

COMPANIES ACT 2014

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

CONSTITUTION

of

**DOCHAS - THE IRISH ASSOCIATION OF NON-GOVERNMENTAL DEVELOPMENT
ORGANISATIONS**

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**DOCHAS - THE IRISH ASSOCIATION OF NON-
GOVERNMENTAL DEVELOPMENT ORGANISATIONS**

MEMORANDUM OF ASSOCIATION

1. The name of the Company (hereinafter called the “**Company**”) is Dóchas - The Irish Association of Non-Governmental Development Organisations.
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:
 - (a) To act as the Irish network of international development and humanitarian organisations which aids in advancing any purpose that is a charitable purpose in accordance with the Charities Act 2009 by enabling communication between international development and humanitarian organisations pursuing such charitable purposes; and
 - (b) To enable international development and humanitarian organisations in Ireland who have charitable purposes in accordance with the Charities Act 2009 and who have a shared vision of a just, sustainable and equal world, to achieve greater impact by providing a forum for connection, coordination and collaboration.
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 those main objects and any gain generated therefrom is to be applied for the main objects only:
 - (i) To provide a forum for consultation and co-operation in relation to the activities of member organisations.
 - (ii) To promote research into all matters pertaining to international development, and to pass on the fruits of such research.
 - (iii) To promote education in international development and the exchange of information about development co-operation within member organisations and amongst the public in general.
 - (iv) In general, to advise on international development policies and to exert influence to have these policies realised.

- (v) To ensure that the views of the Company are fully represented to and within the structures for the official development co-operation programmes of the State.
 - (vi) To ensure that the views of the Company are fully represented to and within international structures and networks for development.
 - (vii) To promote the common interests of the member organisations.
 - (viii) To co-operate and establish relationships with other bodies having similar objectives, including affiliation where appropriate.
5. The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the main objects and which powers may only be exercised in promoting the main objects. Any income generated by the exercise of these powers is to be applied to the promotion of the main objects:
- (a) To amalgamate with any companies, institutions, societies or associations having objects wholly or in part similar to those of the Company.
 - (b) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Company is authorised to amalgamate.
 - (c) To undertake any other form of activity which is, in the opinion of the members, necessary or desirable in order to achieve the main objects of the Company.
 - (d) To purchase, take on lease, exchange, or otherwise acquire, improve, develop and exercise all rights in respect of, mortgage, sell, dispose of, turn to account, place under option and otherwise deal with real or personal property of any description or any easements or rights over or connected therewith.
 - (e) To improve, alter, demolish and develop any property owned or leased by the Company or over which it has any rights and to erect on any land purchased or leased or otherwise acquired by the Company, maintain and alter any buildings and works of any kind.
 - (f) To sell, let, dispose of, grant rights over or otherwise deal with all or any part of the undertaking, property, land, assets, effects, rights, privileges and concessions of the Company for such consideration as the Company may think proper.
 - (g) To enter into any arrangement with any government or any municipal, local or other authority which may seem conducive to the realisation of the Company's objects or any of them and to obtain from any such government, municipal, local or other 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.
 - (h) To employ or otherwise contract for the services of agents, staff or advisers (upon such terms and conditions as may be thought fit), and, subject to clause 10, to remunerate any person, firm or company rendering services to the Company.
 - (i) 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.

- (j) 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 Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- (k) To borrow or raise money or secure the payment of money in such manner as the Company shall think fit.
- (l) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments.
- (m) To make personal or written appeals, to conduct excursions, to hold functions and public meetings or do such other things as may from time to time be deemed expedient for the purpose of raising funds and for procuring contributions to the funds of the Company and in particular to accept donations, charge fares and entrance fees and levy annual subscriptions.
- (n) To undertake and execute any trusts for the benefit of the Company or in the furtherance of the objects thereof.
- (o) To accept any gift of real or personal property whether subject to any trust or not.
- (p) To acquire, establish, print and publish newspapers, periodicals, books and leaflets or other compilations that the Company may think desirable for the promotion of its objects and to enter into any contract or agreement with any person or corporation producing and/or publishing any literary compilation which will further the objects of the Company or any of them.
- (q) To delegate all or any of its powers to any committee or committees consisting of one or more persons.
- (r) To do all or any of the matters hereby authorised either alone or in conjunction with or as trustees or agents for any other club, association or company of persons or by or through any trustees or agents.
- (s) To do all such other lawful things as are incidental to, or conducive to the attainment of the main objects of the Company.

