

**COMPANIES ACT 2014**  
**COMPANY LIMITED BY GUARANTEE**  
**CONSTITUTION**  
**OF**  
**IRISH SOCIETY FOR AUTISM**

**MEMORANDUM OF ASSOCIATION**

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1. The name of the Company (hereinafter called “the Company”) is:-  
  
Irish Society for Autism
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main object for which the Company is established is:-
  - (i) To foster, promote and advance understanding and awareness of Autism and the education and welfare of people with Autism or any persons affected with any condition of an allied or similar nature.
  - (ii) To promote research devoted to the study of the origin and causes, relief, prevention, lessening and alleviation of autism or any condition of an allied or similar nature.
4. The following powers set out hereafter may be carried out exclusively in furtherance of the main object set out above and may be carried out only for the attainment of that main object and any income generated therefrom is to be applied for the main object only:-
  - (1) To establish, provide, endow, furnish, fit out with all necessary furniture, instruments and other equipment and maintain staff and manage day centres, workshops, special care units, schools, and other educational or amenity centres for persons with Autism or any condition of an allied or similar nature.
  - (2) To provide accommodation, care, nursing, occupational therapy, physical therapy, other therapies, education, technical or vocational training to and for the benefit of persons with Autism or any condition of an allied or similar nature either in the homes of such persons or elsewhere as the Company may think fit.

- (3) To employ medical, surgical, psychological and pharmaceutical officers, occupational therapists, nurses, attendants, para-medics and all other necessary personnel and to provide and supply all such equipment, supplies and appliances as may be required.
- (4) To erect, provide, construct, build, equip, maintain, conduct or manage and to provide facilities and financial and other assistance for buildings and other places for the-furtherance of the main object of the Company.
- (5) To employ administrators, instructors, teachers, demonstrators, trainers and all necessary staff to carry out the main object of the Company.
- (6) To provide expert advice, consultancy services, courses of instruction, tuition, lectures, meetings of parents and interested persons, discussion groups, exhibitions, conferences, printed matter and literature in relation to or in furtherance of the main object of the Company.
- (7) To promote research into subjects related to Autism and similar subjects, and to educate and influence public opinion by all lawful means.
- (8) To apply, petition for or promote any Act of the Oireachtas with a view to the attainment of the above main object.
- (9) To make, draw, accept, endorse, issue, discount and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- (10) To acquire by purchase, gift, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent; any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interest annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and whether subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (11) To construct, alter, restore, repair, maintain, take down or remove buildings, erections, walls, fences, railings, gates, seats or other structures on lands and property held by or under the care or management (whether jointly with any other person or not) of the Company and generally to maintain, uphold manage, improve and develop the property of the Company.
- (12) To procure the Company to be registered or recognized in any country, state or place, and to comply with any conditions, necessary or expedient to enable the Company to carry out its main object in any country, state or place, and to establish local agencies for the purpose of carrying out the main object of the Company.

Provided however that in all cases the administration thereof shall be carried on in the Republic of Ireland.

- (13) 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 principle 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.
- (14) To acquire in any manner (including acquisition by the purchase out of the funds of the Company) and hold any investments (being at the time of acquisition of a nature authorised by law for the investment of trust funds, or of a nature authorised by the trust of the funds out of which the same shall be acquired, or by the Donor of the same) and to apply the income thereof (subject to any trusts imposed by the Donor of the same) at the discretion of the board of Directors for the preservation and maintenance of the property of the Company or any parts thereof, or for any of the main object of the Company.
- (15) To raise funds and accept, seek and collect grants, subscriptions and donations by any means whatsoever, collecting, flag days, functions, sales, subscriptions, bingo, dances and any other fund raising activities (whether of real or personal estate) and devises and bequests for the main object aforesaid, and to sell or dispose of or (as far as permitted by law) to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be, or capable of being occupied for the main object of the Company and generally to manage, invest, and expand all moneys and property belonging to the Company.
- (16) To take or otherwise acquire, and to hold membership interests, shares and/or securities of any company and to sell, hold, re-issue with or without guarantee or otherwise deal with same.
- (17) To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (18) To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (19) To codify, adopt and promulgate rules and regulations for the governance and management of the Company and any subsidiary or related companies or entities wherever situate.
- (20) To accumulate capital for any of the purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two (2) years.
- (21) To purchase or otherwise acquire and to hold or dispose of any machinery, plant, engines, rolling-stock, materials or instruments for building or otherwise, or things and any personal property or rights which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company, or which may be requisite or convenient for the purpose of carrying out any object of the Company.
- (22) To sell, lease, mortgage or otherwise dispose of the undertaking of the Company or any part thereof or any of the property or investments of the Company in such a manner and for such consideration as the Company may think fit, and, if thought desirable, for shares (fully or partly paid up) debentures, debenture stock or securities of any company which is thought conducive, directly or indirectly, to the purposes of the Company and whether promoted by the Company for the purposes or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property rights of the Company.
- (23) To act in concert with or to enter into any arrangements with any body, government or authority, supreme, municipal, local or otherwise, or company now or hereafter constituted or with any resident in the neighbourhood of property of the Company that may seem conducive to the Company's main object and to obtain from any such government, authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions, and to accept payment of money from such bodies in furtherance of the Company's main object and apply the same to such objects.
- (24) To act as Trustees of any property for the above main object of the Company or for any other purpose that may seem conducive to the main objects of the Company.
- (25) To take over from existing owners, joint owners, or trustees and to hold in trust either alone or jointly with any Trustee or Trustees any real or personal property of every kind connected with such various buildings or land owned by or on charitable uses and trusts connected with the Company.

