the Secretary unless after the resignation, there would be less than three members;
  - (c) If a member becomes bankrupt or insolvent or compounds with his/her creditors;
  - (d) If a member becomes of unsound mind;

(e) If a member is convicted of an indictable offence (other than an offence under the Road Traffic Acts);

(f) If any subscription due from the Member to the Company is not paid in full within 6 months of it falling due, and the Directors resolve that the Member be removed from membership;

(g) If the Member is disqualified, or prohibited or restricted from being a Member or his/her membership terminates arising from any requirement or provision of any law adopted or commenced after these Articles are adopted;

(h) If, pursuant to Article 3, the Member ceases to be a Director.

Additionally a Member may be removed from membership by a resolution of the Directors on the grounds that, in their opinion, the Member's continued membership is harmful to the Company or not in its best interests. A resolution to remove a Member from membership may only be passed if: (a) the Member has been given at least 21 days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed; and (b) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Company) has been allowed to make representations to the meeting.

### **GENERAL MEETINGS**

5. 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.

6. All general meetings other than annual general meetings shall be known as extraordinary general meetings. 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, the re-appointment if the retiring Auditors and the fixing of the remuneration of the Auditors.

Further to section 182 of the Act no business shall be transacted at The Directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, 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, forthwith proceed duly to convene an extraordinary general meeting of the Company.

7. The requisition shall state the objects of the meeting and shall be signed by the

requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.

8. If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the “requisition date”), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.
9. Any reasonable expenses incurred by the requisitionists by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitionists by the company and any sum so repaid shall be retained by the company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.
10. For the purposes of Articles 6 to 8, the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.
11. A meeting convened under Articles 6 or 8 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.
12. The chairperson of the board of directors 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 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
13. If at any meeting no director is willing to act as chairperson 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 chairperson of the meeting.
14. The chairperson 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. However, 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 but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. Unless a poll is demanded in accordance with Article 26, at any general meeting:
  - (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
  - (b) a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry

to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

16. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
17. Subject to section 193 of the Act (as modified by section 1208 of the Act) a resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed 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. Any such resolution in writing may consist of several documents in like form each signed by one or more members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, this statement shall be prima facie evidence that it was signed by him or her on that date.

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

18. A meeting of the Company, other than an adjourned meeting, shall be called:
  - (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
  - (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.
19. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 18, be deemed to have been duly called if it is so agreed by:
  - (a) all the members entitled to attend and vote at the meeting; and
  - (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.
20. Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.
21. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

22. The notice of a meeting shall specify:
  - (a) the place, date and time of the meeting;
  - (b) the general nature of the business to be transacted at the meeting;
  - (c) in the case of a proposed special resolution, the text or substance of that proposed special resolution.
23. 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 the meeting.

### **VOTES OF MEMBERS**

Where a matter is being decided (whether on a show of hands or on a poll), every member present in person shall have one vote, but so that no individual member shall have more than one vote.

24. 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.
25. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

### **VOTING ON A POLL**

26. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
27. A demand for a poll may be made by:
  - (a) the chairperson of the meeting;
  - (b) at least three members present in person or by proxy;
  - (c) any member or members present and representing not less than 10% of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.
28. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 30, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll

was demanded.

29. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.
30. 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 on which a poll is demanded may be proceeded with pending the taking of the poll.
31. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member entitled to more than one vote need not, if he or she votes:-
  - (a) use all his or her votes; or
  - (b) cast all the votes he or she uses in the same way.

### **DIRECTORS**

32. The number of the Directors shall be not less than three (3) and unless and until determined by the Company in general meeting, not more than (eleven) 11. The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act.
33. No remuneration shall be payable under any circumstances to any of the Directors in respect of his/her services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article 53. The Directors may be paid travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.
34. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Company in general meeting may (by special resolution) give. No such 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.

