

## COMPANIES ACT 2014

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

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#### CONSTITUTION

-of-

#### GAISCE GRADAM AN UACHTARÁIN – THE PRESIDENT’S AWARD

##### MEMORANDUM OF ASSOCIATION

(As adopted by Special Resolution passed on the 1<sup>st</sup> day of February 2024)

1. **Name**

The name of the Company is Gaisce Gradam an Uachtaráin– The President’s Award (the “Company”).

2. **Company type**

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

3. The patron of the Company shall be Uachtaráin na hÉireann / President of Ireland, who shall be consulted prior to any change being made to the Constitution.

4. **Main Object**

The main object for which the Company is established (the “Main Object”) is to establish and administer a system of non-competitive Gaisce Awards for all young people in Ireland, ensuring equality of access and participation, in recognition of personal achievement within their leisure time in such fields of endeavour or performance as are perceived by the Council as herein constituted (“the Council”) as being worthwhile, whether in the area of physical, intellectual, spiritual, charitable, cultural, sporting, technical or other achievement areas, with the object of promoting the positive self-development of those young people and the betterment of their communities.

5. **Subsidiary Objects**

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects (and any income generated from the subsidiary objects is to be applied to the promotion of the Main Object only):

- 5.1 To establish and review criteria and standards within which the system of Gaisce Awards shall operate.
- 5.2 To encourage others to support engagement with and delivery of the Gaisce Awards.
- 5.3 To establish President Award Leader courses and such other related activities as the Council considers appropriate to assist in implementing the system of Gaisce Awards.
- 5.4 To engage in all such publicity as may be deemed expedient for the purposes of making known the Main Object and activities of the Company.

## **6. Powers**

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

- 6.1 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 6.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- 6.3 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.
- 6.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 6.5 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 6.6 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- 6.7 Subject to clause 9, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 6.8 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, 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 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.

- 6.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 6.10 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- 6.11 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 6.12 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 6.13 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- 6.14 To invest in such ways as shall seem desirable to the Council any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.

- 6.15 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or by 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 subsidiary or associated company.
- 6.16 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 6.17 To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- 6.18 To insure any or all of the members of the Council 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).
- 6.19 To apply for, purchase or otherwise acquire any patents, *brevets d'invention*, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 6.20 To adopt such means of making known the 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.
- 6.21 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 6.22 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 6.23 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and

assets to at least as great a degree as the Company by virtue of Clause 9 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.

- 6.24 To procure the registration of the Company in or under the laws of any place outside Ireland.
- 6.25 To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 6.26 To carry on alone or in conjunction with others any other trade or business which may in the opinion of the Council be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.
- 6.27 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- 6.28 To establish and maintain links with international and national organisations having similar objectives.
- 6.29 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- 6.30 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

**PROVIDED THAT:**

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

7. In carrying out its Main Object, the Company, through the Council, shall operate the Award Scheme within the following parameters:-

- 7.1 The Award Scheme shall be represented as making a positive contribution to the overall development of youth in Ireland, while not being confined to members of youth organisations
- 7.2 The Company shall, as far as possible, work in partnership with appropriate agencies and organisations to achieve its Main Object:

- 7.3 The Award Scheme shall be accessible to all young people from all parts of society:
- 7.4 The number of Awards shall be kept to a level consistent with the maintenance of the standard of the Award Scheme and available resources.
8. In carrying out its Main Object, the Company, through the Council, shall have regard to and shall act in accordance with such policies, codes and regulations as may be determined from time to time by the Minister for Children, Equality, Disability Integration and Youth (or their successor) as being applicable to the Company.
9. **Income and Property**
- 9.1 The income and property of the Company shall be applied solely towards the promotion of Main Object 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.
- 9.2 No member of the Council 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 member of the Council) 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 members of the Council 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 member of the Council) to the Company;
  - (d) reasonable and proper out-of-pocket expenses incurred by any member of the Council in connection with their attendance to any matter affecting the Company;
  - (e) fees, remuneration or other benefit in money or money's worth to any company of which a Council Member may be a member holding not more than one hundredth part of the issued capital of such company;
  - (f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

10. **Additions, alterations or amendments**

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

11. **Winding Up**

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 Object 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 9 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 shall 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.

12. **Limited Liability**

The liability of the members is limited.