Provided also that the Company shall not support with its funds any object nor endeavour to impose on or procure to be observed by its members or others any regulation or restriction which, if an object of the Company, would make it a trade union.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the Company being wound up while they are a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before they cease to be a member and the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding €1.
8. No amendments of any kind shall be made to the provisions of clauses 9 and 10 of the memorandum of association and no amendments shall be made to the Constitution to such extent that they would alter the effect of clauses 9 and 10 of the memorandum of association, such that there would be non-compliance with the requirements of Section 1180 (1)(a) and (b) of the Companies Act 2014.

WINDING UP

9. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main object(s) similar to the main objects of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of 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 10 hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. 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

10. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the main objects of the Company 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 the members of the Company. 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 by the Company of:
 - reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
 - 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;
 - reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - 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;
 - 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

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. For so long as the Company benefits from charitable tax exempt status from the Revenue Commissioners, annual audited accounts of the Company shall be kept and made available to the Revenue Commissioners on request.

ARTICLES OF ASSOCIATION

PRELIMINARY

The following Regulations shall apply to the Company:

1. The provisions of the Companies Act 2014 are adopted save that all optional provisions contained in Parts 1 to 14 of the Companies Act 2014 shall not apply to the Company.

2. In these Articles the following terms shall have the following meanings:

- “Act”** means the Companies Act 2014;
- “Charities Act”** means the Charities Act 2009;
- “Charities Regulator”** means the Charities Regulatory Authority established under the Charities Act;
- “Company Secretary”** means any person appointed to perform the duties of the secretary of the Company and includes an assistant or an acting secretary for the time being;
- “electronic address”** means any address or number used for the purposes of sending or receiving documents or information by electronic means;
- “electronic means”** are means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means;
- “General Meeting”** means the Members of the Company in general meeting;
- “Member/Members”** means the subscribers to the Constitution, the Full Members and the Associate Members of the Company that are for the time being listed in the Register of Members maintained by the Company;
- “Full Member”** means a charity, institution, company or other organisation which focuses a majority of its work on international development and which is admitted at a General Meeting as a Full Member;
- “Associate Member”** means a charity, institution, company or other organisation admitted by the Board as an Associate Member;
- “these Articles”** means these Articles of Association, as originally framed, or as varied from time to time by special resolution;
- “the Board”** means individuals elected to the Board at the General Meeting or other persons who are appointed from time to time;
- “the Company”** means the above-named Company;

“the office” means the registered office for the time being and from time to time of the Company;

“the seal” means the common seal of the Company.

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

MEMBERS

3. The number of Members with which the Company proposes to be registered is 100, but the Board may from time to time register an increase in Members.
4. The Company is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Constitution and such other organisations as the General Meeting or the Board shall admit to membership in accordance with the provisions of these Articles shall be Members of the Company.
 - (a) Subject to any membership criteria prescribed by the Company for applicant organisations (which is in force at the date of application for membership), membership of the Company shall be open to non-profit making non-governmental organisations independently established and located in the State or Northern Ireland and in accordance with the objects above. An organisation shall be deemed non-governmental so long as the government of the State or the Government of Northern Ireland, either directly or through any third party established by the State, does not control it directly by choosing or appointing any of the board of directors or other officers or does not so control its constituent bodies or members whose concern with development co-operation would otherwise render them eligible for membership
 - (b) Every organisation shall apply for membership of the Company in the form provided by the Company which shall include an undertaking to conform to and observe this Constitution, the rules, standards and codes of practice and such other regulations or bye-laws as may be prescribed by the Company from time to time to include in particular any criteria prescribed by the Company from time to time as criteria for continuing membership.
 - (c) Every application for membership as aforesaid shall be
 - (i) supported by two existing Members of the Company; and
 - (ii) subject to the provision of the applicant’s constituting document, and to the annual report and audited accounts of the applicant for the two preceding years having been endorsed by the Board.
 - (d) Every application for membership of the Company shall be considered by the Board which shall have regard to any criteria for membership adopted by the General Meeting and for the time being in force. If, upon scrutiny, it is clear that the application does not meet the criteria for membership, the Board, without any obligation to assign a reason therefor, shall turn it down. In respect of Associate Members the Board retains the power to approve

