

COMPANIES ACT 2014

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COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

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**CONSTITUTION**

-of-

**THE IRISH SOCIETY FOR THE PREVENTION OF  
CRUELTY TO CHILDREN**

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## MEMORANDUM OF ASSOCIATION

1. The name of the Society is **THE IRISH SOCIETY FOR THE PREVENTION OF CRUELTY TO CHILDREN**, hereinafter called the “Society”.
2. The Society is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main object (“Main Object”) for which the Society is established is to ensure in Ireland that children have a happy safe childhood, to assist others in ensuring that children elsewhere have a happy safe childhood, to protect children from suffering harm, trauma or abuse and to help children who have suffered harm, cruelty, trauma or abuse.
4. In furtherance exclusively of the Main Object, the Society shall have the following subsidiary objects:
  - 4.1 To ensure that children are afforded equal rights as citizens.
  - 4.2 To ensure that children have a voice in matters which affect them and that their views are given due weight in accordance with their age and maturity.
  - 4.3 To bring about, through the promotion of a child-centred approach to social policy, service delivery and parenting, a society in which all children are loved, valued and able to fulfil their potential and which refuses to tolerate cruelty towards children in any form whatsoever.
  - 4.4 To assert the rights of children as equal citizens in accordance with the UN Convention on the Rights of the Child 1989 as amended or replaced from time to time.
  - 4.5 To encourage better nurturance of children through a better understanding of their needs and to improve parent/child relationships.
  - 4.6 To take action in Ireland for the enforcement of laws for the protection of children and to assist others in doing so elsewhere.
  - 4.7 To eliminate all forms of child abuse and violence towards children.
  - 4.8 To provide and maintain in Ireland an organisation for the Main Object and to comply with all laws relating to the management of a charitable organization.
  - 4.9 To work with national, local government, statutory and voluntary agencies, legislators, social planners, employers, social work and health care professionals, teachers, parents, the public and children themselves to further the Main Object.

- 4.10 To provide expert advice, consultancy services, courses of instruction, tuition, lectures, meetings of parents and interested persons, discussion groups, exhibitions, printed matter and literature in relation to or in furtherance of the Main Object.
- 4.11 To promote research into subjects related to children and similar subjects and to educate and influence public opinion by all lawful means.
- 4.12 To educate and train persons in the care and treatment of children.
- 4.13 To provide, endow, furnish and fit out with all necessary furniture, instruments and other equipment and maintain and manage clinics and rehabilitation centres and training institutes for all children.
- 4.14 To provide services which are incidental and conducive to the Main Object.

**PROVIDED ALWAYS** that the Society shall not support with its funds, or endeavour to impose on, or procure the observance by its members or others of any regulation or restriction which, if an object of the Society, would make it a trade union.

**PROVIDED ALSO THAT** nothing hereinbefore contained shall be construed as including in the Main Object any objects which are not charitable according to law.

- 5. The Society shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:
  - 5.1 To exchange any land, buildings, premises, chattels, moveable property, rights, privileges or any real or personal property held by the Society for other land, buildings or real or personal property or to sell, improve, manage, develop, lease, let, dispose of or otherwise deal with any lands, buildings or personal property of the Society.
  - 5.2 To purchase, lease, hire, acquire by gift, purchase, fee farm grant, lease or otherwise or otherwise in any manner land, buildings, premises, chattels, moveable property, rights, privileges or any real or personal property of every nature and kind for any estate or interest therein and to hold, work, manage, maintain, mortgage, sell, lease or otherwise dispose of same as the Society may think fit, and to insure, repair, protect, renew and safeguard same as the Society may think fit.
  - 5.3 To develop, construct, enlarge, 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 Society and generally maintain, uphold, manage, improve and develop the property of the Society.
  - 5.4 To act as Trustees of any property, real or personal for any of the Main Object or for any other purpose that may seem conducive to the Main Object.
  - 5.5 To raise funds for the pursuit of the Main Object by all lawful means including but not limited to, appealing for and inviting contributions (whether periodical or

otherwise, absolute or conditional) from any person or body by way of donation, sponsorship, covenant, grant, loan, legacy, fundraising activities or subscription and to accept donations devised, bequests (whether of real or personal estate) and subscriptions upon any special trusts within the limits of the Main Object and to sell and dispose of, 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 purposes of the Society and generally to manage, invest and expend all monies belonging to the Society in furtherance of the Main Object.