13. **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 are a member or is wound up within one year after the date on which they cease to be a member, for:-

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

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

14. No amendment of any kind shall be made to the memorandum and articles of association to such extent that they would alter the effect of Clauses 9 and 11 of the memorandum of association, such that there would be non-compliance with the requirements of section 1180 of the Companies Act 2014.

15. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

## 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;

“**Company**” means Gaisce Gradam an Uachtarain-The President’s Award;

“**Council**” means the persons for the time being who are the members of the Council hereby constituted;

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

“**Member**” means a member of the Company;

“**Month**” means calendar month;

“**Minister**” means the Minister for Children, Equality, Disability, Integration and Youth or the successor thereto;

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

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

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

“**Year**” means calendar year.

Expressions referring to writing shall be construed, unless the contrary intention appears, as including references to email, facsimile, printing, lithography, photography and any other modes of representing or reproducing words in a visible form, provided, however, that it shall not include writing in any other electric form except as provided in these Articles and/or where it constituted writing in electric form sent to the Company, the Council has approved its receipt in such Form. Expressions in these Articles referring to execution of any document shall include any mode of execution under Seal or under hand or any mode of electronic signature as shall be approved by the Council.

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

## MEMBERS

2. For the purposes of registration, the number of members of the Company shall be 15 but the Company may, from time to time and, having obtained the consent of the Minister, register an increase or decrease of members provided that the number shall not decrease below 5.
3. The members of the Company, of which there shall be 15, shall be such persons who shall have signed a written consent to become a member as the Council shall from time to time admit to membership in accordance with the following provisions.
  - 3.1 All members of the Company shall be appointed by the Minister, one of whom shall be appointed by the Minister as chairperson. The Office of the President of Ireland shall be entitled to nominate two members of the Company and the Office of the Taoiseach shall be entitled to nominate one member of the Company. Prior to any such appointment being made, the Minister shall have regard to any representations and recommendations made by the Council as to persons who are being considered for appointment
  - 3.2 No company, body corporate or other association, incorporated or not, shall be admitted to membership.
  - 3.3 No member shall be entitled to receive any remuneration or payment from the Company other than a payment permitted by Clause 9.2 of the Memorandum of Association.
  - 3.4 Each member shall be entitled to and shall upon becoming admitted to membership shall *ipso facto* stand appointed as a member of the Council.
  - 3.5 Every member shall as a continuing condition of membership be bound by the provisions of the Constitution from time to time and shall observe any regulations made from time to time by the Company in general meeting or by the Council.
  - 3.6 Every member shall be bound to further to the best of their ability the objects, interest and influence of the Company, and shall observe all regulations of the Company made pursuant to the powers in that behalf herein contained.
  - 3.7 No member of the Company may hold any office of profit in the Company.
  - 3.8 Save those to fill casual vacancies, the term of a person's membership, shall be a period of three years or for such lesser period as the Minister shall determine.
  - 3.9 The Minister may at any time remove any member and appoint another in place of the person so removed.
  - 3.10 Any person appointed as a member shall remain a member until their membership is terminated by effluxion of time or otherwise in accordance with these Articles.
  - 3.11 All casual vacancies in members, including vacancies arising by operation of Article 3.9, shall be filled by the Minister. A person so appointed shall be a

member for the remainder of their predecessor's term. The Minister shall, as soon as may be after the appointment of a member to fill a casual vacancy, inform the Company of that appointment.

- 3.12 A member whose term of office expires by effluxion of time shall be eligible for reappointment, provided however that no member shall hold office for more than two consecutive terms of three years.

### **RIGHTS OF MEMBERS**

4. Membership of the Company is not transferable and shall cease: -
- (a) on the member's death or bankruptcy;
  - (b) if the member resigns by serving notice in writing to the Council of the Company at its Office;
  - (c) if the member holds any office or place of profit under the Company;
  - (d) if the member is directly or indirectly interested in any contract with the Company and fails to declare the nature of their interest in the manner required by Section 194 of the Act;
  - (e) is nominated as a member of Seanad Eireann;
  - (f) if the member becomes a member of either House of the Oireachtas or of the European Parliament;
  - (g) if the member is regarded pursuant to Section 15 (inserted by the European Assembly Elections Act, 1984) of the European Assembly Elections Act, 1977, as having been elected to such Parliament to fill a vacancy;
  - (h) if the member is removed by the Minister under Article 3.9; and
  - (i) if the member ceases to be a member of the Council, whether under Article 37, section 148(2) of the Act or otherwise.