membership by a two-thirds majority decision of the Members of the Board present and voting at a meeting of the Board. In all other cases the Board shall pass the application for consideration to the General Meeting, with or without a recommendation. A two-thirds majority decision of Members of the Company present and voting at the General Meeting shall be required for approval of Full Membership and the General Meeting may, in its absolute discretion and without assigning any reason therefor, decline to accept any application for Full Membership.

- (e) Each Member shall pay the annual subscription for Members as determined from time to time by the General Meeting.
 - (f) Subject to approval by a two-thirds majority decision of Members of the Board present and voting the Board may, at any time by notice in writing, suspend any Member provided that the reasons for such suspension and the conditions on which the suspension may be revoked are notified to the Member concerned but no part of any annual subscription paid shall be refundable to such Member unless otherwise agreed by two-thirds of the Members of the Board present and voting.
 - (g) Subject to the prior approval by a two-thirds majority decision of Members of the Company present and voting in a General Meeting, the Board may at any time by notice in writing require any Full Member whom they in their absolute discretion deem unfit or unsuitable to be a Member to withdraw from the Company and such Member shall cease to be a Member of the Company upon service upon it of such notice; but no part of any annual subscription paid shall be refundable to such Member unless otherwise agreed by two-thirds of the Members of the Company present and voting in a General Meeting.
 - (h) Subject to the prior approval by a two-thirds majority decision of Members of the Board present and voting, the Board may at any time by notice in writing require any Associate member whom they in their absolute discretion deem unfit or unsuitable to be an associate Member to withdraw from the Company and such Member shall cease to be an Associate Member of the Company upon service upon it of such notice; but no part of any annual subscription paid shall be refundable to such Member unless otherwise agreed by two-thirds of the Members of the Board present and voting
 - (i) A Member may resign from membership upon giving one-year prior notice in writing to the Company Secretary but no part of any annual subscription paid or due shall be refundable to such Member.
 - (j) All unpaid subscriptions and contributions due or imposed on a Member under these Articles and any sums due by it under Clause 7 of the Memorandum of Association of the Company shall remain payable by any Member the subject of a decision pursuant to subclause (g) or (h) above. The criteria for membership and conditions for payment in force at the time shall apply to all Members up to the date on which it ceases to be a Member. A former Member shall forfeit all claim to a return of any money paid by it to the Company on its admission as a Member or by way of subscription or otherwise.
6. Subject to Article 5 above, the Board, subject to the consent of the General Meeting, may from time to time and at any time by resolution at its absolute discretion make such regulations as it sees fit relating to membership of the Company.

GENERAL MEETING

7.

- (a) Subject to paragraph 7(b), the Company shall in each calendar year hold a General Meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
- (b) Each Full Member shall be entitled to have two representatives at a General Meeting one of which shall be entitled to vote on behalf of that Member.
- (c) Each Associate Member shall be entitled to have two representatives at a General Meeting but shall not be entitled to vote.
- (d) An annual general meeting shall be held at such time in person or online or as a combination of in person and online meeting and at such place in the State as the Board shall appoint.
- (e) Each annual general meeting shall be held in each calendar year as soon as practicable after the commencement of the financial year of the Company which, unless and until otherwise determined by the Members at a General Meeting, shall be the calendar year from 1st January to 31st December inclusive in each year.
- (f) The General Meeting shall be the paramount decision-making forum of the Company and the Board shall exercise such powers and functions as are given to it by these Articles or as shall otherwise from time to time be given to it by a General Meeting.
- (g) The Board may, whenever it thinks fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened:
 - i. on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 1203 of the Act; or
 - ii. on the requisition of five Members.

