

Constitution
of
The Irish Association for Counselling and
Psychotherapy Company Limited by Guarantee



Irish Association for Counselling and Psychotherapy

CONSTITUTION
OF
THE IRISH ASSOCIATION FOR COUNSELLING AND PSYCHOTHERAPY COMPANY
LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL
AS AMENDED BY SPECIAL RESOLUTION ON [] OF [] 2019

MEMORANDUM OF ASSOCIATION

1. The name of the company is: The Irish Association for Counselling and Psychotherapy CLG (hereinafter called “the Association or Company”).
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

Main Objects

3. The objects for which the Company is established are charitable and the following objects shall have effect accordingly as the Company’s main objects to do all or any of the following:
 - (a) To promote and provide education and training for counsellors/psychotherapists working in either professional or voluntary settings, with a view to raising and maintaining the standards of the counselling professions for the benefit of the public and other stakeholders.
 - (b) To inform and educate the public about the value and benefits of counselling/psychotherapy.
 - (c) To protect the public by maintaining professional standards in line with the IACP Code of Ethics and Practice and complaints procedure.

Subsidiary Objects

4.
 - (a) To represent counselling/psychotherapy at national and international level in order to promote the advancement of counselling/psychotherapy.
 - (b) To provide a range of communications, including a journal, to inform members and the public on matters relating to counselling/psychotherapy.
 - (c) To carry out appropriate research and use findings to promote counselling/psychotherapy and inform training and development for the benefit of all.
 - (d) To provide a range of events for Members relevant to the counselling/psychotherapy profession.
 - (e) To administer systems for the accreditation of Counsellors/Psychotherapists and

counselling/psychotherapy course providers.

- (f) To publish a register of accredited members, which may include their qualifications, experience and other information deemed appropriate, and to provide a referral service.
- (g) To take a leading role in advocacy, networking and promoting the profession of counselling/psychotherapy in Ireland.
- (h) To confer, consult and collaborate, as appropriate with the Government and other bodies in Ireland and elsewhere to further the Objectives of the Association.

5. With a view to attainment of the above charitable objects the Association shall have the following powers:

- (a) to enter into any contracts or arrangements with Governments or Authorities, supreme, municipal, local or otherwise, or with any companies, firms or persons that may seem conducive to the attainment of the Association's objectives or any of them and to obtain from any such government, authority, company firm or person any charters, decrees, rights privileges and concessions and to carry out, exercise and comply with such charters, decrees, rights privileges or concessions;
- (b) To act as trustee either alone or jointly with another trustee of all real and personal property of which the Company may be appointed as trustee or as a sole trustee and to exercise all powers over and do all acts or things which and in relation to the property of which the Company maybe a trustee, which an absolute legal owner of such property might lawfully exercise or do subject to any restriction imposed by the trust effecting such property, or by Law;
- (c) To hold any property in trust for the main objects of the Company;
- (d) To administer any trust;
- (e) To effect policies of insurance and take such other measures as may be considered necessary or expedient for the purpose of safeguarding and securing the Company and its Directors and members and property and any property of which the company may be owner, trustee, manager, agent, or custodian, against liability for loss and damage of any description;
- (f) To seek donations, funds, or other financial support for the charitable objects of the Company; meet, represent and in particular to enter into negotiations and agreements with local authorities, Irish Government Departments, organisations, agencies and other bodies, churches, or institutions on behalf of the Company's objects;
- (g) To employ such persons as are deemed necessary from time to time in furtherance of the company's objects;
- (h) To purchase, take or lease, accept as a gift, or otherwise acquire real and personal property of every description, including land of any tenure, or any estate or interest in lands, or property and if so authorised under the terms of the gift, donation or bequest, to carry out all acts in relation to such property as the Company might legally undertake and in particular the collection and the investment of money and the sale of property;