- (26) To take over from existing Trustees and to hold either alone or jointly all or any existing charitable and benevolent funds, investments and bursaries established for the Company or for any other charitable purpose and any other property of which the Company may be appointed as Trustee.
- (27) To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit including the power to pay interest on any money so raised or borrowed; and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake and to redeem or pay off any such securities.
- (28) To donate, whether by way of conveyance, assurance, transfer, lease, license or other disposition or means whatsoever any land or property of the Company and whether for a nominal or other or no consideration to any person or body for charitable purposes only and to contribute by donation, subscription or guarantee or otherwise to any charitable purposes whatsoever provided in all cases such charitable purposes are consistent with the main object of the Company.
- (29) To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose of the Company.
- (30) To establish and support, and to aid in the establishment and support, whether as shareholder or member or otherwise, of any other association or company formed for all or any of the main object of the Company.
- (31) To adopt all such means, including the granting of prizes, awards and donations and the promotion and provisions of conferences, public and private meetings, discussions, publication and dissemination of books, writings, pamphlets, correspondence and the organisation and holding of exhibitions, musical and dramatic performances and cinematographic, radio and television shows and productions, and the employment of all other types of visual and oral communication, publicising, making known, promoting and furthering the main object and proceedings of the Company, or any of them, as may seem expedient.
- (32) To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose main object are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of its income and assets to at least as great a degree as the Company by virtue of Clause 8 hereof and to guarantee the Contracts of, or otherwise assist any such person, company, society,

trust or other partnership, and to sell, hold, re-issue with guarantee or otherwise deal with same.

- (33) 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 dependants of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pensions scheme and provided that such occupational 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 occupational 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.
- (34) To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes.
- (35) 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.
- (36) 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).
- (37) To pay all or any of the expenses of or incidental to the formation and incorporation of the Company.
- (38) To carry on any other business and do all such other things as may be deemed incidental or conducive to the attainment of the above main object.
- (39) To do all of the above things as principal, agent, contractor, trustee or otherwise and by or through trustees, agents, subsidiaries or otherwise if the same may be seen directly or indirectly to benefit the purpose for which the Company is established.

**AND IT IS HEREBY DECLARED** that in the construction of this Clause, the word “company”, except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere and words denoting the singular number only shall include the plural number and vice versa.

5. The liability of the Members is limited.
6. Every Member of the Company undertakes that 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, he or she will contribute to the assets of the Company such amount as may be required for -
  - (a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a Member,
  - (b) payment of the costs, charges and expenses of winding up, and
  - (c) adjustment of the rights of the contributories among themselves,

not exceeding One Euro.

#### **WINDING UP**

7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same 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 having main objects 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 8 hereof. The Members of the Company who are entitled to attend and vote at general meetings shall select the relevant 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 details of the recipients and the terms of the transfer.

#### **INCOME AND PROPERTY**

8. The income and property of the Company shall be applied solely towards the promotion of its main object(s) as set forth in this Constitution. No portion of the Company’s income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members of the Company.

