

## **Companies Act 2014**

### **COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL CONSTITUTION**

**-of-**

### **BALLYMUN EDUCATIONAL SUPPORT TEAM COMPANY LIMITED BY GUARANTEE**

#### **MEMORANDUM OF ASSOCIATION**

**1. NAME**

The name of the Company is Ballymun Educational Support Team company limited by guarantee.

**2. COMPANY TYPE**

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

**3. MAIN OBJECTS**

The main object for which the Company is established is the promotion of education, which would include:

- 3.1 to develop programmes which stimulate the interest and participation of young people between the ages of 5 and 18 years with a view to tackling early school leaving; and
- 3.2 to endeavour to improve school attendance, behaviour and attainment, promote parental and family involvement and encourage the genuine and continued integration of services, by providing a series of supportive measures which will maximise participation in the education system,

(the “**Main Objects**”).

**4. 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 Objects and which powers may only be exercised in promoting the Main Objects. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Objects:

- 4.1 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 Objects, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 4.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.

- 4.3 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 Objects.
- 4.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 4.5 To Levy and collect service charges as the Company may from time to time determine
- 4.6 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 4.7 To advocate for the promotion of any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Objects.
- 4.8 Subject to Clause 5 (*Income and Property*), to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Objects.
- 4.9 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, civil partners, 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, civil partner 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.
- 4.10 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.
- 4.11 To construct, build, erect, alter, enlarge, demolish, lay down, maintain, any buildings, roads, railways, bridges, walls, fences, banks, reservoirs, waterways and waterworks and to carry out preliminary and associated works; or contract, sub contract, and join with others to carry out or complete any of the aforesaid and to work, manage and control the same or join with any person, firm or company is doing so.
- 4.12 To repair, maintain, decorate, preserve, improve, cultivate and insure the companies property and to make arrangements for the collection of refuse and other services and amenities.
- 4.13 To develop, improve, manage, cultivate, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property rights of the company.

- 4.14 To acquire and or carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which may seem calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
- 4.15 To lend and advance money or give credit to any person, firm or company and on such terms as may seem expedient.
- 4.16 To furnish and provide the Company's property with such equipment, furniture, machinery and property of every description as the Company may think desirable for its purposes.
- 4.17 To provide gardens, greenhouses and grounds for recreation and amenities.
- 4.18 To make arrangements for the collection of refuse and other services and amenities.
- 4.19 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 Objects and to vary investments.
- 4.20 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Objects.
- 4.21 To borrow and raise money in such manner as may be considered expedient (including for any charitable purpose), 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 (including for any charitable purpose).
- 4.22 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 **PROVIDED THAT** prior permission shall be obtained from the Revenue Commissioners where the Company intends to accumulate funds for a period of in excess of two years for any purpose.
- 4.23 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 Objects 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 **PROVIDED THAT** prior permission shall be obtained from the Revenue Commissioners where the Company intends to accumulate funds for a period of in excess of two years for any purpose.
- 4.24 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.

- 4.25 To maintain and operate bank accounts and accounts with credit unions and other financial institutions and to draw, accept, endorse and issue cheques and other negotiable or transferable instruments.
- 4.26 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.
- 4.27 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.
- 4.28 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 they acted in good faith and in the performance of their functions as charity trustee (as defined in the Charities Act, 2009).
- 4.29 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.
- 4.30 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.
- 4.31 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 4.32 To enter into arrangements, agreements, contracts and engagements with individuals, administrators, managers, groups, unincorporated associations or societies, statutory or corporate bodies, State or semi-State bodies or other persons or authorities which the Company may think desirable, necessary or proper for the carrying into effect of the Main Objects mentioned in this memorandum and subject to the terms of such arrangement, agreements, contracts and engagements to sell any resulting rights acquired by the Company as it thinks fit.
- 4.33 To apply to any Government or any Minister or any other person or bodies for the advance of monies by way of grant to finance the work of the Company and to apply such monies accordingly subject to any conditions or restrictions which may be attached to such grant.
- 4.34 To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main objects, and to obtain from any such Government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- 4.35 To advise and co-operate as appropriate with any relevant Government Departments or authorities on any matters concerned directly or indirectly with the Main Objects of the Company.