- (i) to visit premises where educational courses in counselling and psychotherapy for the benefit of the members of the Association are conducted and to decide on the suitability of all premises for such purposes;
- (j) to invest and deal with monies and property of the Association not immediately required in such manner as may from time to time be determined;
- (k) to support and subscribe to any charitable philanthropic or public objects any institution, Association or club which may be for the benefit of the Association or to give and award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid to any persons who are or have been employees of or are or have been employed by or who are otherwise serving or have served the Association and to spouses, widows, widowers, children and other relations and dependants of such persons and to make payments towards insurance and set up, establish, support and maintain superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons and of their spouses, widows, widowers, children and other relatives and dependants;
- (l) to adopt all means including the granting of prizes, awards, certificates of membership, donations and promotion and provision of conferences, public and private meetings, discussions, dissemination of books, writings, pamphlets and the organisation and holding of exhibitions, musical and dramatic performances, cinematographic, radio and television shows and productions and the employment of all visual and oral communication of the publicising, promoting and furthering the objects and proceedings of the Association;
- (m) To take or otherwise acquire and to hold shares and securities by any company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same;
- (n) 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 on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with third parties;
- (o) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business and for the purpose of or in connection with borrowing or raising of money by the Company to become a Member of any Building Society and to mortgage and charge the undertaking and all or any or the real and personal property and assets present or future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, to debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust or other assurance;
- (p) To issue and deposit any securities which the company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or its customers or other persons or corporations having dealings with the company, or in whose business or undertakings the company is interested, whether directly or indirectly;
- (q) To receive money on loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation;

- (r) to hire coaches, buses and other modes of transport;
- (s) to do all such things which the Association may deem to be incidental or conducive to the attainment of the above objects or any of them or which may be conveniently carried on or done in connection therewith or which may be calculated directly or indirectly to promote the objects of the Association.

This Edition was adopted by the AGM 24th April 2007
First Revision August 2009
Second Revision [●] 2019
Margaret Chambers – Cathaoirleach
Jane Joyce – Executive Committee
Shane Kelly – Professional Services Manager

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
The Irish Association for Counselling and Psychotherapy Company
Limited by Guarantee

The following Regulations shall apply to the Company:

1. Definitions

“**Company**” or “**IACP**” means the Irish Association for Counselling and Psychotherapy Company Limited by Guarantee.

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

“**The Directors**” means the directors for the time being of the Company or the directors present at a meeting of the board of directors and include any person occupying the position of director by whatever name called. The “**Board of Directors**” means the board of directors of the Company.

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

“**The Office**” means the registered office for the time being of the Company.

“**Bye Laws**” means the internal rules as adopted by the Company.

“**Regulations**” means regulations contained in these Articles being the internal procedures as adopted by the members.

“**Code of Ethics and Practice**” means the code of professional practice as adopted by the members.

“**Register**” means the official list of voting and non-voting members of IACP Limited.

“**Counsellor**” means counsellor and psychotherapist; “**counselling**” means counselling and psychotherapy.

“**Members**” means those individuals and organisations that comprise the membership of the Company having paid the relevant subscriptions.

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

Unless the context otherwise requires, 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 became binding on the Company.

2. Members

2.1 Membership of IACP is membership of the national organisation. All membership

subscriptions should be paid directly to the registered office of the Company, covering all categories of membership, with formal membership only being acquired by a member upon payment of the applicable subscription(s).

- 2.2 The Board of Directors may from time to time register and increase members.
- 2.3 Membership of the Company shall be open to the following categories of organisations and individuals who have paid the annual subscriptions laid down from time to time by the Board of Directors.
- 2.4
- (a) Individual Members
- Individual members shall be grouped into such categories as may be laid down from time to time in the Bye Laws and Regulations of the Company.
- (b) Organisational Members
- Organisational Members shall be in such categories and have such rights to be represented as shall be laid down from time to time in the Bye Laws and Regulations of the Company.
- 2.5 The Board of Directors shall have the power to approve or reject any application for membership by any individual or organisation.
- 2.6 The Board of Directors shall have the power to withdraw membership from any Member of the IACP in accordance with regulation 13 in the bye-laws.