- 5.6 To raise or borrow money and to secure the payment of money in such manner as the Society may think fit, and in particular by the issue of debenture or debenture stock, perpetual or otherwise, charged or not charged, or by mortgage, hypothecation, lien or pledge, of or upon the whole or any of the Society's property, undertaking, assets and rights, both present and future and to purchase, redeem or pay off any such securities.
- 5.7 To apply to any government or any Minister or any other person or bodies for the advance of monies by way of grant to finance the work of the Society and to apply such monies accordingly subject to any conditions or restrictions which may be attached to such grant.
- 5.8 To maintain and operate bank accounts and to make, draw, accept, endorse, execute, issue, discount, and otherwise deal with promissory notes, bills of exchange and other negotiable instruments, cheques, letters of credit, circular notes and other mercantile instruments.
- 5.9 To invest and deal with the monies of the Society not immediately required for the purposes of the Main Object in or upon such investments, securities or property or otherwise in such manner as may be thought fit and to manage and deal in same as may be thought fit by the Society, subject to such conditions (if any) as may for the time being be imposed or required by law and PROVIDED THAT prior approval is obtained from the Revenue Commissioners where it is intended to accumulate capital for a period in excess of 2 years.
- 5.10 To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Society, or for depreciation of works or stock, or any other purpose to advance the Main Object.
- 5.11 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 Society, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any company which is a subsidiary of or associated with the Society.
- 5.12 To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Society and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures of the Society.

- 5.13 To subscribe, guarantee or make donations either in cash or assets for charitable or benevolent objects or for any exhibition or for any public, general or useful object, or any other object whatsoever which the Society may deem expedient.
- 5.14 Subject to Clause 6 hereof, to employ such persons to perform such duties on such terms as the Society may think fit including agents either within or outside Ireland and remunerate any person, firm or company rendering services to the Society either by payment or otherwise and to prepare and implement a scheme or schemes in respect of the granting of pensions, gratuities and other allowances on retirement to or in respect of the staff of the Society and pay all or any of the expenses incurred in connection with the formation, promotion, incorporation or administration of the Society; the remuneration, tenure of office and other conditions of service of every person appointed or engaged by the Society shall be such as the Society shall determine.
- 5.15 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Society 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 Society; 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 Society and to subscribe or guarantee money for charitable objects.
- 5.16 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 5.17 To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Society is authorised to carry on, or possessed of property suitable for the purposes of the Society.
- 5.18 To incorporate any company or companies in any place in the world for the purpose of acquiring all or any of the property or liabilities of the Society, or of undertaking any business or operations which may appear likely to assist or benefit the Society, including fundraising activities, or to enhance the value of or render more profitable any property, assets or business of the Society, or for any other purpose which may seem directly or indirectly calculated to benefit the Society.
- 5.19 To take and hold shares and securities of any other company or companies having objects similar to the Main Object, and to sell, hold, reissue with or without guarantee or otherwise deal with the same.
- 5.20 To procure the Society to be registered or recognised in any foreign country or place.

- 5.21 To establish and organise branches and subsidiaries of the Society, and to establish and regulate agencies for the purposes of the Society.
- 5.22 To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Society is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Society.
- 5.23 To amalgamate, associate or combine with any company or group having similar objects, or having objects that can be conveniently integrated with the objects of the Society, provided that the Society shall not amalgamate or associate or combine with any company or Society which does not comply with the requirements of Section 1180 of the Act, and which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Society by Clause 6 of this Memorandum.
- 5.24 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Main Object or of similar charitable purposes and to exchange information and provide advice to them.
- 5.25 To apply, petition for or promote any Act of the Oireachtas with a view to the attainment of the above objects or any of them.
- 5.26 To assist, consult, advise and co-operate with, as appropriate, any government, company or organisation located anywhere in the world in any manner that may seem incidental or conducive to the above main objects.
- 5.27 To develop computer software, to maintain computer hardware and to operate facilities to facilitate on-line messaging and counselling between individuals and groups of individuals and to provide customer service and information facilities to such individuals or to engage service providers to assist the Society in doing so or to do any of these activities on behalf of the Society.
- 5.28 To act in concert or make any arrangements with any residents in the neighbourhood of property of the Society with reference to the Main Object.
- 5.29 To enter into any arrangements with any government departments or authorities, municipal, local or otherwise, or company that may seem conducive to the 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.
- 5.30 To consult, advise and co-operate as appropriate with any relevant government departments or authorities on any matters concerned directly or indirectly with the Main Object.
- 5.31 To do all other such lawful things in Ireland and elsewhere as are incidental and conducive to the Main Object.

