



## *CONSTITUTION*

*-of-*

## *Galway Contact*

**(Includes MEMORANDUM & ARTICLES OF ASSOCIATION)**

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IN ACCORDANCE WITH COMPANIES ACT 2014

AS IT PERTAINS TO

A COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

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Registered as CHY 11218 and RCN 20030216

Rev C: 19/10/20

## **PART 1: MEMORANDUM OF ASSOCIATION**

### **Outline:**

- 1– 4. Preliminary Information
5. Powers
6. Income and Property
7. Additions, Alterations or Amendments
8. Winding Up
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### **PRELIMINARY INFORMATION**

#### **1. Name:**

The name of the Company limited by guarantee is **Galway Contact**.

#### **2. Company Type:**

The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014. CHY: 11218 & RCN: 20030216

#### **3. Main Objective of Galway Contact/Mission Statement:**

**The Mission of Galway Contact is to offer innovative and supportive services to older people and their families in the Galway community, through 1-to-1 befriending, social inclusion, and the Seniors Alert Scheme for personal alarms.**

#### **4. Subsidiary Objectives/Aims:**

**The aims of the Organisation are;**

**4.1. To engage in the relief of loneliness, isolation and distress among the elderly in their own homes and in residential care and hospitals and to organise outings and leisure activities for the elderly in the interest of their social well-being.**

**4.2. To engage in the relief of distress among the elderly and the provision of support for the persons caring for the elderly.**

**4.3. To raise all necessary funds and to obtain all relevant grants for the elderly and the Charity for the said purpose, and to employ all necessary personnel on a full time or part time basis and to co-operate with all relevant statutory or other bodies and persons, to achieve the said objectives and to train personnel for the said objectives.**

## 5. **Powers**

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

- 5.1 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Objective, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 5.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- 5.3 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Objective.
- 5.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 5.5 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 5.6 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Objective.
- 5.7 Subject to clause 6 of the 2014 Act, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Objective.
- 5.8 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

- 5.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 5.10 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Objective and to vary investments.
- 5.11 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Objective.
- 5.12 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 5.13 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- 5.14 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Objective and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- 5.15 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.

- 5.16 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 5.17 To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- 5.18 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 5.19 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 5.20 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 5.21 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 5.22 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Objective and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 5.23 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 of the 2014 Act hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock

and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.

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

**PROVIDED THAT:**

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

**6. Income and Property**

- 6.1 The income and property of the Company shall be applied solely towards the promotion of Main Objective(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.
- 6.2 No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
- (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.
- (f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

## **7. Additions, Alterations or Amendments**

- 7.1 The Constitution can only be altered by not less than a two-thirds vote of members present at an Annual General Meeting, or Extraordinary General Meeting, convened for such purpose, such resolution, duly proposed and seconded to be given to the Administrator/Secretary not less than 7 days prior to the date of the meeting.
- 7.2 Members to be notified of the date and purpose of the meeting not less than 7 days prior to the meeting.
- 7.3 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.
- 7.4 Having obtained such approval from the Charities Regulator, the Company must then submit the new Constitution to the Companies Registration Office (CRO).

## 8. **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 Objectives similar to the Main Objectives 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 of the 2014 Act thereof. 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.

## 9. **Limited Liability**

The liability of the members is limited.

## 10. **Undertaking to Contribute**

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

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

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



## **PART 2: ARTICLES OF ASSOCIATION**

### **Outline:**

1. Preliminary Information
2. Members / Volunteers & Rights of Members / Volunteers
3. Directors, Board of Directors (BOD) & Chairperson
4. Management Committee (MC).
5. General Meetings
6. BOD Secretary and Secretary / Administrator
7. Finances / Treasurer
8. BOD Members Names and Addresses

### **PRELIMINARY INFORMATION**

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

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

The “**Company**” means the above named Company i.e. Galway Contact.  
registered as CHY 11218 and RCN 20030216

The “**Directors**” means the members for the time being of the Board of Directors (BOD) of the Company and “Director” shall be construed accordingly.

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

The “**Seal**” means the Common Seal of the Company (if applicable).

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

## **MEMBERS**

### **2. MEMBERSHIP**

Please refer to the Galway Contact Organisation Chart and the Roles and Duties of the Officers, Volunteers and Employees of the Charity.

- 2.1. Membership of Galway Contact shall be open to all duly registered volunteers. A person shall be entered on the register of volunteers on completion, to the satisfaction of the Management Committee, a course of induction, interview and training, as determined by the Management Committee.

In addition, all volunteers who interface with our older friends, must be Garda vetted in accordance with Irish Law, before being assigned to visit an older person.

- 2.2. Such register of volunteers to be the responsibility of the Administrator/Secretary who shall formally notify the applicant of membership, from which date membership shall commence.