3. General Meetings

- 3.1 All general meetings shall be held on the island of Ireland.
- 3.2 The Company shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one annual general meeting of the Company and the next.
- 3.3 All general meetings other than Annual General Meetings (AGM) shall be called Extraordinary General Meetings (EGM).
- 3.4 The Board of Directors may convene an EGM whenever it deems it necessary and shall convene an EGM at the written request of at least one tenth (10%) of current Members entitled to vote at general meetings.
- 3.5 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum shall be met when there are present in person or by proxy at least 100 Members. If within half an hour from the time appointed for this part of the meeting a quorum is not present, the meeting if convened at the requisition of Members, shall be dissolved; in any other case it shall be adjourned to a day, time and place as the board of directors may determine.
- 3.6 Proposed amendments to the Constitution, Bye Laws and Regulations can be decided only by a vote of 75% majority of the members entitled to vote at an AGM or EGM.
- 3.7 Motions can be proposed and seconded by Members entitled to vote in writing and submitted to the Company Secretary at least 60 days before an AGM and an EGM and circulated to all Members beforehand. For the avoidance of doubt, a single Member cannot be both the

proposer and seconder of the same motion.

3.8 The Proposer of a motion may speak for no more than 5 minutes and the Secunder of a motion for no more than 3 minutes. Each speaker in subsequent debate may speak for no more than 3 minutes.

3.9 The Proposer of a motion may speak for no more than 5 minutes when replying to responses to his/her original motion.

3.10 If Proposer and Secunder of a motion are not present, rather than the motion failing, a substitute Proposer or Secunder may be co-opted to the motion so that the motion stands to be heard.

4. Notice of General Meetings

4.1 Subject to sections 133 and 141 of the Act, all annual general meetings shall be called by twenty one days' notice in writing at the least, and an EGM of the Company (other than an EGM for the passing of a special resolution, which also requires at least twenty-one days written notice) shall be called by seven days' notice in writing at the least.

4.2 The notice shall be exclusive of the day on which it was served or deemed to be served and of the day on which it is given and shall specify the place, the day and the hour of meeting and in the case of special resolutions the text or substance of the special resolution shall be given, in manner hereinafter mentioned to such persons as are, under the articles of the Company, entitled to receive such notices of the Company.

4.3 The date for the next Annual General Meeting will be fixed at the previous Annual General Meeting.

5. Votes of Members

5.1 Voting shall be restricted to Members entitled to vote who have paid the annual membership subscriptions laid down from time to time by the Board of Directors.

5.2 Votes may be given personally or by proxy as laid down in the Bye Laws and Regulations.

5.3 Proxy voting may be used for voting for the election of officers and for voting on motions.

6. Bodies Corporate acting by Representative at meetings

6.1 Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such a person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he / she represents as that body corporate could exercise if it were an individual member of the Company, depending on the category of membership that corporate body holds.

7. Directors

7.1 The members of the Board of Directors will be the Directors of the Company and such other persons as appointed by the Board from time to time.

7.2 The Board of Directors shall consist of not less than seven and not more than eleven members, to be elected at the AGM by simple majority vote.

- 7.3 Accredited members only may serve as officers of the Board of Directors, save for that not more than two members of the Board of Directors may be Pre-Accredited Members, and the remaining portion shall be Accredited Members. Externals (non-members) can be co-opted onto the Board (maximum of two) but this should not result in the total maximum on the Board being exceeded.
- 7.4 The positions of Cathaoirleach, Leas Cathaoirleach and Treasurer shall be elected at an AGM as officers of the Company and of the Board of Directors, by simple majority vote. If necessary, such elections can be held at an EGM.
- 7.5 While the company secretary role can be occupied by a Director, the Board may, at its discretion, choose to appoint an external third party to act as Company Secretary and in such circumstances there will be no election to that role and the Board will instead determine the duration of that appointment. If the Company Secretary is not an outside third party then the Company Secretary shall be elected at an AGM of the Company by simple majority vote. If necessary, such election can be held at an EGM.
- 7.6 The Board of Directors may be paid all reasonable expenses (properly incurred and vouched for with appropriate receipts) in attending and returning from meetings of the Board of Directors or any committee of the Board of Directors or general meetings of the Company or in connection with the business of the Company.