NOTICE OF GENERAL MEETINGS

- 8. Subject to the provisions of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at least, and a General Meeting (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at least. The notice (which may be sent by electronic means to a Member's electronic address) shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting, and in the case of special business, the general nature of that business and shall be given, in a manner hereinafter mentioned, to such persons as are under these Articles entitled to receive such notices from the Company. Every such notice shall comply with the provision of Section 181(5)(d) of the Act as to giving information.
- 9. 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 that meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Board and auditors, the election of the members of the Board in the place of those retiring, the appointment of the auditors, the fixing of the remuneration of the auditors, and the fixing of the entrance fees and membership subscription for the current year.
11. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, one-third (1/3) of the total number of Members shall be a quorum.
12. If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting if convened upon the 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 to such other day and at such other time and place as the Board may determine, 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.
13. The chairperson of the Board shall preside as chairperson at every General Meeting or if there is no chairperson, or if they are not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-chairperson shall preside as chairperson or if there is no vice-chairperson or if they are not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Board present shall elect one of their number to be chairperson of the meeting.
14. If at any General Meeting no member of the Board is willing to act as chairperson or if none is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairperson of the General Meeting.
15. 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, but 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. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. 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 (before or on the declaration of the result of the show of hands) demanded –
 - (a) by the chairperson; or
 - (b) by at least three Full Members present in person or by proxy;
17. Unless a poll is so demanded, 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 proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

18. The demand for a poll may be withdrawn and, except as provided in Article 20, if a poll is duly demanded it shall be taken in such manner as the chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. 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.
20. A poll demanded on the election of a chairperson, or on a question of adjournment shall be taken forthwith. 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 upon which a poll has been demanded may be proceeded with without the taking of the poll.
21. Subject to Section 194 of the Act, a resolution in writing signed by the requisite majority of Members for the time being entitled to attend and vote on such resolution at the General Meeting shall be as valid and effective for all purposes as if the resolution had been passed at the General Meeting of the Company duly convened and held, and if described as an ordinary resolution or a special resolution shall be deemed to be an ordinary resolution or a special resolution (as the case may be) within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more Members 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) and may be delivered by electronic means or facsimile transmission.

VOTES OF MEMBERS

22. Every Full Member shall have one vote which may be cast at the General Meeting by one representative of that Full Member or by proxy in accordance with the clauses 25,26,27,28 and 29 below.
23. No Full Member shall be entitled to vote at any General Meeting unless all instalments of its subscription demanded for the current year have been paid (or are not more than one month in arrears at the date thereof) and all other moneys immediately payable by it to the Company have been paid.
24. 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 meetings shall be valid for all purposes. Any such objection made in due time shall be rendered to the chairperson of the meeting whose decision shall be final and conclusive.
25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy shall be a representative of a Full Member. No person other than the chairperson of the meeting may act as proxy for more than four Full Members at any one meeting. The appointment of a proxy may, subject to the Board so approving such appointment in the case of any particular meeting, notwithstanding any other provisions of these Articles, be made by electronic means:
 - (a) in a form specified by the Board from time to time;
 - (b) executed with such electronic signature as may be specified by the Board from time to time; and

(c) sent to such address as may be notified by the Board for that purpose from time to time and provided that the Board shall not be obliged to so approve in any particular case.

26. The instrument appointing a 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 office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours or such lesser period as may be specified by the Board before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours or such lesser period as may be specified by the Board before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

27. The instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

[Name of member] (the “**Member**”) of [Address of Member]

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

The proxy is to vote as follows: -

Voting instructions to proxy

(Choice to be marked with an “X”)

Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			

Unless otherwise instructed, the proxy will vote as-they think fit.

