

# **Companies Act 2014**

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

### **Constitution of**

### **The Tipperary Volunteer Centre**

**Adopted 18<sup>th</sup> September 2020**

### **Memorandum of Association**

1. The name of the Company (hereinafter called the Company) is The Tipperary Volunteer Centre
2. The Company is a company limited by guarantee registered under Part 18 of the Companies Act 2014
3. The main objects for which the Company is established are the following –

Within Tipperary and its natural environs, to promote volunteering for the benefit of the inhabitants and the voluntary and community sector; to provide support, training and advice which enhances the effectiveness of current and potential organisations involving volunteers, those who wish to volunteer and currently active volunteers; and to promote and support activities for the benefit of the whole community in common aim with the voluntary, community business and public sectors.

4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main objects set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only.
  - a) Promote, support and encourage organisations whose activities involve volunteers, particularly in their own local areas and community.
  - b) Promote good practice in all voluntary activity and provide a centre for good practice in volunteering, including the development of policy and procedures.
  - c) To promote, facilitate, organise, direct and carry out all ventures of all kinds designed to enable people in the community to participate in the development of volunteering in Tipperary county and its natural environs.
  - d) Encourage all people to volunteer.
  - e) Provide a service which matches those who wish to volunteer with voluntary and

community groups and with statutory agencies which have volunteering opportunities.

- f) Support organisations whose activities involve volunteers by supplying education, training and information.
  - g) Promote opportunities for volunteering to marginalised groups including the unemployed, people with disabilities, members of ethnic minorities and early school leavers
  - h) Liaise with statutory and voluntary and community bodies on voluntary work issues.
  - i) Develop, with the co-operation of agencies and the community, new and innovative projects that involve volunteers and promote social cohesion
  - j) Promote social inclusion and active citizenship.
5. The liability of the members is limited
6. Every member of the company undertakes to contribute to the assets of the company, if the company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for—
- (a) the payment of the debts and liabilities of the company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
  - (b) the adjustment of the rights of contributories among themselves,
- such amount as may be required, not exceeding €1.
7. The company shall, in addition to the powers conferred on it by law, have the following powers which shall be exercised only in the pursuit of the objects as defined at Articles 3 and 4 above:
- a) To employ on such terms and conditions as it sees fit such staff and other resources as may be necessary to achieve the objects of the Company and for its proper management and operation
  - b) To acquire by rental, lease, purchase, donation or otherwise, such property and effects as shall be necessary or expedient to attain those ends.
  - c) To acquire in any manner (including acquisition by purchase out of the funds of the Company) and hold any investments (being at the time of acquisition of a nature authorised by law for the investment of trust funds, or of a nature authorised by the trust of the fund out of which the same shall be acquired, or by the Donor of the same) and to apply the income thereof (subject to any trusts imposed by the Donor of, affecting the same) at the discretion of the Board for the preservation and maintenance of the property of the Company or any parts thereof, or for any of the objects of the Company.
  - d) To accept, seek and collect grants, subscriptions and donations by any means

whatsoever (whether of real or personal estate) and devises and bequests for all or any of the objects aforesaid, and to sell or dispose of or (as far as permitted by law) to lease and accept surrenders or lease of and manage all real estate (including leaseholds) so received and not required to be, or capable of being occupied for the objects of the Company and generally to manage, invest and expend all moneys and property belonging to the Company.

- e) To accumulate capital for any purposes of the Company and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. In the event of the Company having an intention to accumulate funds for a period in excess of two (2) years, the prior permission of the Revenue Commissioners to such accumulation shall first be obtained.
- f) To borrow or raise or secure the payment of money on the security of its assets in such manner as the Company shall think fit.
- g) To act in concert or make any arrangements with any Department of State, Corporation, County Company, conservancy Fishery or other Local Authority, Public or Private Body, now or hereafter constituted, or with any resident in the neighbourhood of property of the Company with reference to any of the objects aforesaid and to accept payment of money from such bodies in furtherance of the objects of the Company and apply the same to such objects.
- h) To act as Trustees of any property, real or personal, for any of the above objects of the Company.
- i) To provide, build, endow, furnish and fit out with all necessary furniture, instruments and other equipment and to maintain and manage buildings and other structures in furtherance of the objects of the Company.
- j) To establish and support, and to aid in the establishment and support of any other association formed for all, or any of the objects of this Company which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 8 hereof.
- k) To adopt all such means including the granting of prizes, awards and donations and the promotion and provision of conferences, public and private meetings, discussions, publication and dissemination of books, writings, pamphlets, correspondence and the organisation and holding of exhibitions and productions, and the employment of all other types of visual and oral communication or publicising, making known, promoting and furthering the objects and proceedings of the Company, or any of them, as may seem expedient.
- l) 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 its income and assets to at least as great a degree as the Company by virtue of Clause 8 hereof and to lend