8. Borrowing Powers

- 8.1 The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and securities, whether outright or as security for any debt, liability or obligation of the Company or any third party.

9. Powers and Duties of Board of Directors

- 9.1 The business of the Company shall be managed by the Board of Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise 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, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting: For the avoidance of doubt no direction given by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that direction had not been given.
- 9.2 The Board of 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 Board of Directors, to be the attorney or the attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under these Articles) and for such period and subject to such conditions as they think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board of Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions invested in him/her.
- 9.3 All cheques, promissory notes, drafts bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Board of Directors shall from time to time by resolution determine.

9.4 The Board of Directors shall cause minutes to be made:

- (a) Of all appointments of officers made by the Board of Directors
- (b) Of the attendees present at each meeting of the Board of Directors and any meeting of committees appointed by the Board of Directors
- (c) Of all resolutions and proceedings at all meetings of the Company, and of the Board of Directors, and of any meeting of committees appointed by the Board of Directors.

10. Disqualification or removal from Board of Directors

10.1 The office of Director Member shall be vacated if the Director:

- (a) Without the consent of the Company in General Meeting holds any other office or place of profit under the Company or
- (b) Is adjudged bankrupt or makes any arrangements or composition with his/her creditors or
- (c) Becomes prohibited from being a Director by reason of any order made under the Act or becomes prohibited from being a Charity Trustee under the Charities Act 2009 or
- (d) Becomes of unsound mind or,
- (e) Resigns his/ her office by notice in writing to the Company or
- (f) Is convicted of an indictable offence unless the Board of Directors otherwise determine or
- (g) Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 231 of the Act or
- (h) Is requested to resign by the other members of the Board of Directors by a majority vote at a Board of Directors meeting.

11. Voting on contracts

11.1A Director may not vote in respect of any contract in which he/she is interested or any matter arising there out.

12. Rotation of Board of Directors

12.1 Directors shall be elected by the Annual General Meeting of the Company and may be re-elected each year, serving for a maximum of six consecutive years.

12.2 All the current Board of Directors members other than the officers of the Company shall retire from office every year.

12.3 The Cathaoirleach, Leas Cathaoirleach, Treasurer and Company Secretary shall serve for a term of two years only and will be eligible for re-election to a different office. As an exception the Cathaoirleach, Leas Cathaoirleach, Treasurer and Company Secretary may be re-elected for a second two-year term in particular officership only in accordance with regulation 22 of the Bye Laws but no member can serve more than six consecutive years as an officer.

- 12.4 A member who is appointed Cathaoirleach in their sixth year on the Board of Directors shall be allowed continue for another year in order to fulfil that role for a two-year term.
- 12.5 A retiring Board of Directors member who is not currently serving as an officer shall be eligible for re-election, but may not serve for more than six consecutive years.
- 12.6 The Board of Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board of Directors, but so that the total number of Board of Directors members shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting (AGM), and shall then be eligible for election.
- 12.7 The Company may, by ordinary resolution of which extended notice has been given in accordance with section 146 and section 396 of the Act, remove any Board of Directors Member before the expiration of this period of office, notwithstanding anything in these Articles or in agreement between the Company and such Board of Directors Member. Such removal shall be without prejudice to any claim, such Board of Directors Member may have for damages for breach of any contract of service between him / her and the Company.