- 2.3. A member shall cease to be a member.

- (a) Immediately upon giving notice in writing to the Management Committee that she/he desires to cease to be a member.

OR

(b) if the Committee shall so determine, provided that at least one half of the duly elected Committee shall so determine and provided said member has been informed of the reasons for the proposed expulsion and been given 14 days within which to present, or have presented on her/his behalf, reasons for such expulsion not to take place.

- 2.4 For the purposes of registration the number of members of the Company is taken to be 70 but the Company may from time to time register an increase or decrease in members.

- 2.5 The members of the Company shall be (i) Persons who fill in an application form requesting to be a member and who have been Garda vetted and have gone through the Induction Training (ii) Subscribers to the Memorandum of Association and (iii) such other persons as the Directors shall from time to time admit to membership.

## **RIGHTS OF MEMBERS**

2.6 Membership of the Charity is not transferable and shall cease:-

- (a) upon the member's death or bankruptcy;
- (b) if the member resigns by serving notice in writing to the Directors of the Company at its registered office
- c) If the Board of Directors shall decide by majority vote, that a person should resign from the Charity because of inappropriate behaviour or other serious issue.

## **3. Directors, Board of Directors (BOD) & Chairperson**

3.1. Every 2 years, the Annual General Meeting (AGM) shall appoint members to the Board of Directors (BOD). Such members should have been asked if they wished to be nominated before the meeting and should be proposed and seconded by the members at the AGM. If there are more members proposed than seats on the BOD, then the BOD members shall be elected by a show of hands or secret ballot.

Every 2 years, the Annual General Meeting shall appoint a Chairperson who shall also serve as the Chairperson of the BOD and Management Committee, which appointment shall be for a period of 2 years, with the option of increasing it to 3 years with BOD approval for exceptional circumstances. Each year the Chairperson shall be given the option of going forward or stepping down for personal reasons with the approval of the BOD.

3.2. When nominations for the positions of Chairperson and Chairperson Designate are required, they shall be forwarded, duly proposed and seconded, to the Administrator/Secretary not less than 7 days prior to the Annual or Extraordinary General Meeting.

3.3. The outgoing Chairperson shall be an ex officio member of the Management Committee and Board of Directors for one year. The outgoing Chairperson shall not be eligible for reappointment to the position of Chairperson or Chairperson Designate for a period of two years.

3.4. In the event of a vacancy arising in the post of Chairperson, the Chairperson Designate shall occupy the position until the next Annual General Meeting, upon which time she/he shall be appointed Chairperson for two years. In the event of the vacancy arising whilst there is no Chairperson Designate, the Board of Directors shall call, within 28 days of the vacancy arising, an Extraordinary General Meeting for the purpose of electing a Chairperson, Such meeting, and election, to be held in the manner of an Annual General Meeting.

## **DIRECTORS**

3.5 The number of the Directors shall be not less than three (3) and unless and until determined by the Company in general meeting, not more than 7. The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act.

3.6 No remuneration shall be payable under any circumstances to any of the Directors in respect of their services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article 64. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from any special meetings concerning the business of the Company, provided that the BOD have agreed to the attendance of such Directors.

3.7 The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Company in general meeting may (by special resolution) give. No such direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

3.8 Without prejudice to Section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

3.9 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.

3.10 The Company shall cause minutes to be entered in books kept for the purpose:-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company and, of the Directors and of committees of the Directors.

## **POWERS OF ATTORNEY**

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

## **DISQUALIFICATION OF DIRECTORS**

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

## **ROTATION OF DIRECTORS**

3.13 At the first Annual General Meeting of the Company, all the Directors shall retire from office and at the Annual General Meeting in every subsequent year, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

3.14 The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

3.15 A retiring Director shall be eligible for re-election.

3.16 The Company, at a meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default of the Company doing so, the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless (a) at such meeting it is expressly resolved not to fill such vacated office; or (b) a resolution for the re-election of such Director has been put to the meeting and lost.

3.17 No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there has been left at the Company's registered office (a) notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and (b) notice in writing signed by the person concerned of his willingness to be elected.

3.18 The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

3.19 The Company may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

3.20 The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 57. Without prejudice to the powers of the Directors under Article 59, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.

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

## **PROCEEDINGS OF DIRECTORS**

3.22 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the chairperson shall have a second or casting vote. A Director may, and the Administrator/Secretary on the requisition of a Director, shall at any time, summon a meeting of the Directors.

3.23 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed, shall be three (3).

3.24 The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Act as the necessary quorum of Directors, the continuing Directors or director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

3.25 If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.

3.26 The Directors may delegate any of its powers to Committees consisting of such member or members of the Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.

3.27 The Directors may appoint the chairperson of any Committee; if no such chairperson is elected, or if at any meeting of a Committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.