And it is hereby declared that:

- (a) the word “company”, except where used in reference to this Society, 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;
- (b) “Ireland” means Ireland, exclusive of Northern Ireland;
- (c) words denoting the singular number only shall include the plural number and vice versa; and
- (d) references to Clauses are to Clauses of this Memorandum of Association.

## **6. Income and Property**

The income and property of the Society shall be applied solely towards the promotion of Main Object as set forth in this Constitution. No portion of the Society’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 Society.

No Director shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money’s worth from the Society. However, nothing shall prevent any payment in good faith by the Society of:

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

## **7. Additions, alterations or amendments**

The Society 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 Society 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.

**8. Winding Up**

If upon the winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Society. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Society. 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 Society under or by virtue of Clause 6 hereof. Members of the Society 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.

**9. Limited Liability**

The liability of the members is limited.

**10. Undertaking to Contribute**

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

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

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

## ARTICLES OF ASSOCIATION

1. In these Articles:

“the Act” means the Companies Act 2014;

“these Articles” means these articles of association of the Society which shall include the schedules hereto;

“the Board” means the board of directors of the Society;

“the Chairperson” means the person appointed as the chair of the Board in accordance with Article 20;

“Chief Executive” means the Chief Executive of the Society as may be appointed by the Board in accordance with Article 19;

“Children” means all persons under the age of eighteen (18) years;

“the Directors” means the directors for the time being of the Society or the directors present at a meeting of the Board and includes any person occupying the position of director by whatever name called;

“Honorary Member” means a person for the time being holding Honorary Membership of the Society in accordance with Schedule 1 (Members);

“the Honorary Secretary” means the person appointed in accordance with Article 23 to perform the duties of the Secretary of the Society;

“Junior Member” means a person for the time being holding Junior Membership of the Society in accordance with Article 4;

“Member” means a person, being an Honorary Member, an Ordinary Member or a Junior Member, whose name is for the time being entered in the Register of Members of the Society;

“Month” means calendar month;

“the Office” means the registered office for the time being of the Society;

“Ordinary Member” means a person for the time being holding Ordinary Membership of the Society in accordance with Schedule 1 (Members);

“the Seal” means the common seal of the Society;

“the Society” means The Irish Society for the Prevention of Cruelty to Children; and

“Person” includes a body of persons corporate or unincorporated.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form provided however that it shall not include writing in electronic form except as provided in these Articles and/or where it constitutes writing in electronic form sent to the Society, the Directors have approved its receipt in such form. Expressions in these Articles referring to execution of any document shall include any mode of execution under seal or under hand or any mode of electronic signature as shall be approved by the Directors. Expressions in these Articles referring to receipt of any electronic communications shall, unless the contrary intention appears, be limited to receipt in such manner as the Directors have approved.

Unless the contrary intention appears, the use of the word “address” in these Articles in relation to electronic communications includes any number or address used for the purpose of such communications.

References to Articles and Schedules are to Articles of, and Schedules to, these Articles.

References to the masculine shall include the feminine and vice versa.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Acts.

## **MEMBERSHIP**

2. The number of the Members with which the Society proposes to be registered is 26 (twenty-six) and shall comprise of such persons and categories of Members on such terms, with such powers and for such period as is set out in Schedule 1 (Members).

## **ASSOCIATES AND JUNIOR MEMBERS**

3. Persons who do not wish to apply for membership of the Society may apply to become Associates of the Society and may assist the Society through a contribution of funds or other supporting efforts on behalf of the Society. The Board may provide for a Register of Associates of the Society and may determine the conditions under which persons may be entered on the Register of Associates of the Society and the role and privileges to be granted to Associates. Associates are not Members of the Society and shall not be entitled to receive notice of meetings of the Society or to attend or vote thereat.
4. Junior Members, being persons under the age of eighteen (18) years who apply for Junior Membership, who agree to adopt and promote the principles and policies of the Society and who are accepted as Junior Members by the Board at its absolute discretion and are registered as such, shall have such rights and privileges as may from time to time be granted by the Board. They are not Members of the Society and shall not be entitled to receive notice of meetings of the Society or to attend or vote thereat. Junior membership shall cease when a Junior Member reaches the age of eighteen (18).