13. Proceedings of Board of Directors

- 13.1 The Board of Directors may meet together for the despatch 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. Where there is an equality of votes, the Cathaoirleach shall have a second or casting vote. A Board of Directors Member may, and the Company Secretary on the requisition of a Board of Directors Member shall, at any time summon a meeting of the Board of Directors on reasonable notice. If the Board of Directors so resolve it shall not be necessary to give notice of a meeting of the Board of Directors to any Board of Directors Member who being resident in the State is for the time being absent from the State.
- 13.2 The quorum necessary for a meeting of the Board of Directors may be fixed by the Board of Directors, unless so fixed shall be 50% of the number of current serving board members plus one.
- 13.3 The continuing Board of Directors Members 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 Articles of the Company as the necessary quorum of the Board of Directors, the continuing Board of Directors Members may act for the purpose of increasing the number of the Board of Directors to that number or of summoning an EGM of the Company, but for no other purpose.
- 13.4 The Board of Directors may elect a Cathaoirleach for their meetings and determine the period for which that person is to hold office in accordance with regulation 7.4, however, if no such Cathaoirleach has been elected, or if at any meeting the elected Cathaoirleach is not present within five minutes after the time appointed for holding the same, the Board of Directors present may choose one of their number to be Cathaoirleach for the purposes of that meeting.
- 13.5 The Board of Directors may delegate any of their powers to committees consisting of such member or members as they think fit; any committee so formed shall, in the exercise of the powers delegated, conform to any regulations that may be imposed on it by the Board of Directors.
- 13.6 All acts done by any meeting of the Board of Directors or by any person acting as a Board of Directors Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board of Directors Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board of Directors Member.

13.7 The Officers of the Board shall consist of the following persons: Cathaoirleach, Leas-Cathaoirleach, Treasurer and Company Secretary.

14. Company Secretary

14.1 The Company Secretary shall be appointed by the Board of Directors for such term and at such remuneration and upon such conditions as they may think fit, and any such Company Secretary so appointed may be removed by the Board of Directors.

14.2 A provision of the Act or these articles requiring or authorising a thing to be done by or to a Board of Directors Member and the Company Secretary, shall not be satisfied by its being done by or to the same person acting both as Board of Directors Member and as, or in place of, the Company Secretary.

14.3 Anything required or authorised to be done by or to the Company Secretary may, if the office is vacant or there is for any other reason no Company Secretary capable of acting, be done by or to any assistant or deputy Company Secretary or, if there is no assistant or deputy Company Secretary capable of acting, by or to any officer of the company authorised generally or specially in that behalf by the directors.

14.4 The Directors of the Company shall have a duty to ensure that the person appointed as Company Secretary has the skills or resources necessary to discharge his or her statutory and other duties.

15. Committees

15.1 The Board of Directors may appoint committees, sub committees and working groups, as appropriate, in response to a perceived need and all such groups shall make recommendations to the Board of Directors. All proposals and final decisions will be ratified by the Board of Directors.

15.2 The Board of Directors shall lay down regulations for each committee, subcommittee and working group and shall have the power to change these when it is deemed necessary.

15.3 A committee may meet and adjourn as it thinks proper.

15.4 All moneys connected with these groups shall be paid to, and administered from, the registered office of the Company.

15.5 The Board of Directors may establish, where required, local Regional Committees and divisions and other categories of membership.

15.6 The Board of Directors shall have the power to dissolve any Sub-Committee, Regional Committee, division or any category at any time.

16. Accounts

16.1 The Board of Directors shall cause proper books of account to be kept relating to:

(a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place,

(b) All sales and purchases of goods by the Company,

(c) The assets and liabilities of the Company

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

16.2 The books of account shall be kept at the registered office or, at such other place as the Board of Directors thinks fit, and shall at all reasonable times be open to the inspection of the Members of the Board of Directors or the auditors of the Company.

16.3 The Board of Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Board of Directors Member, and no Member (not being an Board of Directors Member) shall have the right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Directors or by the Company in General Meetings.

16.4 The Board of Directors shall from time to time in accordance with Sections 118, 272, 274, 288, 289, 290, 291, 292, 304, 325, 327 and 341 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by the Act to be prepared and laid before the Annual General Meeting (AGM) of the Company.