No charity trustee 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 charity trustee) 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 charity trustees 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 charity trustee) to the Company:
- d) reasonable and proper out of pocket expenses incurred by any charity trustee 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 charity trustee may be a member holding not more than one hundredth part of the issued capital of such company.
- f) nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with Section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

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

- 9. No addition, alteration or amendment shall be made to the Memorandum or Articles of Association of the Company to such extent that they would alter the effect of Clauses 7 (winding up clause) and 8 (income and property clause) of the Memorandum of Association, such that there would be non-compliance with the requirements of section 1180(1) and (2) [power to dispense with "company limited by guarantee" as part of its name] of the Companies Act 2014 or of the licence granted to the Company pursuant to Section 24 of the Companies Act 1963.
- 10. 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.



**ARTICLES OF ASSOCIATION**  
**OF**  
**IRISH SOCIETY FOR AUTISM**

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The following regulations shall apply to the Company.

**PRELIMINARY**

1. In these Articles:-

**“Act”** means the Companies Act 2014 as amended and every statutory modification or re-enactment thereof for the time being in force;

**“Articles”** means these Articles of Association and “Article” has a corresponding meaning;

**“Board”** means the board of Directors for the time being of the Company.

**“Chairperson”** means the individual serving as chairperson of meetings of the Members, of the board of Directors or of a committee, respectively, for the time being as shall be appointed or elected as such pursuant to these Articles;

**“the Company”** means the registered company known as Irish Society for Autism;

**“the Directors”** means the Directors for the time being of the Company or the Directors present at a meeting of the board of Directors and includes any person occupying the position of Director by whatever name called and “Director” shall have a corresponding meaning;

**“Membership”** means membership of the Company in accordance these Articles;

**“Members”** means initially the subscribers to the Memorandum of Association of the Company and thereafter the members of the Company appointed in accordance with these Articles and “Member” shall have a corresponding meaning;

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

**“Bye-Laws”** means the Company’s guiding and operating standards and codes as adopted, amended or modified by the Company in general meeting from time to time;

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

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

**“Vice-chairperson”** means the individual serving as vice-chairperson of meetings of the Members or of the board of Directors, respectively, for the time being as shall be appointed or elected as such pursuant to these Articles;

2. In these Articles, unless a contrary intention is stated, a reference to:
  - (a) writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other electronic modes of representing or reproducing words in a visible form:
  - (b) words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company:
  - (c) the singular includes the plural and vice versa:
  - (d) each gender includes the other:
  - (e) a person shall be construed as a reference to any individual, firm or company, corporation, governmental entity or agency of a state or any association or partnership (whether or not having separate legal personality or two or more of the foregoing.
3. The headings are to be ignored in the construction of these Articles

### **MEMBERSHIP**

4. The number of Members is declared limited to 50 but the directors may from time to time register an increase or decrease in Members.
5. The subscribers to the Memorandum of Association and such other persons as shall be admitted to Membership by the Board shall be Members and shall sign the register of Members or shall sign a written consent to become a Member.
6. There may be three classes of membership namely: -
  - (a) Ordinary Members
  - (b) Life Members
  - (c) Honorary Members

All applications for Membership must be approved by the Board.

7. Subject to the provisions of these Articles:-
  - (a) an Ordinary Member shall have the right to receive notice of all meetings of the Company and to attend and vote thereat;
  - (b) an Honorary Member shall have the rights of an Ordinary Member, but shall not be under any obligation to pay an annual subscription fee; and
  - (c) a Life Member shall have such rights and privileges as may from time to time be granted by the Board and prescribed by the Bye-Laws, but shall not be under an obligation to pay an annual subscription fee and shall not be entitled to attend and vote at meetings of the Company.
8. The rights and privileges of a Member shall not be transferable and shall terminate on dissolution of the Company or:

- (a) on the Member's death; or
- (b) if the Member resigns by notice in writing to the Honorary Secretary at the registered office; or
- (c) if the Board resolves that he has ceased to be a Member and notice in writing of such decision is given to him or sent to him by prepaid post to the address given in the register of Members; or
- (d) when the annual membership fee as determined by the Board from time to time is not received by the Honorary Treasurer by the 1<sup>st</sup> day of March in the year it is due for payment.
- (e) on the Member being adjudicated a bankrupt in any part of the world or being bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
- (f) the health of the Member is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity.