money or to guarantee the contracts of, or 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, re-issue with or without guarantee or otherwise deal with same.

- m) To do all such other lawful things as are incidental or conducive to the preservation and maintenance of the property of the Company or the attainment of the objects hereinbefore described, provided that in case the Company shall take or hold any property subject to the jurisdiction of the Revenue Commissioners, the Company shall, if required by the Commissioners, vest the same in special trustees thereof and provided that as regards any such property the Company shall not sell, mortgage, charge, lease, dispose of or otherwise deal with the same without such consent as may be required by law and or from the Commissioners; provided that the Company shall not support with its funds any object or regulation which if an object of the Company would make it a Trade Union.

#### **WINDING UP**

7. 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 6 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.

#### **INCOME AND PROPERTY**

8. The income and property of the Company shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.
9. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
- a. reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
  - b. interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
  - c. reasonable and proper rent for premises demised and let by any member of the

- Company (including any Director) to the Company;
- d. reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
  - e. fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.
  - f. Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

#### **ADDITIONS, ALTERATIONS OR AMENDMENTS**

- 10. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been proposed as a Special Resolution at a General Meeting of the Company and adopted with not less than three-quarters of the members present voting in favour.
- 11. 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.

#### **KEEPING ACCOUNTS**

- 12. Annual audited accounts shall be kept and made available to the Revenue Commissioners and the Charities Regulator on request.

## ARTICLES OF ASSOCIATION

The following regulations shall apply to the Company

### DEFINITIONS

In these Articles the following words shall have the following meanings:

“the Act” – means the Companies Act 2014 or any statutory modification or amendment or re-enactment thereof for the time being in force.

“Board” means the Directors for the time being of the Company which body shall exercise all such powers and discharge all such duties of the Board of the Company.

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

“Month” - means calendar month

“Member of the Company” shall be as defined in Article 1 below

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

“Special resolution” is as defined in Section 191 (2) and (3) of the Act

Words importing the singular shall include the plural and words importing the masculine shall include the feminine and vice versa

Where reference is made in these Articles to a fraction of the membership of the Company or the Board and where such fraction does not constitute a whole number, the fraction shall be deemed to refer to the next highest whole number

A Member of the Company shall be deemed to be present at a meeting whether they are present in person or through the use of a proxy

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 physical form.

### MEMBERSHIP

1. For the purposes of registration the number of members of the Company is taken to be 7 but the Company may from time to time register an increase in numbers. The Members shall be as defined at Article 2 below
2. Each Director referred to at Article 38 below shall be deemed to be a member of the company from the date of the first Board meeting following his or her appointment to the date of the first Board meeting following his or her resignation as a Director or the date of the first Board meeting following the cessation of his or her term of office as a Director.

3. A Member of the Company shall automatically cease to be a Member as soon as his position as a Member of the Board of Directors in accordance with Article 38 below ceases.
4. Every Member shall use his best endeavours to promote the objects and interests of the Company and shall observe all the Company's regulations affecting his membership contained in or effective pursuant to these presents.
5. The rights of every Member shall be personal to himself and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise.
6. Any Member who for any cause whatsoever shall cease to be a Member shall remain liable for and shall pay to the Company all moneys which may become payable by him by virtue of his liability under this Articles of Association.
7. A Register shall be kept by the Company containing the names and addresses of all the Members, together with such other particulars as may be required by the Act.