- 4.36 To act as agent, brokers and as trustees for any person, firm or company and to establish agencies and branches and appoint Agents and others to assist in the conduct or extension of the Company's business.
- 4.37 To undertake and execute the office of nominee, trustee, executor, administrator, registrar, secretary, committee or attorney for any purpose and either solely or jointly with others and generally to undertake, perform and fulfil any office of trust or confidence.
- 4.38 To take over from existing trustees and hold either alone or jointly, all or any existing charitable or benevolent funds, investments and burses established for or used in connection with these objects or objectives or the community or social services or allied undertakings.
- 4.39 To carry out researches, investigations and experimental work of every description in relation to the Main Objects herein mentioned and to publish and distribute the result of such research and such other information as it reasonably considers of assistance in promoting its Main Objects.
- 4.40 To engage in any kind of publicity for the purposes of fostering the Main Objects of the Company and to print, produce, manufacture, direct, broadcast, publish and distribute and arrange the printing or other means of production or reproduction, publication and distribution of any literature, catalogues, programmes, music, periodicals, films, videos, television programmes, sound recordings, computer programmes, books, posters or leaflets as the Company thinks fit,
- 4.41 To conduct, hold or promote meetings, lectures; workshops; seminars; shows, displays and exhibitions of an educational nature to further the Company's Main Objects.
- 4.42 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 5 (*Income and Property*) 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.
- 4.43 To establish, promote or otherwise assist any company and to promote or otherwise assist any person or firm for the purpose of acquiring all or any of the properties and/or liabilities or for furthering any of the objects of this company or for the purpose of instigating or opposing any proceedings or applications which may be considered necessary, advantageous or useful to the Company.
- 4.44 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company in whatever form and on such terms as the Company may determine.
- 4.45 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.

- 4.46 To pay or remunerate any person, firm or company for rendering services for and on behalf of this company and to pay all expenses of and incidental to the incorporation and establishment of the Company.
- 4.47 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.
- 4.48 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 Objects.
- 4.49 To purchase or otherwise acquire and undertake all or any part of the business, property, goodwill, assets, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on.
- 4.50 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Objects.
- 4.51 To establish and maintain links with international and national organisations having similar objectives as the Company.
- 4.52 To carry on any business which may seem to the Company capable of being conveniently carried on in connection with its Main Objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
- 4.53 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Objects.
- 4.54 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) the Company shall not support with its funds or 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; and
- (c) 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.

## **5. INCOME AND PROPERTY**

- 5.1 The income and property of the Company shall be applied solely towards the promotion of the Main Objects 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.
- 5.2 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; or
  - (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.
- 5.3 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).

## **6. ADDITIONS, ALTERATIONS OR AMENDMENTS**

- 6.1 No alterations or amendments shall be made to or in the provisions of the Memorandum of Association for the time being in force:
- (a) unless in the case of amendments for which the prior approval of the Charities Regulatory Authority is required under the Charities Act 2009 (as for the time being amended, extended or replaced), such amendments have been previously submitted to and approved in writing by the Charities Regulatory Authority.
  - (b) which would contravene Section 1180 of the Companies Act 2014.
- 6.2 The Company must ensure that the Charities Regulator has a copy of its most recent Constitution.

## **7. WINDING UP**

- 7.1 If upon the winding up or dissolution of the Company there remains, after satisfaction of all 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 their income and

property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator.

- 7.2 Final accounts will be prepared and submitted to the Charities Regulatory Authority 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.

8. **LIMITED LIABILITY**

The liability of the members is limited.

9. **UNDERTAKING TO CONTRIBUTE**

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

- 9.1 payment of the debts and liabilities of the Company contracted before they ceases to be a member, and the costs, charges and expenses of winding up; and
- 9.2 the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding €1.

10. **KEEPING ACCOUNTS**

Annual accounts shall be kept and will, if required by the Revenue Commissioners or otherwise by law, be audited.



## ARTICLES OF ASSOCIATION

### PRELIMINARY

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

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

“**Articles**”, means these Articles of Association as from time to time altered by resolution of the Company and an “**Article**” means any specific article of these Articles;

“**Auditors**”, means the auditors for the time being of the Company;

“**Clear Days**”, means in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“**Company**” means the above named Company;

“**Directors**” means the members for the time being of the board of directors of the Company and includes any person occupying the position of director by whatever name called, and

“**Director**” shall mean each or any of them as the context may require;

“**electronic communication**” has the meaning given to that word in the Electronic Commerce Act, 2000;

“**electronic signature**” has the meaning given to that word in the Electronic Commerce Act, 2000;

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

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

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

“**Register of Members**” means the register of members of the Company to be kept as required by the Act;

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.

The word “**company**” except whether used in reference to the Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in this Constitution, shall, except were otherwise expressed, be in no way restricted by reference to or inference from the terms of any other provision or the name of the Company.