Without prejudice to the generality of the foregoing, the Directors shall be entitled from time to time to determine any Annual Subscriptions to be payable by any Member of the Company. Such subscriptions shall be payable in advance of the 1st day of January in each year. A person becoming a Member of the Company after the 1st day of January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any Member shall cease to be a Member prior to 1st day of January in any year that Member shall not be entitled to any rebate of his Annual Subscription paid for that year. The Directors shall also be entitled to create Life Subscriptions and determine their terms and conditions as the Directors in their absolute discretion think fit from time to time.

35. Without prejudice to Section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
37. The Company shall cause minutes to be entered in books kept 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 Company and, of the Directors and of committees of the Directors.

#### **POWERS OF ATTORNEY**

38. The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

#### **DISQUALIFICATION OF DIRECTORS**

39. In addition to the circumstances set out in section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

Without prejudice to the generality of the foregoing, a Director shall cease to be a Director if the Director: -

- (a) Is adjudged bankrupt or makes any arrangement or composition with that Director's creditors generally.
- (b) Ceases to be a Director by virtue of any provision of the Act or is prohibited by law from becoming a Director or by reason of any order made under the Act.
- (c) Resigns by notice in writing to the Company, but only if at least two Directors will remain in office when the notice of resignation is to take effect.
- (d) Is sentenced to a term of imprisonment following conviction of an indictable offence.
- (e) Is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.
- (f) Is removed from office of Director before the expiration of his or her period of office pursuant to section 146 of the Act.

- (g) Is required in writing by all the said Director's co- Directors to resign.
- (h) Without the consent of the Company in general meeting, holds any other office or place of profit under the Company beyond the extent permitted by these Articles.
- (i) Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest in the manner required by the Act.

## **ROTATION OF DIRECTORS**

- 40. At the first Annual General Meeting of the Company, all the Directors shall retire from office and at the Annual General Meeting in every subsequent year, one-fifth of the Directors for the time being, or, if their number is not five or a multiple of five, then the number nearest one-fifth, shall retire from office.
- 41. The Directors to retire in every year shall be those who have been longest in office since their 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.
- 42. A retiring Director shall be eligible for re-election subject to if a director is still in office on the date of the tenth annual general meeting following his/her appointment he/she shall then resign and shall not be eligible for re-election until the second annual general meeting following his/her retirement.
- 43. The Company, at a meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default of the Company doing so, the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless (a) at such meeting it is expressly resolved not to fill such vacated office; or (b) a resolution for the re-election of such Director has been put to the meeting and lost.
- 44. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than 28 days nor more than 2 calendar months before the date appointed for the meeting, there has been left at the Company's registered office (a) notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his/her intention to propose such a person for election, and (b) notice in writing signed by the person concerned of his/her willingness to be elected.
- 45. The Company may from time to time by ordinary resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.
- 46. The Company may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any Director before the expiration of his/her period of office, notwithstanding anything in these articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
- 47. The Company may by ordinary resolution appoint another person in place of a Director

removed from office under Article 46. A person appointed in place of a director so removed shall be subject to retirement at the same time as if he had become Director on the day on which the Director in whose place he is appointed was last elected a Director. Without prejudice to the powers of the Directors under Article 48, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.

48. The Directors may at any time appoint any person to be a Director of the Company, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors of the Company shall not at any time exceed the number, if any, provided for in these Articles. Any Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election.

### **PROCEEDINGS OF DIRECTORS**

49. 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 case of equality of votes the chairperson shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who, being resident in the State, is for the time being absent from the State.
50. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be 51 per cent.
51. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Act 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.
52. If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.
53. The Directors may delegate any of its powers to Committees consisting of such member or members of the Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.
54. The Directors may appoint the chairperson of any Committee; if no such chairperson is elected, or if at any meeting of a Committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
55. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

56. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.
57. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.
58. A meeting of the Directors or of a committee established by the Directors may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and –
- (a) a Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
  - (b) such a meeting shall be deemed to take place –
    - (i) where the largest group of those participating in the conference is assembled;
    - (ii) if there is no such group, where the chairperson of the meeting then is;
    - (iii) if neither sub-paragraph (i) or (ii) applies, in such location as the meeting itself decides.