#### **GENERAL MEETINGS**

8. A General Meeting of the members of the Company shall be held once in every calendar year within a period of nine months of the Company's financial year's end at such date, at such place within the State and at such time as the Board may decide.
9. The above mentioned General Meeting shall be called an Annual General Meeting and all other General Meetings shall be called Extraordinary General Meetings.
10. The Board may, whenever they think fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened if requested in writing by not less than one quarter of the members of the Company. If at any time there are not within the State sufficient members of the Board capable of acting to form a quorum, any member of the Board may convene an Extraordinary General Meeting in the same manner as nearly possible as that in which meetings may be convened by the Board of the Company.

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

11. A meeting of the Company other than an adjourned meeting shall be called
  - i) In the case of the Annual general Meeting or an Extraordinary General Meeting for the passing of a special resolution 21 days' notice
  - ii) In the case of any other Extraordinary General Meeting, by not less than 7 days' notice
12. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 11, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote at the meeting and 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

13. 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.
14. 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.
15. The notice of a meeting shall specify:
  - a. The place, date and time of the meeting;
  - b. The general nature of the business to be transacted at the meeting;
  - c. In the case of a proposed special resolution, the text or substance of that proposed special resolution and
  - d. With reasonable prominence a statement that:
    - i. 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 him or her;
    - ii. A proxy need not be a member;
    - iii. 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.
16. 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 of the meeting.

#### **PROCEEDINGS AT GENERAL MEETING**

17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting begins. Five of the Members of the Company whether present in person or by proxy shall constitute a quorum for the purpose of any General meeting of the Company properly convened.
18. If, within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if convened upon a requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place or such other place as the Chairperson may appoint and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.



19. The Chairperson of the Board if present, shall preside as Chairperson of the meeting.
20. If the Chairperson of the Board is not present at any Meeting, the members present shall choose one of their number to be Chairperson.
21. The Chairperson may with the consent of any meeting at which a quorum is present adjourn the meeting from time to time and from place to place but no business shall be transacted at the adjourned meeting other than business left unfinished at the meeting of which the adjournment took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of the original meeting.
22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded in accordance with Section 189 of the Act and a Declaration by the Chairperson that the 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 of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against that resolution.
23. No addition, alteration or amendment shall be made to or in the provisions of these Articles of Association for the time being in force unless the same shall have been proposed as a Special Resolution at a General Meeting of the Company and adopted with not less than three-quarters of the members present voting in favour
24. For the purposes of these Articles any resolution deemed to be a Special Resolution shall be deemed not to be adopted unless not less than three quarters of the members present at the meeting at which the motion is proposed vote in favour of its adoption.

#### **VOTES OF MEMBERS AT GENERAL MEETINGS**

25. Each member at present in person and every proxy shall have one vote but such that no individual member shall have more than one vote.
26. 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.
27. Votes of members at General Meetings may be made by proxy provided that the Form of Proxy as set out at Article 31 below is duly signed by the member appointing the proxy and lodged with the Company in accordance with the requirements set out in the notice of the meeting.
28. The instrument appointing a proxy shall be in writing –
  - a. Under the hand of the appointer or of his or her attorney duly authorised in writing and

- b. 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.
29. 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 –
- a. 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or
  - b. In the case of a poll, 48 hours before the time appointed for the taking of the poll.
30. 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 electromagnetic means (as defined in Section 2 of the Act) and this article applies to the depositing of anything else referred to in the previous article.
31. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit—

The Tipperary Volunteer Centre

[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 him or her [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 to proxy

(Choice to be marked with an “X”)

Number or description of resolution	In Favour	Abstain	Against

Unless otherwise instructed the proxy will vote as he or she thinks fit.

Signature of Member \_\_\_\_\_

Dated (date) \_\_\_\_\_

## **VOTING ON A POLL**

32. At any general meeting a poll may be demanded:-
  - a. by the Chairperson of the meeting; or
  - b. by at least three members present in person or by proxy; or
  - c. by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
33. The demand for a poll may be withdrawn.
34. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.
35. 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.
36. 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 32 and 33 a demand by a person as a proxy for a member shall be the same as a demand of the member.
37. 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.