3.28 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

3.29 All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.

3.30 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.

3.31 A meeting of the Directors or of a committee established by the Directors may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and –

- (a) a Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
- (b) such a meeting shall be deemed to take place
  - (i) where the largest group of those participating in the conference is assembled;
  - (ii) if there is no such group, where the chairperson of the meeting then is;
  - (iii) if neither sub-paragraph (i) or (ii) applies, in such location as the meeting itself decides.

#### **4. MANAGEMENT COMMITTEE(MC)**

4.1. Every three years at the Annual General Meeting of the Charity, the members of the Charity shall appoint a Management Committee to deal with the day-to-day management of the organisation. Membership of such committee, shall consist of members of the organisation duly elected, following nomination and secondment, by the membership present and eligible to vote at said Annual General Meeting.

4.2. The Management Committee shall consist of the Chairperson, who shall act as chairperson of the committee, a Chairperson Designate, as per the provisions listed at section 3 above, a BOD Secretary, a Treasurer, and other such officers as the committee may from time to time determine. It shall, in addition, contain not less than 3 other persons of which not less than two shall be Area Leaders.

4.3. The Management Committee shall appoint the officers, with the exception of the Chairperson and the Chairperson Designate, from their own number, such appointment shall be for 3 years and will be made at the first meeting of the ratified management committee, such meeting to be held within 14 days of the Annual General Meeting.

4.4. In the event of a vacancy arising on the Management Committee, it shall be filled by co-option until the next Annual General Meeting.

4.5. The Management Committee shall have the power to appoint sub-committees as they see fit, which sub-committees shall be answerable to the Management Committee.

4.6. The Management Committee shall be responsible for appointing Area Leaders each year.

4.7. The Management Committee shall be responsible for ensuring that the Area Leaders make contact with their volunteers not less than 8 times in each year.

### **NOMINATIONS:**

4.8. Every 3 years, nominations shall be sought for membership of the Management Committee, with the exception of the posts of Chairperson and Chairperson Designate. Such nominations to be given in writing to the Administrator/Secretary prior to the Annual General Meeting or verbally at the Annual General Meeting.

4.9. Nominations to the Management Committee to be made only with the consent of the nominee.

4.10. In the event of the number of nominations received being in excess of the number of places on the Management Committee, an election by secret ballot shall be held.

4.11. Two auditors, neither of whom shall be candidates, shall be appointed by the Chairperson, for the purpose of such elections.

4.12.. If the Board of Directors needs to co-opt another member onto the Management Committee, such person needs to be nominated by a Board Member and voted in by a majority of the BOD at a regular Board meeting or at a specially called meeting.

### **MC MEETINGS:**

4.13. The Management Committee shall hold not less than 6 meetings in each calendar year, of which one shall be the Annual General Meeting, to be held not more than 15 months after the last Annual General Meeting.

4.14. At least 7 days notice of such meetings of the Management Committee shall be given to all members of the committee, provided that the accidental omission to give such notice by any person, shall not invalidate the proceedings of any such meeting.

4.15. In addition to the above meetings, the Management Committee may meet, from time to time, as it considers appropriate.



4.16. A quorum shall consist of one half of the members of the Management Committee plus one. If the number of Management Committee members is not divisible by two, then the next lowest divisible number shall apply.

4.17. In the event of an equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote.

4.18. In the absence of the Chairperson, the members of the Management Committee shall select one of their own number to act as chairperson of the meeting.

## **5. GENERAL MEETINGS**

5.1 The Company shall hold a general meeting in every calendar year as its annual general meeting (AGM) at such time and place as may be determined by the Directors and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and that so long as the Company holds its first annual general meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.

5.2 All general meetings other than annual general meetings shall be known as extraordinary general meetings.

5.3 Directors may, whenever they think fit, convene an extraordinary general meeting (EGM).

5.4 If, at any time, there are not sufficient directors capable of acting to form a quorum, any Director of the Company or any member of it may convene an extraordinary general meeting in the same manner as near as possible as that in which meetings may be convened by the Directors.

5.5 The Directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the

requisition, not less than 10% of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.

- 5.6 The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
- 5.7 If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the “requisition date”), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.
- 5.8 The chairperson of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
- 5.9 If at any meeting, no director is willing to act as chairperson or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their own number to be chairperson of the meeting.
- 5.10 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.

- 5.11 Unless a poll is demanded in accordance with Article 38, 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.
- 5.12 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.

- 5.13 Subject to section 193 of the Act (as modified by section 1208 of the Act) a resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. Any such resolution in writing may consist of several documents in like form each signed by one or more members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, this statement shall be prima facie evidence that it was signed by him or her on that date.