Any Member who shall desire to resign their Membership of the Company shall give to or leave with the Secretary of the Company at the registered office a memorandum in writing notifying their resignation and on receipt of such notice they shall cease to be a Member of the Company.

9. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a special resolution of the Company in general meeting.

#### **ANNUAL MEMBERSHIP FEE**

10. The annual membership fee payable by Members, other than Honorary Members and Life Members, shall be determined from time to time by the Board and shall be payable on election to Membership for the year in which election takes place and thereafter shall be payable in advance on the 1<sup>st</sup> day of January in each year.

#### **GENERAL MEETINGS**

11. All general meetings of the Company shall be held in the State.
12. 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 meetings 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. So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 11, the Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
13. All general meetings other than annual general meetings shall be called extraordinary general meetings.
14. The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 178 [convening of extraordinary general meeting by members] of the Act as modified for CLGs by

Section 1203 of the Act. If at any time there is not within Ireland sufficient Directors to form a quorum any two Directors or any four Ordinary Members of the Company may convene an extraordinary general meeting.

### **NOTICE OF GENERAL MEETINGS**

15. Subject to Sections 181 [notice of general meetings] and 191 [resolutions] 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 the least and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 7 days notice in writing at the least. The notice 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
- (a) the place, the date and the 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 the proposed resolution

and shall be given in the manner hereinafter mentioned to such persons as are under these Articles entitled to receive such notices from the Company. Notices of an extraordinary general meeting shall state the purpose of the meeting and no business shall be conducted at an extraordinary general meeting except the business specified in the Notice.

16. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

17. 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
- (a) the company's statutory financial statement and the report of the directors, the report of the auditors on those statements and that report;
  - (b) the review by the Members of the Company's affairs;
  - (c) the election and re-election of Directors in the place of those retiring,
  - (d) the appointment or re-appointment of the statutory auditors and the fixing of the remuneration of the auditors.
18. 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, five Members entitled to vote shall be a quorum.
19. If within half an hour from the time appointed for the 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 Chairperson 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 and entitled to vote shall be a quorum.

20. The chairperson for the time being of the Board shall preside as Chairperson at every general meeting of the Company, or if there is no such chairperson, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-chairperson shall act as Chairperson.
21. If at any general meeting of the Company neither the Chairperson nor the Vice-chairperson is present within 15 minutes after the time appointed for the holding of the meeting or if they are present but unwilling to act the Members present and entitled to vote may choose one of their number to be Chairperson.
22. 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 adjourned meeting or of the business to be transacted at an adjourned meeting.
23. 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 Members present in person, or
  - (c) by any Member or Members present in person and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting.

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 the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn by the person or persons who have made the demand.

24. If a poll is duly demanded in accordance with Article 23 it shall be taken in such manner as the Chairperson 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 save that a poll demanded on a question of adjournment shall be taken forthwith.
25. 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.

26. A poll demanded on any question other than on a question of adjournment 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.
27. Subject to Section 193 [unanimous written resolutions] of the Act and to Article 28, a resolution in writing signed by all the Members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised 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 may consist of several documents in the like form each signed by one or more of the Members entitled to vote, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. A resolution passed in accordance with this Article shall be deemed to be 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, the statement shall be prima facie evidence that it was signed by him or her on that date.
28. If a resolution passed in accordance with Article 27 is not contemporaneously signed by all Members entitled to vote, the Company shall notify the Members within 21 days after the date of delivery to it of the said documents of the fact that the resolution was passed. The signatories of a resolution passed in accordance with this Article shall, within 14 days after the date of its passing, procure delivery to the Company of the documents constituting the written resolution and such delivery may be effected by electronic mail or the use of a facsimile machine. The Company shall retain, with the minute books of the Company, the documents constituting the written resolution as if they constituted the minutes of the proceedings of a general meeting of the Company. The validity of the written resolution shall not be affected by any non compliance with the provisions of this Article.
29. Article 27 does not apply to a resolution to remove a Director or a resolution to effect the removal of the auditors from office, or so as not to continue the auditors in office.

#### **VOTES OF MEMBERS**

30. Every Ordinary Member and Honorary Member shall have one vote.
31. Resolutions of the Members shall be by simple majority vote unless a special majority is required by law or unless these Articles otherwise require.
32. 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.
33. Subject to Article 27, votes must be given in person or in the case of a body corporate by its duly authorised representative. Proxies are not permitted.