## **THE BOARD OF DIRECTORS**

38. (a) Subject to the provisions of Article 39 below, the Board of Directors shall be constituted as follows:
  - I. Two nominees of Tipperary County Council each of whom shall be an elected member of the Council
  - II. The Director of Services for Community Development of Tipperary County Council or their nominee who shall be a staff member of the Council
  - III. The Vice President for Research, Development and Enterprise of Limerick Institute of Technology or their nominee who shall be a staff member of Limerick Institute of Technology
  - IV. The Chief Executive Officers of the bodies responsible for the operational delivery of the LEADER element of the Rural Development Programme or their nominee each of whom shall be a staff member of such bodies
  - V. One nominee of the Tipperary Citizens Information Services
  - VI. Four nominees of the Tipperary Public Participation Network a minimum of

three of whom shall be active volunteers with organisations registered with the PPN and a minimum of one of whom shall be a member of an organisation active in the southern end of the county and one of whom shall be a member of an organisation active in the northern part of the county

(b) The Board shall also co-opt as members -

- I. Two persons actively involved as volunteers in a community or voluntary organisation which is a registered organisation with the PPN
- II. A person from the business community of Tipperary and who is active in providing support to voluntary activity in the area

and who are identified and agreed by the Board.

The Board shall make every effort to co-opt such members by a date not later than the second meeting of the Board following the creation of a vacancy in one or both of the said co-opted positions. The term of office of a person so co-opted shall be two years and the same person may be co-opted by the Board for more than one term of office at its discretion.

(c) Nominations in accordance with Article 38 (a) shall be made on a biennial basis and shall take effect at the first meeting of the Board following the AGM. The Secretary of the Company shall contact each nominating person or organisation in writing and request their nomination a minimum of 28 days prior to the date of the AGM in each year.

(d) In the event of a person who holds one of the offices referred to in Article 38 (a) above failing either to take up their position on the Board or to nominate a person to take up the said position, the Directors shall co-opt onto the Board a person to fill the said position. In appointing such a person the Board shall have regard to the skills and knowledge required by the Board and which the person referred to in Article 38(a) above or their nominee were expected to provide. Any person appointed under this sub-Article shall have the same powers and duties as if they had been appointed in accordance with article 38(a) above.

Prior to making any such appointment the Board shall write to the person who has failed to take up the directorship or to nominate a person to so do, indicate its intention to appoint another person to the Board of Directors in their place within 21 days and request the said person to indicate any reasons why such a decision should not be made.

(e) In the event of the processes referred to in Paragraph 38(a)(v) above failing to provide a member or members of the Board, the Directors shall co-opt onto the Board a person or persons to fill the number of vacancies so arising. In appointing such a person or persons the Board shall have regard to the skills and knowledge required by the Board and which the persons referred to in Paragraph 38(a)v above were expected to provide. Any person appointed under this sub-Article shall have the same powers and duties as if they had been appointed in accordance with Paragraph 38 (a)(v) above.

(f) In the event of the functions of any office or organisation referred to at sub-

Article 38 (a) above being transferred to another office or organisation the right of nomination shall also be deemed to be so transferred unless such right is amended or revoked by the amendment of these Articles of Association at a duly convened General Meeting of the Company.

(g) A nominating person or body may at any time, by writing to the Company Secretary, withdraw their nominee from the Board of Directors and substitute an alternative nominee.

39. (a) Subject to satisfying the requirements of Article 38 above, the Board may also co-opt up to three additional individuals to be Directors of the Company. Subject to Article 3 above, such co-opted Directors shall have the same rights and duties as the nominated and elected Directors.

(b) In considering who to co-opt, the Board shall have regard to the following –

- I. Specific skill needs of the Board
- II. The extent to which specific areas or sectors of the volunteering sector are not already represented on the Board
- III. The objective of achieving gender balance on the Board

(c) The term of office of any Board member so co-opted shall be one year. The same member may continue to be co-opted by the Board from year to year at its discretion.

#### **SUB-COMMITTEES**

40. (a) Without prejudice to Section 40 of the Act, the Board may, from time to time, appoint such sub-committees as it may consider necessary or expedient for the purpose of carrying out specific tasks and such sub-committees shall conduct their business in accordance with terms of reference, rules and procedures that shall be determined by the Board prior to the first meeting of the sub-committee. The Board shall appoint one of its members as Chairperson of each such sub-committee and he/she shall submit a written progress report on the work of the said sub-committee at each meeting of the Board unless otherwise directed by the Board.