### **GENERAL MEETINGS**

5. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it provided that every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
6. All general meetings other than annual general meetings shall be known as extraordinary general meetings. All such meetings shall be held in the State.

7. The Council may, whenever it thinks fit, convene an extraordinary general meeting.
8. If, at any time, there are not sufficient members of the Council capable of forming a quorum, any member of the Council may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.
9. The Council shall, on the requisition of three or more 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.
10. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the Office and may consist of several documents in like form each signed by one or more requisitionists.
11. If the Council 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 the requisitionists may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.
12. Any reasonable expenses incurred by the requisitionists by reason of the failure of Council duly to convene a meeting shall be repaid to the requisitionists by the Company.
13. For the purposes of Articles 10 to 13, the Council 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.
14. A meeting convened under the foregoing Articles shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Council.
15. The chairperson of the Council shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if they are not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council present shall elect one of their number to be chairperson of the meeting.
16. 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.
17. At any general meeting:

- (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
  - (b) a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
18. Where there is an equality of votes, the chairperson of the meeting at which the show of hands takes place, shall be entitled to a second or casting vote.
19. 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 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 him or her on that date.
20. The quorum for a meeting of the members of the Company shall be 5 members present in person and no business shall be transacted at a meeting unless a quorum of members is present at the time when the meeting proceeds to business. If within half an hour from the time appointed for the commencement of a meeting a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place as the Company may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time, the members present shall be a quorum.

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

21. A meeting of the Company, other than an adjourned meeting, shall be called:
- (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice; and
  - (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.
22. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 21, be deemed to have been duly called if it is so agreed by:
- (a) all the members entitled to attend and vote at the meeting; and
  - (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the

Company.

23. 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.
24. 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.
25. The notice of a meeting shall specify:
  - (a) the place, date and time of the meeting;
  - (b) the general nature of the business to be transacted at the meeting; and
  - (c) in the case of a proposed special resolution, the text or substance of that proposed special resolution.
26. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

#### **VOTES OF MEMBERS**

27. Where a matter is being decided, every member present in person shall have one vote, but so that no member shall have more than one vote.
28. 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.
29. Votes may only be given personally and not by proxy.

#### **THE COUNCIL**

30. In accordance with Article 3.4 each member shall, *ipso facto* stand appointed to the Council. The Council shall meet at least four times in each calendar year. The person appointed by the Minister as chairman of the Company under Article 3.1 shall also stand appointed as chairman of the Council.
31. No remuneration shall be payable under any circumstances to any member of the Council in respect of their services as a member of the Council, or on any Committee of the Council to which the Council may delegate powers under Article 33 or Article 42 unless permitted by Clause 9 of the Memorandum of Association. The members of the Council may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Council or general meetings of the Company or otherwise in connection with the

business of the Company.

32. The business of the Company shall be managed by the Council, 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 Council which would have been valid if that direction had not been given.
33. Without prejudice to Section 40 of the Act, the Council may delegate any of its 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 Council.
34. 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 Council shall from time to time by resolution determine.
35. The Company shall cause minutes to be entered in books kept for the purpose: -
  - (a) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;
  - (b) of all resolutions and proceedings at all meetings of the Company and, of the Council and of committees of the Council.

#### **POWERS OF ATTORNEY**

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

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

37. In addition to the circumstances set out in section 148(2) of the Act, the office of member of the council shall be vacated if such member ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009. In the event that a member of the Council ceases to be a member of the Company, whether under Article 4 or otherwise, their office as member of the Council shall be vacated.

#### **PROCEEDINGS OF THE COUNCIL**

38. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks 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 member of the Council may, and the Secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. If the Council so resolves it shall not be necessary to give notice of a meeting of the Council to any member of the Council who, being resident in the State, is for the time being absent from the State.

39. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be five.
40. The continuing members of the Council may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed as the necessary quorum, the continuing members of the Council may act for the purpose of increasing the number of members of the Council to that number or of summoning a general meeting of the Company, but for no other purpose.
41. If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the members of the Council present may choose one of their number to be chairperson of the meeting.
42. The Council may delegate any of its powers to Committees consisting of such member or members of the Council 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 Council.
43. 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.
44. A Committee may meet and adjourn as it thinks proper.
45. All acts done by any meeting of the Council or by any person acting as a member of the Council 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 members of the Council was disqualified, be as valid as if every such person had been duly appointed.
46. A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid as if it had been passed at a meeting of the Council 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 members of the Council and for all purposes shall take effect from the time when it was signed by the last member of the Council.
47. A meeting of the Council or of a Committee established by the Council may consist of a conference between some or all of the members of the Council or, as the case may be, members of the Committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and –