Signature of Member.....

Dated [date]

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or lack of mental capacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, lack of mental capacity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE BOARD

30. There shall be a Board consisting of not less than seven or more than nine members. At any one time, the maximum number of Board members who are not representatives of Members of the Company shall be three. The Board shall elect from among its members a chairperson who shall be chairperson of the Board and of the whole Company.
31. The Board members may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any sub-committee or General Meeting or in connection with the business of the Company.

BORROWING POWERS

32. The Board, subject to the prior approval of the General Meeting, may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof.

POWERS AND DUTIES OF THE BOARD

33. The business of the Company shall be managed by the Board, which may do all things necessary for the maintenance of its status and the furtherance of its interests, and may exercise the following powers and duties subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the General Meeting; but no direction given by the General Meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given:
- (a) the processing of membership applications for approval or for submission to the General Meeting, together with preparing submissions on any other matters of policy requiring the approval of the General Meeting;
 - (b) the making of provision for such public representation of the activities of the Company as may be required;
 - (c) the maintaining of relations of the Company with other bodies;
 - (d) the formulation of regulations, bye-laws, standing orders and procedures for the carrying on of the business of the Company;
 - (e) overseeing the business of the Company;
 - (f) the approval at the start of the year of a budget;
 - (g) the re-allocation of resources of the Company.
34. The Board may from time to time and at any time by power of attorney appoint any company, firm, or person or body the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in them.
35. A Board member who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of their interest at the meeting of the Board at which the question of

entering into the contract or arrangement is first taken into consideration, if their interest then exists, or in any other case at the first meeting of the Board after they become so interested. A general notice given by a Board member to the effect that:

- (a) they are a member of a specified company or firm and are to be regarded as interested in all transactions with such company or firm; or
- (b) they are to be regarded as interested in any transaction which may be made after the date of the notice with a specified person who is connected with them (within the meaning of Section 220 of the Act or section 2(2) of the Charities Act),

shall be sufficient declaration of interest under this Article, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board or the Board member giving the notice takes reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given. The provisions of Article 55(g) shall apply to any failure to comply with this Article.

36. 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 Board shall from time to time by resolution determine. The Board shall operate a bank account in the name of the Company and make proper provision for its operation.
37. The Board shall cause minutes to be made in books provided for the purpose: -
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the Board members present at each meeting of the Board and of any sub-committee of the Board;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Board and any sub-committee.

BYE-LAWS

38. Without prejudice to the general powers and authorities conferred by these Articles or any statute on the Board, the Board, is hereby empowered to make, vary and repeal all such bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the affairs of the Company. The Board shall adopt such means as it deems sufficient to bring to the notice of the Members all such bye-laws and variations and repeals thereof and all such bye-laws so long as they are in force shall be binding upon all the Members provided always that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Constitution of the Company or constitute such an amendment of or addition to these Articles as could lawfully be made only by special resolution.

APPOINTMENT AND RETIREMENT OF BOARD MEMBERS

39. Board Members are elected to serve as a director, at each annual general meeting of the Company, for a term of three years at the end of which they will be deemed to have retired.

40. A retiring Board member shall be eligible for re-election by the General Meeting subject to the proviso that a Board member may not serve more than three terms of three years either consecutively or cumulatively in their lifetime.
- 41.
- (a) The General Meeting may from time to time by ordinary resolution increase or reduce the number of Board members.
 - (b) The Board shall have power at any time, and from time to time, to appoint any person (whether or not such person is a representative of a Member) to be a Board member, either to fill a casual vacancy or as an addition to the existing Board members, but so that the total number of Board members shall not at any time exceed the number fixed in accordance with these Articles.
42. The General-Meeting may by ordinary resolution of which extended notice has been given in accordance with the Act remove any Board member before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Board member. Such removal shall be without prejudice to any claim such Board member may have for damages for breach of any contract of service between them and the Company.
43. The Board may by ordinary resolution appoint another person in place of a Board member removed from office under Article 42. A person appointed in place of a Board member so removed shall be subject to retirement at the same time as if they had become a Board member on the day on which the Board member in whose place they are appointed was last elected a Board member. At the end of that term such an appointee shall be eligible to serve for only two further three-year terms either consecutively or cumulatively in their lifetime.