#### **BODIES CORPORATE ACTING BY REPRESENTATIVES**

34. Any body corporate which is a Member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which they represent as that body corporate could exercise if it were an individual Member of the Company.

## **DIRECTORS**

35. The number of Directors shall be not less than four and unless and until the Company in general meeting shall otherwise determine, shall not exceed eight.
36. The Board shall consist of the Chairperson, Vice-Chairperson, Honorary Treasurer and Honorary Secretary and such other persons as shall be elected or co-opted as herein provided.
37. The first Board shall be appointed by the subscribers to the Memorandum of Association and they shall hold office until the first annual general meeting of the Company at which they shall retire but shall be eligible for re-election.
38. The Board may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the maximum number specified 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.
39. Vacancies amongst the Directors shall be filled annually by election at the annual general meeting of the members of the Company, such election to be by majority vote where there are more nominations than vacancies. The Members entitled to vote shall, in accordance with the Bye-Laws, determine the period for which each Director so appointed is to hold office and the provisions of Section 1196 [rotation of directors] shall not apply. Such appointments shall be subject to annual review in the manner provided for in the Bye-Laws. Directors shall retire from office at the end of their terms of appointment but shall, subject to the Bye-Laws, be eligible for re-appointment.
40. Not less than 70% of the elected Directors shall be parents or guardians (or such other family members as the Board may from time to time prescribe) of persons with Autism or a condition of an allied or similar nature.
41. The Members entitled to vote shall, (without prejudice to section 146 [removal of directors] of the Act as modified for CLGs by Section 1198 of the Act), have power at any time (and whether during any term of office of that Director or not) to remove any Director from office notwithstanding anything in these Articles or in any agreement between the Company and such Director.
42. Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company but shall not otherwise be entitled to remuneration.

## **BORROWING POWERS**

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

## **POWERS AND DUTIES OF DIRECTORS**

44. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no 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.
45. 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.
46. In accordance with the Act, the Directors shall cause minutes to be entered in books kept for the purpose of:-
- (a) all appointments of officers made by the Directors;
  - (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (c) all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.

## **DISQUALIFICATION OF DIRECTORS**

47. The office of Director shall be vacated if the Director:-
- (a) holds any office or place of profit under the Company; or
  - (b) is adjudged bankrupt in any part of the world or being bankrupt has not obtained a certificate of discharge in the relevant jurisdiction or makes any arrangement or composition with his creditors generally; or
  - (c) becomes or is deemed to be the subject of a disqualification order within the meaning of Chapter 4 [disqualification generally] of Part 14 of the Act; or
  - (d) a declaration of restriction is made in relation to the Director under Section 819 [declaration by court restricting director of insolvent company in being appointed or acting as director] of the Act; or
  - (e) is disqualified from being a charity trustee pursuant to Section 55 of the Charities Act 2009; or
  - (f) the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision-making capacity; or
  - (g) resigns his office by notice in writing to the Company; or



- (h) is convicted of an indictable offence unless the Directors otherwise determine; or
- (i) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 231 [duty of director to disclose his or her interest in contracts made by company] of the Act; or
- (j) if he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office; or
- (k) if in the opinion of a majority of the Board he fails to act in the best interests of persons with Autism.

### **VOTING ON CONTRACTS**

48. Provided that the Director concerned shall have disclosed such interest in accordance with the Act, a Director shall be entitled to vote in respect of any contract, transaction, arrangement or agreement with the Company in which they are in any way, whether directly or indirectly, interested and if they shall do so their vote shall be counted and taken into account in ascertaining whether a quorum is present.

### **PROCEEDINGS OF DIRECTORS**

49. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson shall have a second or casting vote.
50. The Board may from time to time make, vary and repeal Bye-Laws for the regulation of the affairs of the Company and the conduct of its officers, servants and Members and such Bye-Laws may prescribe the subscription to be paid by Members and the privileges to be enjoyed by any class of Members provided that no Bye-Law shall be made which is inconsistent with the provisions of the Act or the Constitution for the time being of the Company or which would amount to such an addition to or alteration of these Articles as could legally only be made by a Special Resolution passed in accordance with the Act.
51. The Chairperson, or any two Directors, may, and the Secretary on the requisition of the Chairperson, or any Director with the Chairperson, shall, at any time summon a meeting of Directors.
52. Subject to and in accordance with the Bye-Laws and Article 60, a Director may participate in a meeting by a conference telephone, video conference equipment, web and internet technology equipment or similar communications equipment by which all persons participating in the meeting can hear and be heard and all participants are advised of the communications equipment and the names of the participants and those in attendance are divulged to all participants. Participation in a meeting in this fashion constitutes presence in person at the meeting.
53. The quorum necessary for the transaction of the business of the Directors shall be a four or such higher number as may be fixed by the Board.
54. 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

Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of requesting the Members to increase the number of Directors to that number, or for the purpose of summoning a general meeting of the Company, but for no other purpose.