- (a) a member of the Council or member of the Committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
  - (b) such a meeting shall be deemed to take place –
    - (i) where the largest group of those participating in the conference is assembled;
    - (ii) if there is no such group, where the chairperson of the meeting then is;
    - (iii) if neither sub-paragraph (i) or (ii) applies, in such location as the meeting itself decides.
48. Members of the Council who are in any way, whether directly or indirectly, interested in any contract matter or subject under consideration at a meeting of the Council shall declare immediately the fact of such interest and the nature thereof in accordance with Section 231 of the Act and the declaration shall be recorded in the minutes of the meeting concerned and for so long as the contract, matter or thing to which the declaration of interest refers is being dealt with by the meeting the member by whom the declaration is made shall not vote in respect of such contract, matter or subject and if they shall so vote, their vote shall not be counted, nor shall they be counted in the quorum present at the meeting.
49. Where at a meeting of the Council a question arises as to whether or not a course of conduct, if pursued by a member thereof would be a failure by them to comply with the requirements of Article 48, the question may be determined by the chairperson of the meeting whose decision shall be final and in case such a question is so determined, particulars of the determination shall be recorded in the minutes of the meeting.

#### **SECRETARY**

50. The Secretary shall be appointed by the Council for such term and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.
51. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in place of, the Secretary.

#### **SEAL**

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

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

### **ACCOUNTS**

- 53. The Council 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.
- 54. The accounting records shall be kept at the Office or, subject to Section 283 of the Act, at such other place as the Council thinks fit, and shall at all reasonable times be open to the inspection of the Minister, the officers of the Company and by other persons entitled pursuant to the Act.
- 55. The Council 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 Council's report in relation to it and the statutory auditor's report on those financial statements and the Council's report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
- 56. A copy of the statutory financial statements of the Company, the Council's report in relation to it and that statutory auditor's report on those financial statements and the Council's 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**

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

### **NOTICES**

- 58. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.

### **INDEMNITY**

- 59. Every member of the Council or officer of the Company:
  - (a) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which they may sustain or incur in defending any proceedings, whether civil or criminal, in which judgment is given in their

favour or in which they are acquitted or in connection with any proceedings or application referred to in or under s.233 or s. 234 of the Act in which relief is granted to them by the court;

- (b) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which they may sustain or incur in or about the execution of the duties of their office or otherwise in relation thereto and no member of the Council or officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of their office or in relation thereto. This regulation 59(b) shall have effect only in so far as its provisions are not void under s.235 of the Act.

### **CHIEF EXECUTIVE AND OTHER STAFF**

60. The Company may appoint a Chief Executive and such other staff as, subject to the approval of the Minister, the Council from time to time thinks proper upon such terms and conditions, including superannuation benefits, as the Council shall determine with the approval of the Minister given with the consent of the Minister for Finance. The Chief Executive shall be entitled to notice of and attend all meetings of the Company and of the Council but shall not be entitled to vote on any matter at any such meeting.

61. Where a member of the staff of the Company is:

- (a) nominated as a member of the Seanad Eireann;
- (b) nominated as a candidate for election to either Houses of the Oireachtas or to the European Parliament;
- (c) regarded pursuant to Section 15 (inserted by the European Assembly Elections Act, 1984) or the European Assembly Elections Act, 1977, as having been elected to such Assembly to fill a vacancy; or
- (d) nominated as a candidate at the Local Elections,

they shall thereupon stand seconded from employment by the Company and shall not be paid by, or be entitled to receive from the Company any remuneration or allowance in respect of the period commencing on such nomination or election, or when they are so regarded as having been elected (as the case may be) and ending when they cease to be a member of either such House or such Assembly as the case may be, or withdraws their candidature or fails to be elected as may be appropriate.

### **REGULATIONS**

62. The Company may, in general meeting, adopt Regulations or Bye-Laws for the purpose of further regulating the rights and obligations of the members of the Company and the members of the Council, a copy of which shall be provided to the Minister and the members not later than 14 days after their adoption. In the event of there being any conflict or inconsistency between such Regulations or Bye-Laws and the Constitution, the latter shall prevail and, if directed by the Minister, the Company shall delete any such provision from the regulations or Bye -Laws as soon as practicable.