PROCEEDINGS OF THE BOARD

44. The Board shall meet together at least four times per year for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairperson shall have a second or casting vote. Three members of the Board may, and the secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board.
45. The quorum necessary for the transaction of the business of the Board shall be 50% of the current directors rounded up to the nearest whole number if necessary provided at all times that this is never less than five people present either physically or remotely.
46. The continuing members of the Board may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum for the Board, the continuing member or members of the Board may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Company but for no other purpose.
47. (a) The Board shall elect from amongst their number: -
- (i) a chairperson, who will be chairperson of the Board and of the Company. If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the same, the meeting

will be chaired by the vice-chairperson and if the vice-chairperson is not present then the members of the Board present may choose one of their number to be chairperson of the meeting;

- (ii) a vice-chairperson; and
 - (iii) a treasurer of the Company
- (b) The treasurer shall carry out all duties normally associated with that office and in particular, shall be responsible to the Board for the discharge of its obligations under Articles 61 to 64 hereof;
- (c) The chairperson shall hold office for a three-year term and may be elected by the Board to serve a further three-year term. The vice-chairperson will be elected annually at the first Board meeting following the Annual General meeting and can be re-elected annually for a maximum of six one-year terms. The Treasurer will be elected annually at the first Board meeting following the Annual General meeting and can be re-elected annually for a maximum of six one-year terms.
48. The Board may delegate any of its powers to sub-committees consisting of such member or members of the Board as it thinks fit; any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
49. The Board shall appoint the chairperson of each of its sub-committees. If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the same, the sub-committee members present may choose one of their number to be chairperson of the meeting.
50. A sub-committee may meet and adjourn as it thinks proper or as determined in its terms of reference. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
51. All acts done by any meeting of the Board or of a sub-committee of the Board or by any person acting as a Board member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member.
52. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid as if it had been passed at a meeting of the Board duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Board members. Such a resolution may (unless the Board members shall otherwise determine either generally or in any specific case) be delivered or transmitted by electronic means or facsimile.
53. (a) For the purposes of these Articles, the contemporaneous linking together by any means of electronic communication of a number of Board members not less than the quorum shall be deemed to constitute a meeting of the Board, and all the provisions in these Articles as to meetings of the Board shall apply to such meetings, provided that:

- (i) each of the Board members taking part in such a meeting must be able to hear, and speak to, each of the other Board members taking part; and
 - (ii) at the commencement of such a meeting each Board member must acknowledge their presence and that they accept that the proceedings will be deemed to be a meeting of the Board.
- (b) A Board member may not cease to take part in the meeting by disconnecting their means of communication unless they have previously obtained the express consent of the chairperson of the meeting, and a Board member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless they have previously obtained the express consent of the chairperson of the meeting to leave the meeting.
- (c) A minute of the proceedings at such meeting by electronic communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting.

VOTING ON CONTRACTS

54. A Board member may vote in respect of any contract in which they have declared an interest pursuant to the provisions of the Act or any matter arising thereout.

DISQUALIFICATION OF BOARD MEMBER

55. The office of a Board member shall be vacated if the Board member: -
- (a) without the consent of the General Meeting holds any other office or place of profit under the Company; or
 - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a member of the Board by reason of any order made under the Act; or
 - (d) becomes mentally incapable; or
 - (e) resigns their office by notice in writing to the Company; or
 - (f) is convicted of an indictable offence unless the General Meeting otherwise determines; or
 - (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of her/his or their interest in the manner required by the Act; or
 - (h) has a declaration made in respect of them under Section 819 of the Act; or
 - (i) is disqualified from being a charity trustee of any charitable organisation pursuant to Section 55 of the Charities Act.