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

- 5.14 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 7 days' notice;
  - (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.
- 5.15 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 22, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote at the meeting;
- 5.16 Where notice of a meeting is given by posting it by ordinary prepaid post or hand delivery or email 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 delivery.

- 5.17 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
- 5.18 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**

- 5.19 Where a matter is being decided (whether on a show of hands or on a poll), every member present in person shall have one vote, but so that no individual member shall have more than one vote.
- 5.20 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.

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

### **VOTING ON A POLL**

- 5.22 At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
- 5.23 A demand for a poll may be made by:
- (a) the chairperson of the meeting;
  - (b) at least three members present in person;
  - (c) any member or members present in person and representing not less than 10% of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.
- 5.24 A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 39, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
- 5.25 A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.
- 5.26 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.

## **6. BOD SECRETARY & SECRETARY / ADMINISTRATOR**

6.1. The BOD Secretary is responsible that all Legal and Governance requirements are adhered to.

6.2. The Administrator/Secretary shall be responsible for all matters pertaining to the running of the Charity Office in accordance with their Job Specification.

6.3. The Administrator/Secretary shall in addition be responsible for the accurate taking of minutes of meetings of the Management Committee, the presentation of same to meetings of the Management Committee and their safe keeping.

6.4. The Administrator/Secretary shall be responsible for the issuing of notices of meetings.

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

## **7. FINANCES / TREASURER**

7.1 The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

7.2 The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.

7.3 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the

financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.

7.4 The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company

7.5 A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than seven days (7) before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

## **TREASURER**

7.6. The Treasurer shall cause proper books of accounts to be kept with respect to all sums of money which are the responsibility of the Management Committee, received and expended by the Management Committee and the manner in respect of which such receipts and expenditure shall take place.

7.7. The Treasurer shall present all books of accounts, which are their responsibility, to the appointed Auditor each year, in a manner acceptable to the Auditor, and in such time as to permit a Report by the Auditor to be in readiness for the Annual General Meeting of the organisation.

7.8. At each Annual General Meeting the Management Committee via the Treasurer shall present an income and expenditure account in respect of their responsibilities for the preceding financial year, a Balance Sheet as at the end of that year and Report by the Auditor on the accounts.

7.9. At the first meeting of the Management Committee it shall be decided who is authorised to sign cheques on behalf of the organisation. Such authorisation to be confined to four members of the Management Committee, one of whom shall be the Chairperson and another of whom shall be the Treasurer, any two of such four signatories being sufficient to sign.



7.10. The Treasurer shall present to the Management Committee, not less frequently than each Management Committee meeting, a statement of accounts transacted since the last reporting of same.

7.11. The Treasurer shall acquaint the members of the Management Committee with an account of the budgeting forecast to extend, at least, to the date of the next proposed meeting of the Management Committee.

7.12. The Treasurer shall be responsible for ensuring that all income is acknowledged to the appropriate source and that all expenditure is receipted.

### **AUDIT**

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

### **NOTICES**

- 7.14 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.

8. **BOD MEMBERS**

We, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Constitution.

Names, Addresses and Descriptions of Subscribers
--

- 8.1. John Cunningham, Chairperson, 8 Rusheen Woods, Knocknacarra, Galway
- 8.2. John Mitchell, Treasurer, 16 Hawthorn Place, Clybaun Road, Galway
- 8.3. Rose Brosnan, BOD Secretary, Truskey East, Barna, Co. Galway
- 8.4. Gertie Garvey, BOD Member, "Doon House", Taylors Hill, Galway
- 8.5. Seamus Mannion, BOD Member, "Wetheral" Clybaun Road Upper, Galway

Signature: John Cunningham  
(John Cunningham, Chairperson Galway Contact)

Dated this 19<sup>th</sup> day of JANUARY 2021

Witness to the above signature: Orla Molloy  
(Orla Molloy, Administrator/Secretary Galway Contact)

Address of the Witness: "Cadaques", Clybaun Road Upper, Galway

Dated this 19<sup>th</sup> day of January 2021

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

<i>John Butler</i>	"KillyLA" Pellenkrooms West. Salt Hill. Galway. Retired Bank Manager.	✓
DR. Leonard Brennan	44 Lower Newcastle, Galway Medical Doctor	
Therese Nozla	4 Devon Place The Crescent, Galway Solicitor.	✓
Angela Sheela	4 Eyre Square Galway Insurance Official	
Thomas Conway	KERRISA BARNARD ROAD, GALWAY COMPANY DIRECTOR	
Burton Stokes	19 Marshall Rd Galway. Shop keeper.	✓
Louise Solar	9, Roseam Park, Galway. Senior Public Health Nurse.	✓

Dated this 15<sup>th</sup> day of January 19 93

Witness to the above Signatures:-

*John Sheela*  
Eyre Square  
Galway  
Solicitor