2. 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. Expressions in these Articles referring to execution of any document shall include any mode of execution whether under seal or under hand or any mode of electronic signature as shall be approved by the Directors. Expressions in these Articles referring to receipt of any electronic communications shall, unless the contrary intention appears, be limited to receipt in such manner as the Company has approved.

## **MEMBERS**

3. For the purposes of registration, a minimum of seven members is required by the Company but the Directors may from time to time increase or decrease the membership .
4. The members of the Company shall be:
  - 4.1 the subscribers to the Memorandum of Association; and
  - 4.2 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**

5. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a special resolution of the Company.
6. Membership of the Company is not transferable and shall cease:
  - 6.1 on the member's death or bankruptcy;
  - 6.2 if the member resigns by serving notice in writing to the Directors of the Company at its registered office; or
  - 6.3 if the Directors resolve that they have ceased to be a member and notice in writing of such decision is given to them or sent to their last known address.

## **GENERAL MEETINGS**

7. All general meetings of the Company shall be held in Ireland.
8. 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 15 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 18 months of the date of incorporation, it need not hold it in the year of its incorporation.
9. All general meetings other than annual general meetings shall be known as extraordinary general meetings.
10. Directors may, whenever they think fit, convene an extraordinary general meeting.
11. Save as herein otherwise provided, three members personally present shall constitute a quorum.
12. If, at any time, there are not sufficient directors capable of acting to form a quorum, any two Directors or any three members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
13. 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.

14. 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.
15. 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.
16. 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.
17. For the purposes of Articles 12 to 15 (inclusive), 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.
18. A meeting convened under Articles 12 or 14 (inclusive) shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.
19. 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 they 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.
20. 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.
21. 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.
22. If, within half an hour from the time appointed for the holding of a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall constitute a quorum.
23. Unless a poll is demanded in accordance with Article 46, at any general meeting:
  - 23.1 a resolution put to the vote of the meeting shall be decided on a show of hands; and
  - 23.2 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.

24. 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.
25. 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 their signature thereof by any member, this statement shall be prima facie evidence that it was signed by them on that date.
26.
  - 26.1 The Board may make such arrangements as it considers appropriate to enable the members to participate in any general meeting by means of electronic or other communication facilities, so as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
  - 26.2 The Board may, and at any general meeting, the chairperson of such meeting may make any arrangement and impose any requirement as may be reasonable for the purpose of verifying the identity of members participating by way of electronic or other communication facilities, as described in sub-paragraph 26.1 of this Article.

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

27. A meeting of the Company, other than an adjourned meeting, shall be called:
  - 27.1 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 Clear Days' notice; and
  - 27.2 in the case of every other extraordinary general meeting, by not less than 14 Clear Days' notice.
28. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 27, be deemed to have been duly called if it is so agreed by:
  - 28.1 all the members entitled to attend and vote at the meeting; and
  - 28.2 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.
29. 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. Where notice of a meeting is given by electronic means it shall only be valid if the member has consented in writing to the Company to using electronic means to service or give notices and the giving of the notice shall be deemed to have been effective on the expiration of 12 hours after dispatch.

30. 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.
31. The notice of a meeting shall specify:
- 31.1 the place, date and time of the meeting;
  - 31.2 the general nature of the business to be transacted at the meeting;
  - 31.3 in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
  - 31.4 with reasonable prominence a statement that:
    - (a) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of them;
    - (b) a proxy need not be a member;
    - (c) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.
32. 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.

#### **BUSINESS OF GENERAL MEETINGS**

33. All business shall be deemed to be special business that is transacted at either an extraordinary general meeting or at an annual general meeting except that, in the case of an annual general meeting, the business specified in Article 34 shall be ordinary business.
34. The business of the annual general meeting shall include:
- 34.1 the consideration of the Company's statutory financial statements and the report of the Directors and, unless the Company is entitled to and has availed itself of the audit exemption under section 360 or 365 of the Act, the report of the statutory auditors on those statements and that report;
  - 34.2 the review by the members of the Company's affairs;
  - 34.3 the election and re-election of the Directors;
  - 34.4 the authorisation of the Directors to approve the fixing of the remuneration of the statutory auditors (if any); and
  - 34.5 save where the Company has availed itself of the audit exemption under section 360 or 365 of the Act, the appointment or re-appointment of statutory auditors.
35. Section 186(c), (d) and (f) of the Act shall not apply to the Company.