55. The Directors may delegate any of their powers to committees consisting of such persons as they think fit, at least one of whom shall be a member of the board of Directors: any committee so formed shall, in exercise of the powers so delegated, conform to any regulations and terms of reference that may be imposed on it by the Directors. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as same are applicable hereto and are not superseded by the provisions of these Articles or any regulation made by the Board under this Article.
56. The board of Directors shall appoint the Chairperson of any such committee, but if at any meeting the Chairperson is not present within 15 minutes after the time appointed for holding the same, the members present may, subject to and in accordance with any regulations and terms of reference imposed by the Directors, choose one of their number to be Chairperson of the meeting provided however that the Chairperson of such committees shall always be a member of the board of Directors.
57. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings 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.
58. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director 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 Director.
59. A resolution in writing signed by all of the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effective for all purposes as a resolution of the Directors as if it had been passed at a meeting of the Directors duly convened and held and 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 it is signed by the last Director.
60. For the purposes of these Articles, the contemporaneous linking together (in a manner contemplated by Article 52) by telephone or other means of audio communication, in a manner contemplated by this Article, of a number of Directors not less than the quorum shall be deemed to constitute a meeting of the Directors, and all the provisions in these Articles as to meetings of the Directors shall apply to such meetings provided that:
  - (a) each of the Directors taking part in the meeting must be able to speak, be heard and to hear each of the other Directors taking part;
  - (b) at the commencement of the meeting it must be expressly stated to be a meeting of the Directors, and each Director must acknowledge his presence; and
  - (c) a Director may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained

the express consent of the Chairperson of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the Chairperson of the meeting to leave the meeting;

and a minute of the proceedings at a meeting of the Directors contemplated by this Article 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 that meeting.

61. The board of Directors and any committee formed pursuant to these Articles may invite persons to attend and speak at meetings of the board of Directors or committee and to assist the members of the board of Directors or committee in their deliberations provided however that no person invited to attend meetings of the board of Directors or committee as aforesaid shall have a vote or be deemed to be a member of the board of Directors (whether by virtue of being deemed a de facto member of the board of Directors or otherwise) or committee, nor shall the benefit or burden of any rights or obligations attaching to membership of the board of Directors or any committee accrue to them, nor shall they be entitled in any way to hold themselves out as a member of the board of Directors or any such committee.

#### **PATRONS**

62. The Company may have patrons who will be elected from time to time by the Board. Any patron may retire by notice in writing to the Company and thereupon shall cease to be a patron.

#### **PRESIDENT/VICE PRESIDENT**

63. The Board not necessarily from amongst its members may from time to time appoint a President and Vice-President of the Company and determine the length of time that they shall hold such office. The President or Vice-President may be removed at any time by the Board.

#### **HONORARY SECRETARY**

64. The Company shall have an Honorary Secretary who shall be appointed by the Board and who may at any time be removed by the Board by notice addressed to him/her in writing. The Board may from time to time appoint a temporary substitute for the Honorary Secretary and any person so appointed shall for all purposes of these Articles be deemed during the term of his appointment to be the Honorary Secretary. No person who is not a Director shall be appointed as the Honorary Secretary or as temporary substitute and any such appointment shall terminate automatically on such person ceasing to be a Director.