WORKING GROUPS

56. The Board may establish and disband Working Groups of the Company which shall

have as their purpose the promotion of consultation and co-operation between Members in respect of areas of activity specified in the terms of reference.

COMPANY SECRETARY

57. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
58. The directors may delegate the duties of the company secretary.

THE SEAL

59. The Board shall provide and retain in its possession a common seal for the Company.
60. The seal shall be used only by the authority of the Board or of a sub-committee of the 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 the Board and shall be countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

ACCOUNTS

61. The Board shall cause to be kept such accounting records as are necessary to comply with the provisions of the Act and the Charities Act. The Board shall cause proper accounting records to be kept relating to –
 - (a) entries from day to day of all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) assets and liabilities of the Company;
 - (c) a record of all goods purchased, and of all goods sold (except those sold by way of ordinary retail trade), showing the goods and the sellers and buyers in sufficient detail to enable the goods and the sellers and buyers to be identified and a record of all the invoices relating to such purchases and sales;
 - (d) statements of stock held by the Company at the end of each financial year and all records of stocktakings from which any such statement of stock has been, or is to be, prepared; and
 - (e) a record of any services provided and of all invoices relating thereto.

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

62. The accounting records shall be kept at the office or, subject to the provisions of the Act and in particular Section 283 of the Act, at such other place as the Board thinks fit, and shall at all reasonable times be open to the inspection of the members of the Board.
63. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as may be

necessary.

64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the Board's report and auditors' report shall not less than 21 days before the date of the annual general meeting be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

65. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act and in particular, Chapters 18 to 21 of Part 6 of the Act.
66. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in their appointment or that they were at the time of their appointment not qualified for appointment.

NOTICES

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

INDEMNITY

68. Subject to the provisions of and so far as may be permitted by the Act and the Charities Act, every member of the Board, Company Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of his duties or in relation thereto including (without prejudice to the generality of the foregoing) any liability incurred by them in defending any proceedings, civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted by them as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which they are acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to them by the Court.
69. Subject to the provisions of the Act and the Charities Act, the Board shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time members of the Board or officers of the Company including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in good faith in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in connection with their duties, powers or offices.

Names, Addresses and Descriptions of Subscribers

Desmond Gilliland, Mill Park Road, Enniscorthy, Co. Wexford. Methodist Minister.

Brendan O'Reilly, Irish Missionary Centre, Orwell Park, Rathgar, Dublin 6. Irish Missionary Union.
Executive Secretary.

Ian S. MacDowell for and on behalf of Christian Aid, Overseas House, 3 Belgrave Road, Dublin 6 (authorised representative)

Jerome Connolly, 142 Clonkeen Crescent, Kill O'the Grange, County Dublin.
Executive Secretary on behalf of Irish Commission for Justice and Peace.

Terence Gavaghan, Glentor, Enniskerry, County Wicklow.
Development Co-Operation Consultant.

A. Finucane for and on behalf of Concern, 1, Upper Camden Street, Dublin 2.

Ronald Smiley, for and on behalf of Gorta, 16 Upper Mount Street, Dublin 2.

Brian McKeown, Seafield, Shankill, County Dublin.
Director of Trocaire.

Kenneth McClenaghan for and on behalf of Irish Leprosy Association, 128 Lower Leeson Street, Dublin 2.

Patricia Cleary for and on behalf of Comhlamh,
4/5, Eustace Street, Dublin 2.
(Authorised representative).

Dated the 22nd day of November 1982

Witness to the above signatures:-

Ann FitzGerald, 7 Herberton Drive, Rialto,
Executive Secretary.

Witness to the signatures of Desmond Gilliland,
Brendan O'Reilly, Ian S. MacDowell, Jerome Connolly,
Terence Gavaghan, A. Finucane, Ronald Smiley, Brian
McKeown, Kenneth McClenaghan and Patricia Cleary.