## **VOTES OF MEMBERS**

36. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote.
37. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of their membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any general meeting.
38. 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.
39. Votes may be given either personally or by proxy. 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. Without limiting the foregoing, the Directors may from time-to-time permit appointments of a proxy to be made by means of an electronic or internet communication or facility and may in a similar manner permit supplements to, or amendments or revocations of, any such electronic or internet communication or facility to be made. For the avoidance of doubt, such appointments of proxy as made by electronic or internet communication or facility as permitted by the Directors will be deemed to be deposited at the place specified for such purpose once received by the Company. The Directors may in addition prescribe the method of determining the time at which any such electronic or internet communication or facility is to be treated as deposited at the place specified for such purpose.

## **PROXIES**

40. A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as their proxy to attend and vote instead of them. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
41. The instrument appointing a proxy (the “Instrument of Proxy”) shall be in writing:
  - 41.1 under the hand of the appointer or of their attorney duly authorised in writing; or
  - 41.2 if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
42. A proxy need not be a member of the Company.
43. The Instrument of 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 of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time:-
  - 43.1 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - 43.2 in the case of a poll, 48 hours before the time appointed for the taking of the poll.

44. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in Section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.
45. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:

[Name of Company] (the “**Company**”)

[Name of member] (the “**Member**”) of [Address of Member] being a member of the Company hereby appoint/s [name and address of proxy] or failing them [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:

Voting instructions by proxy (Choice to be marked with an “X”)			
Number or Description of resolutions	In Favour	Abstain	Against
1.			
2.			
3.			
Unless otherwise instructed, the proxy will vote as they think fit.  Signature of Member .....  Dated [date] .....			

### VOTING ON A POLL

46. 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).
47. A demand for a poll may be made by:
- 47.1 the chairperson of the meeting;
  - 47.2 at least three members present in person or by proxy; or
  - 47.3 any member or members present in person or by proxy 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.
48. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 50, 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.

49. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.
50. 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.
51. The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Articles 48 and 49, a demand by a person as proxy for a member shall be the same as a demand by the member.
52. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, whether present in person or by proxy, entitled to more than one vote need not, if they :-
- 52.1 use all their votes; or
- 52.2 cast all the votes they use in the same way.

### **DIRECTORS**

- 52.3 The number of the Directors shall be not less than three (3). The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act.
- 52.4 Any person, whether a member of the Company or not, shall be eligible to hold office as a Director or as Secretary of the Company.
53. No alternate directors may be appointed.
54. No remuneration shall be payable under any circumstances to any of the Directors in respect of their services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article 76. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.
55. 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.
56. 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.
57. 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.



58. The Company shall cause minutes to be entered in books kept for the purpose:-
- 58.1 of all appointments of officers made by the Directors;
  - 58.2 of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - 58.3 of all resolutions and proceedings at all meetings of the Company and, of the Directors and of committees of the Directors.

#### **POWERS OF ATTORNEY**

59. 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.
60. 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 discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to 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 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 discretion vested in them.

#### **DISQUALIFICATION OF DIRECTORS**

61. 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.

#### **ROTATION OF DIRECTORS**

62. 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-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.
63. 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.
64. A retiring Director shall be eligible for re-election.
65. 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.
66. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there has been left at the 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 their intention to

propose such a person for election, and (b) notice in writing signed by the person concerned of their willingness to be elected.

67. 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.
68. 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 their 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 them and the Company.
69. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 68. Without prejudice to the powers of the Directors under Article 70, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
70. 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**

71. 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 two Directors 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.
72. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, 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.
73. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two (2).
74. 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.
75. 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.
76. 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.

77. 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.
78. 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.
79. 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 they or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.
80. 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.
81. 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 —
- 81.1 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
- 81.2 such a meeting shall be deemed to take place:
- (a) where the largest group of those participating in the conference is assembled;
  - (b) if there is no such group, where the chairperson of the meeting then is;
  - (c) if neither sub-paragraph (a) or (b) applies, in such location as the meeting itself decides.
82. The Directors shall ensure that in performing their duties and responsibilities they shall have regard to best practice and good corporate governance, particularly in relation to financial management and control. In particular, without prejudice to the generality of the foregoing:-
- 82.1 the Directors shall ensure that the Board of Directors formally adopts and adheres to appropriate codes of practice and conduct from time to time;
- 82.2 the Directors shall have regard to any applicable ethical and other considerations specified for the governance of Irish charitable entities, as updated and revised from time to time;
- 82.3 the Directors shall ensure that the Board of Directors reviews its policies, performance and practice from time to time; and
- 82.4 the Directors shall ensure that the Board of Directors arranges for all newly appointed Directors to be briefed on their responsibilities as Directors and on the appropriate

codes of practice and conduct that should govern and inform the discharge of their duties.