With the exception of the Executive Sub-Committee, sub-committees may co-opt members of the community considered suitable for the particular task being undertaken by the sub-committee subject to ratification by the Board.

41. Without prejudice to the generality of Article 49 above, the Board may appoint an Executive Sub-Committee to progress business that it is necessary to progress between meetings of Board. The Executive Sub-Committee shall include the Chairperson, Vice-Chairperson and such other members as the Board deems appropriate. Such Executive Sub-Committee shall carry out its business in accordance with rules and procedures that shall be determined by the Board.

#### **OFFICERS OF THE BOARD**

42. (a) At the first meeting of the Board following each Annual General Meeting, the Board shall by nomination and secret ballot if required elect officers from amongst its elected members namely – Chairperson and such other officers as may be deemed necessary by the Board.

- (b) In the event of no elected or nominated member of the Board being willing to act as Chairperson, the Board may co-opt a person to fill position. Any such person so co-opted shall be deemed to be a member of the Board and of the company.
43. In the event of no member of Board being willing or qualified to act as Secretary the Board may appoint a person or organisation to act in that capacity for such term and at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
44. 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.
45. The term of office of the Chairperson shall be one year.
46. An outgoing Chairperson may offer himself or herself for re-election.

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

47. The Chairperson of the Board shall preside at all meetings of the Board of Directors and shall have the power on behalf of the Company to perform all acts and execute all documents to make effective decisions of the Board of Directors save the execution of financial instruments. The Chairperson shall be the primary representative of the Board and shall see that orders and resolutions of the Board are carried into effect. The Chairperson shall also perform such other duties as may be assigned to him from time to time by the Board of Directors. The Chairperson shall report to the full Board at each of its meetings on all matters of significance requiring Board consideration and advice.

#### **TERMINATION OF OFFICE**

48. 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.

#### **PROCEEDINGS OF THE BOARD**

49. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their members as they think fit.
50. The Board shall seek to achieve consensus regarding questions arising at any meeting and it shall be the duty of the Chairperson and all members to work to that end. In the event that consensus is not achieved that matter, unless it is declared by the Chairperson to be a matter of urgency, shall stand adjourned to the next meeting of the Board.
51. In the period between the Board meetings the Chairperson shall seek a consensus on the matter. At the Board meeting following that at which the question was adjourned, the question shall be decided by a majority of votes and in case of equality of votes, the Chairperson shall have a further or casting vote.

52. The Board shall meet as often as it considers necessary but not less than four times per year
53. No business shall be transacted at any Board Meeting unless a quorum is present when the meeting begins. Five members of the Board shall constitute a quorum for the purpose of any meetings of the Board properly convened.
54. If, within half an hour from the time appointed for 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 or such other place as the Chairperson may appoint and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
55. Two Board members may request a meeting of the Board, and the Secretary, on the requisition of two such members, shall summon such meeting.
56. The continuing Board may act notwithstanding any vacancy in their body, but if and so long as their number is below the number fixed by these Articles of Association as the necessary quorum of the members of the Board, the continuing members of the Board may act for the purpose of summoning a General Meeting of the Company but for no other purpose.
57. All acts done by any meeting of the Board or by any person acting as a member of the Board or any Sub-Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or she or any of the Board was disqualified, be as valid as if every such person had been duly appointed.
58. The Board shall cause Minutes to be made in books provided for the purpose:
  - a) of all appointments of members of the Board and of officers of the Company made by the Directors.
  - b) of the names of the Board members present at each meeting of the Board or any Committee.
  - c) of all resolutions and proceedings at all meetings of the Company and of the Board and Committees.
59. The Board may, from time to time adopt such rules and procedures as it considers desirable for the management and well-being of any of its subsidiary activities.
60. A resolution in writing, signed by all the Directors for the time being entitled to receive a 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 resolutions 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.
61. A meeting of the Directors or of a Committee established by the Directors may consist of a conference between some or all of the Directors or, as the case may be,

members of the Committee who are not all in one place but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and

- a. A Director or member of a 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.