#### **SECRETARY**

65. Subject to Clause 8 of the Memorandum of Association and to section 89 of the Charities Act 2009, a Secretary, who may or may not be a Member or a Director of the Company and who may be an actual person or a body corporate, shall be appointed by the board of

Directors for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

66. A provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

### **THE SEAL**

67. The Seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director.

### **ACCOUNTS**

68. The Directors shall cause adequate accounting records to be kept which comply with the provisions of Part 6 [financial statements, annual returns and audit] of the Act and which:-

- (a) correctly record and explain the transactions of the Company,
- (b) enable, at any time, the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy,
- (c) enable the directors to ensure that any financial statements of the Company, required to be prepared under Section 290 [Obligation to prepare entity financial statements under relevant financial reporting framework] or 293 [Obligation to prepare group financial statements under relevant financial reporting framework] of the Act, and any director's report required to be prepared under Section 325 [Obligation to prepare directors' report for each financial year] of the Act, comply with the requirements of the Act, and
- (d) enable those financial statements so prepared to be audited.

The Directors shall, in accordance with Part 6 of the Act, prepare and approve statutory financial statements for the Company in respect of each financial year but, in accordance with section 289 [statutory financial statements to give true and fair view] of the Act, the Directors shall not approve the statutory financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position, as at the end of the financial year, and profit or loss for the financial year –

- (a) in the case of the Company's entity financial statements, of the Company alone (as distinct from the Company and its Subsidiaries, if any, taken as whole),
- (b) in the case of the Company's group financial statements, of the Company and all its Subsidiaries included in the consolidation taken as a whole, so far as concerns the Members.

69. The accounting records shall be kept at the registered office or, subject to Section 283 [Where accounting records are to be kept] 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 Directors.
70. 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 Members, not being Directors and no Member (not being a Director) shall have any right of inspecting any financial statement, accounting record, book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
71. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company such statutory financial statements, directors' reports, including any group directors' report and statutory auditors' report as are required by the Act to be prepared and laid before the Company in general meeting.
72. A copy of every statutory financial statement, directors' report, including any group directors' report and statutory auditors' report (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company shall not less than 21 days before the date of the annual general meeting, be sent to every person entitled to receive notice of general meetings of the Company provided however that if copies of the documents are sent less than 21 days before the date of the annual general meeting they shall notwithstanding that fact be deemed to have been duly sent if it is so agreed by all the Members entitled to attend and vote at the meeting.

### **AUDIT**

73. Auditors shall be appointed and their rights and duties regulated in accordance with the Act. The auditors shall be entitled to attend any general meeting and to receive all notices of, and other communications relating to, any general meeting of the Company which any Member is entitled to receive, and to be heard on any part of the business which concerns them as auditors.

### **NOTICES**

74. A notice may be given by the Company to any Member in one of the following ways:
  - (a) by delivering it to the Member;
  - (b) by leaving it at the address of the Member as entered in the register of members;
  - (c) by sending it by post in a prepaid letter to the address of the Member as entered in the register of members; or
  - (d) by electronic means.

In the absence of any agreement to the contrary, any such notice shall be deemed to have been served or given –

- (a) in the case of its being delivered, at the time of its delivery (or, if delivery is refused, when tendered);
- (b) in the case of its being left, at the time that it is left;

- (c) in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after dispatch and in the case of its being posted (to such address) –
  - (I) on a Friday, 72 hours after dispatch; or
  - (II) on a Saturday or Sunday, 48 hours after dispatch;
- (d) in the case of electronic means, 12 hours after dispatch

Provided however that where notice is given by posting it by ordinary prepaid post to the address of the Member as entered in the register of members, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.

75. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) each Member;
  - (b) each Director
  - (c) the Secretary and
  - (d) the auditors for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

#### **INDEMNITY**

76. Subject to the Act, every Director, manager, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts or omissions while acting in such office, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 233 [power of court to grant relief to officers of company] of the Act in which relief is granted to him by the court.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Joseph N. Donohoe 6 Dashing Estate Dr 7. Postal Inspector ✓  
Patrick Monte 29 Kinross Grove Clontarf, Dublin Plant Engineer ✓  
Paddy Joseph Crowley 32 Montan Road Rastinis, Dublin Taxation Consultant ✓  
Maurice O'Sullivan 134 St. Morgan Wood, Upper Kilmacund Road, Blackrock, Dublin Bank Official ✓  
Raymond Heams, 2 The Palms, Malbrook, Dublin 14 Teacher ✓  
Bella O'Keefe Weston, Dundalk Co. Meath. Housewife ✓  
Edith J. Fogarty Ranelagh, Dromoglen Co. Meath Dental Surgeon ✓

Dated the 9<sup>th</sup> day of July 1976

Witness to the above Signatures:-

Paul A. Sampson

33 Kinross Grove,

Dublin 3

Chartered Accountant