### **DISCLOSURE OF INTERESTS**

83. On their appointment and thereafter where any change occurs, each Director shall furnish to the Company Secretary full particulars of their interests which shall include their employment, all business interests and community involvement, including voluntary work for charities (hereinafter referred to as “Interests”) which might involve a conflict of interest or might materially influence the Director in relation to the performance of their functions as a member of the Board or their partiality. This duty to disclose Interests is without prejudice to the obligation in Article 85 to make specific disclosure of Interests which obligation must always be complied with.
84. Each Director shall declare at a meeting of the Directors of the Company the nature of their Interests in:
- 84.1 any initiative taken by the Company; or
  - 84.2 any contract or proposed contract with the Company in which a Director, or a person connected with a Director as defined in Article 86 is directly or indirectly involved; or
  - 84.3 any matter from which the Director, or a person connected with a Director as defined in Article 86, may stand to benefit directly or indirectly from their position as a Director or from the operation of the Company.
85. 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 them on that issue by any of the other Directors. Following such declaration of Interests, statement and answering any questions that may be put, the said Director shall leave the meeting of the Directors and shall not be entitled to vote on the matter in which they are interested. The other Directors shall make a decision regarding such matters described in (1) to (3), above, in the absence of the said Director and such Director on their return to the meeting shall be informed of the decision of the Board of Directors by the Chairperson of the meeting, following which no further discussion of the issue shall take place. In circumstances where a Director is unsure as to whether an interest constitutes an Interest for the purposes of this Regulation, the Director may inform the Chairperson either orally or in writing and the Chairperson shall, at their own discretion and having regard to good governance and best practice, determine whether the Interest constitutes an interest for the purposes of this Regulation.
86. A Director shall be deemed to have an Interest for the purpose of Article 85 where a person connected with that Director has such an Interest and the Director could be expected to be reasonably aware of the existence of that Interest and for this purpose a person is connected with a Director if that person is:
- 86.1 that Director’s spouse, civil partner, parent, brother, sister, child or step-child, other relative or co-habitee;
  - 86.2 a body corporate controlled by a Director within the meaning of subsections (3) to (7) of Section 220 of the Act;
  - 86.3 a person acting as the trustee of any trust, the beneficiaries of which include the Director or the persons at (1) or (2) above; and
  - 86.4 a person acting as a partner of a Director or of any of the persons at (1) to (3) above.

87. A register of members'/Directors' interests shall be maintained by the Directors and shall include such interests as may be declared in accordance with Article 84 and 85.
88. Nothing herein contained shall prevent the Directors from voting on (and being counted in the quorum at any meeting to pass) a resolution to purchase Directors' and Officers' Liability Insurance against any liability referred to in Section 235 of the Act for any Director or officer, past or present, of the Company.

### **SECRETARY**

89. 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.
90. 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**

91. 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 affixed by any one of:

91.1 a Director;

91.2 the secretary; or

91.3 any other person authorised to sign by:

(a) the Directors; or

(b) a committee of the Directors or a person with the authority to use the seal under paragraph 91.1 above,

and the signature or countersignature of a second such person shall not be required.

### **ACCOUNTS**

92. 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.
93. 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.
94. 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.

95. 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.
96. 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**

97. Statutory auditors shall, if required by the Revenue Commissioners or otherwise by the Act or by law, be appointed and their duties regulated in accordance with Sections 382 to 393 of the Act.

#### **NOTICES**


98. 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 their 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.

We, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association..

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Names, Addresses and Description of Subscribers


---

  
Jackie Forde,  
73 Cherryfield Lawn,  
Bartstown,  
Dublin 15.


Supervisor

  
John Brock,  
17 Brookfield,  
Rush,  
Co. Dublin.


Company Director

  
Lucy Brock  
3 Montevilla,  
Barnhill Road,  
Dalkey, Co. Dublin


Sales Assistant

  
Niall Walsh  
8 Fairways,  
Rathfarnham,  
Dublin 14

L.T. Manager

  
Gloria Cassidy,  
4 Trim Road,  
Summerhill,  
Co. Meath.

Production Assistant y

  
Cathal Harkin,  
10 Marion Hill,  
Portarlinton,  
Co. Laois.

Production Assistant


  
Peter Coyne  
24 Scaffield Avenue,  
Clontarf,  
Dublin 3.

Managing Director

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Dated this 6<sup>th</sup> day of October 1998

Witness to the above signatures:

  
Anthony McGowan  
17 Dame Street  
Dublin 2

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