## **FINANCE**

62. The Board shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282 (1) to 282 (3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
63. The accounting records shall be kept at the registered office of the Company or, subject to Section 283 of the Act, at such other place as the Board shall 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 a Act.
64. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the financial statements and accounting records of the Company or any of them shall be open to the inspection of members, not Directors and no member (not being a Board member) shall have any right of inspection of financial statement or accounting record of the Company, except as conferred by statute, this Constitution or authorised by the Board or by the Company in General Meeting.
65. The Board shall in accordance with the Act, cause to be prepared and placed before the Company's Annual General Meeting the statutory financial statements of the company, the Director's Report in relation to it, and the statutory auditor's report on those financial statements and the Director's report as are required by the Act to be prepared and laid before the Annual general Meeting of the Company.
66. A copy of the statutory financial statements of the company, the Director's Report in relation to it, and the statutory auditor's report on those financial statements and the Director's report, shall not less than 21 days before the date of the Annual General Meeting be sent to every person entitled under Section 338(1) of the Act to receive them.



## **AUDIT**

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

## **NOTICES**

68. A Notice may be given by the Company to any member by delivery either personally or by sending it to such person by post to the address (if any) within Ireland last supplied to the Company by the member as the address for the giving of notice to them. Notice may also be given by electronic means (as defined in Section 2(1) of the Act, by sending it to such electronic address as has last been supplied to the Company by the member as the e-mail or other electronic address for correspondence.
69. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and pre-paying and posting a letter containing the notice and to have been effected at the expiration of twenty four hours after the letter containing the same was posted.

## **THE SEAL**

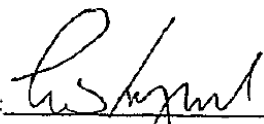
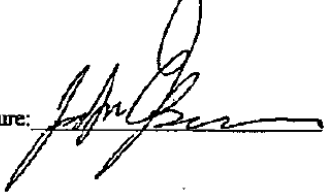
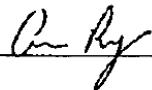
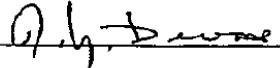


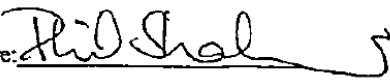
70. The seal shall be used only by the authority of the Board or of a committee of Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of Board and shall be countersigned by the Secretary or by a second member of Board or by some other person appointed by the members of Board for that purpose.

## **INDEMNITY**


71. Every Member, Director or other Officer of the Company (including all Members of its Committees) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto; and no Director or other officer of the Company 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 his/her office or in relation thereto where that Director or other Officer has acted in good faith in carrying out their fiduciary duty as a Director or other Officer of the company.
72. The Company shall take out and maintain in force at all times appropriate Insurance in respect of the indemnity referred to at Article 71 above.

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

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

1/Name	Ciaran Lynch	
Address	5 Four Seasons Drive, Tulla Rd, Ennis, Co. Clare.	
Occupation	Lecturer Tipp Institute	Signature: 
2/Name	Joseph Brennan	
Address	Grangemoekler, Carrick-on-Suir.	
Occupation	Barman	Signature: 
3/Name	Ann Ryan Cummins	
Address	Blackcastle, Two Mile Borris, Thurles, Co. Tipperary	
Occupation	Development officer	Signature: 
4/Name	John Gerard Devane	
Address	Nodstown, Cashel, Co. Tipperary.	
Occupation	Leader Manager	Signature: 
5/Name	PHILIP RYAN, 3991393g	
Address	CASTLE MOJLE, CASHEL, CO. TIPPERARY.	
Occupation	COMMUNITY DEVELOPMENT OFFICER & FARMER	Signature: 
6/Name	SARA BURKE, 3904017I	
Address	KISHERNAWE AHERLAD TIPPERARY	
Occupation	PROJECT MANAGER	Signature: 
7/Name	PHIL SHANAHAN, 3763564W	
Address	LINDISFARNE, SHANAGALLA, CASHEL, CO. TIPPERARY	
Occupation	LDSIP MANAGER	Signature: 

Dated this 11th day of February 2008

  
 PETER DOYLE  
 CROICKSWAN  
 CLOUGHMORE  
 CO. LOUTH  
 CHARTERED SECRETARY