16.5 A copy of every balance sheet (including every document required by law to be annexed thereto), which is laid before the Annual General Meeting (AGM) of the Company together with a copy of the Board of Directors' report and auditors' report shall, not less than 21 days before the date of the Annual General Meeting (AGM), be sent to every person entitled under the provisions of the Act to receive them.

16.6 Annual Audited Accounts shall be kept and made available to the Revenue Commissioners on request.

17. Income and Property

17.1 The income and property of the company shall be applied solely towards the promotion of its object(s) as set forth in the Memorandum of Association.

17.2 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.

17.3 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.

17.4 However the following payments may be made in good faith by the company:

- (a) Reasonable and proper remuneration (as approved by the Board of Directors) to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company.
- (b) Interest at a rate not exceeding 1% 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, vouched with appropriate receipts.
- (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, for services rendered or goods supplied, in furtherance of the objects of the Company.

18. Audit

18.1 Auditors shall be appointed and their duties regulated in accordance with sections 381, 382, 383, 384, 396, 397 and 398 of the Act.

19. Notices

19.1 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.

19.2 Notice of every general meeting shall be given in any manner hereinbefore authorised to;

- (a) Every Member, except those Members who have no registered address within the island of Ireland.
- (b) The Auditor for the time being of the Company.

20. Dividends and Reserves

20.1 Any appreciations or surpluses realised, profits, interests, bonuses, or dividends received, or other gains, resulting from the business activities of the Company, and arising after accounting for and charging legitimate expenses, salaries, fees, and other charges, whether administrative or otherwise, shall not be available for distribution among the Company's Members.

21. Alterations

21.1 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.

22. Notice

22.1 Any notice or request required to be given to any person ("the recipient") under these Articles may be given by means of delivery by post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the directors, to the address or number of the recipient notified to the Company by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the Company). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Company and the recipient, to have been

served at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 48 hours after dispatch in the case of post, cables and telegrams and at the expiration of 12 hours after dispatch in the case of telex, telefax, electronic mail or other method of communication approved by the directors.

22.2 Accidental omission to give notice of a meeting to any person shall not invalidate the meeting.

23. Seal

23.1 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.

24. Dissolution

24.1 The liability of the members is limited.

24.2 The Company may be dissolved on a resolution of the Board confirmed by a vote of two-thirds of the members present at the Extraordinary General Meeting called for that purpose, provided that notice of the proposal to dissolve the Company has been given at least six months prior to the meeting at which the resolution for dissolution is proposed.

24.3 In the case of dissolution of the Company, all revenues and assets shall be frozen preparatory to transfer to a similar organisation, with similar functions and purposes and/or donated to one or more selected recognised charitable organisations, as agreed by two-thirds majority of the members present and entitled to vote and voting at the Extraordinary General Meeting and subject to such conditions, if any, as may be determined by the Board. Under no circumstances will the profits or assets of the Company be distributed among the members.

25. Winding Up

25.1 Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before ceasing to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves, such amount as may be required not exceeding one euro.

25.2 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 charitable institution or institutions having main objects similar to the main objects of the Company. The 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 17 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. 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.

26. Liability

26.1 Subject to Section 235 of the Act (as amended) no member of the Board or Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other member of the Board or Officer, for any monetary loss or expense happening to the Company through the insufficiency or deficiency of any security upon which any monies, securities or effects shall have been deposited or for any loss, damage or misfortune whatsoever which shall happen in the execution of his duties as a member of the Board in the execution of his office or in relation to trusts, unless the same shall happen through his own wilful neglect or default.

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

NAMES	ADDRESSES	DESCRIPTION
1. Carl Berkeley		
2. Nuala Cadwell		
3. Ian Evans		
4. Mairead Kavanagh		
5. Patricia Kennedy		
6. Alan O'Dwyer		
7. Ursula O'Farrell		
8. Debbie O'Neill		
9. Caroline Ward		
Lucie Feighan (Company Secretary)		

Dated this 20th day of April 1993

Witness to the above signatures:- Lucie Feighan