### **SECRETARY**

59. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
60. 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.

### **SEAL**

61. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be
- (a) signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and

- (b) be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

## **ACCOUNTS**

- 62. 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.
- 63. 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 by other persons entitled pursuant to the Act.
- 64. 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.
- 65. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
- 66. A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty one 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.

## **AUDIT**

- 67. Independent examiners or statutory auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act and the Charities Act 2009. The Board of Directors may choose to avail of thresholds and/or exemptions for audit pursuant to the Act.

## **NOTICES**

- 68. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member at

his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.

In addition notice of every general meeting shall be given in the manner hereinbefore authorised to (i) every Director; (ii) the Auditors; and (iii) any Patron or President.

### **DIRECTORS' INTERESTS & VOTING ON CONTRACTS**

69. A Director must declare the nature and extent of any interest, direct or indirect, which the Director has, or reasonably believes to be held, in an actual or proposed contract (including any transaction or arrangement) with the Company. All such declarations shall, within 3 days after the date of making or giving it, be entered into a book kept by the Company for this purpose. A general notice given to the Company that the Director is to be regarded as having an interest of the nature and extent specified in the notice in any contract made with Company after that date shall be deemed to be a disclosure thereof. Any such declaration shall be disclosed and recorded in the minutes at the meeting of Directors to which the interest relates or, if the Director was not present at that meeting and the interest was not otherwise declared, at the next following meeting. Disclosure of the interest duly recorded in the minutes shall be deemed a disclosure to all Directors.
70. A Director must withdraw or absent himself/herself from that part of a meeting of Directors in which it is reasonably expected that a conflict will arise between his/her duty to act solely in the interests of the Company and any personal interest, or it becomes apparent that such a conflict has arisen.
71. Director shall not vote in respect of any contract in which he is interested or any matter arising therefrom and shall not be counted in the quorum of Directors for the matter.
72. Pursuant to the Section 89 of Charities Act 2009, the Company may enter into an agreement with a Director or a Relevant Person for professional services rendered by the Director or Relevant Person provided that: -
  - (a) An agreement shall be in writing.
  - (b) Any sum or sums payable shall not exceed what is reasonable and proportionate having regard to the service provided.
  - (c) The other Directors are satisfied that the agreement would be in the best interests of the Company.

“Relevant Person” has the same meaning as given in Section 89 of the Charities Act 2009 and shall include, without prejudice to the generality of the foregoing: - spouse or civil partner, child, parent, grandchild, grandparent, brother, sister or business partner of the Director; or an institution which is controlled by the Director and/or the persons referred to above; or a body corporate in which the Director and/or any person referred to above has a substantial interest.

## **INDEMNITY**

73. (1) Subject to the Act, every Director, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by that person in defending any proceedings, whether civil or criminal, in relation to that person's acts while acting in such office, in which judgment is given in that person's favour or in which that person is acquitted, or in connection with any application under the Act in which relief is granted to that person by the court.
- (2) A Director and officer may benefit from directors' and officers' indemnity insurance cover purchased at the Company's expense in accordance with, and subject to the requirements of applicable law, in order to indemnify the Director and Officer in respect of any liability of the Director or Officer, to pay any damages or other sum to a person in respect of any act done or omitted to be done by the Director or officer in good faith and in the performance of his or her functions as a Director or officer.

## **PATRONS OR PRESIDENT**

74. (1) The Directors may at their discretion appoint any persons to be Patrons or President of the Company and remove any Patron or President on such terms as they shall think fit.
- (2) A Patron or President shall have the right to attend and speak (but not vote) at any General Meeting of the Company and to be given notice of General Meetings as if a Member and shall also have the right to receive Accounts when available to Members.