## **BOARD**

5. The Board (originally known as the National Executive) shall be the governing body of the Society and shall consist of such number of Directors as is set out in Schedule 2 (The Board).

The Directors shall be elected or appointed in such manner and hold office on such terms and for such period as is set out in Schedule 2 (The Board).

6. Subject to the provisions of the Acts and these Articles and to such directions as may be given by the Society in general meeting (save that no direction given by the Society in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given), the Board shall manage the business of the Society and may exercise all such powers of the Society as are not, by the Acts or by these Articles, required to be exercised by the Society in general meeting, and may make, alter or revoke rules and regulations other than the regulations of these Articles (provided that no such rule or regulation shall be made which would amount to such an addition or alteration to these Articles as could only legally be made by a special resolution of the Society).
7. Subject to provisions of Article 6, the Board may exercise such powers and shall comply with such duties as are specified in these Articles and in Schedule 2 (The Board).

#### **COMMITTEES**

8. The Board may from time to time delegate any of its powers to Committees consisting of at least two (2) Directors and such other persons, including Members and/or Junior Members (provided that where any Junior Members are appointed members of a Committee they shall have the right to attend, but not to vote at, any meetings of such Committees), as may be appointed by it from time to time at the discretion of the Board.
9. The Chairperson of the Board shall ex officio be entitled to be a member of any and all Committees of the Board.
10. The provisions of Schedule 2 (The Board) with respect to Committees shall apply with respect to the powers delegated to, and proceedings of, Committees of the Board.

#### **AUDIT COMMITTEE**

11. There shall be an Audit Committee appointed by the Board comprising of the Honorary Treasurer and at least one (1) other Director and at least one (1) but not more than two (2) persons, not being Directors, who need not be Members and who have competence and experience in accounting and/or auditing as may be appointed by the Board from time to time and for such period as the Board shall determine.
12. The provisions of Schedule 2 (The Board) with respect to the Audit Committee (and Articles 30 and 32 with respect to the role of the Honorary Treasurer as chair of the Audit Committee) shall apply with respect to the powers delegated to, and the proceedings and the duties of, the Audit Committee.

#### **REMUNERATION COMMITTEE**

13. The Board shall appoint a Remuneration Committee and delegate to that Committee responsibility for the negotiation of the Chief Executive's remuneration package and for determining the staff remuneration policy of the Society. The Board may also delegate to the Remuneration Committee functions in respect of disciplinary and grievance matters concerning the Chief Executive and those senior members of staff reporting directly to him or her.

## **NOMINATIONS AND CORPORATE GOVERNANCE COMMITTEE**

14. The Board shall appoint a Nominations and Corporate Governance Committee.
15. The Nominations and Corporate Governance Committee shall consist of at least three (3) persons being the Chairperson, two (2) Directors and such other person as may be appointed by the Board from time to time and for such period as the Board shall determine.
16. The power, function and duty of the Nominations and Corporate Governance Committee shall be to foster and monitor the compliance of the Society with best practice in relation to corporate governance. The provisions of Schedule 2 (The Board) with respect to the Nominations and Corporate Governance Committee shall apply with respect to the powers delegated to, and the functions and the duties of, the Nominations and Corporate Governance Committee.

## **BRANCH COMMITTEES**

17. Branch Committees of the Society may from time to time be established by or with the authority of the Board for the purpose of carrying out all or any of the purposes and objects of the Society in particular districts or special interest areas assigned to them by the Board.
18. The constitution the Branch Committees and the areas in which they are respectively to act, the powers delegated to them, the mode in which their business is to be conducted and their dissolution shall be determined by the Board in accordance with Schedule 3 (Branch Committees).

## **CHIEF EXECUTIVE AND SENIOR MANAGEMENT TEAM**

19. The Board may from time to time appoint a person to the office of Chief Executive and one or more individuals to comprise a senior management team and may delegate to such individual or individuals such of its powers (not being powers to borrow money) as the Board may deem expedient on such terms and conditions and with such restrictions as it may think fit, and may remove and discharge any individual so appointed and appoint another in his or her place. The performance of the senior management team shall be monitored by the Board on a regular basis.

## **CHAIRPERSON AND VICE-CHAIRPERSON**

20. The Chairperson of the Board shall be appointed by the Board from amongst its number for such period as may be determined by the Board and unless the Board otherwise determines shall hold office for the period specified in paragraph 6 of Schedule 2 (The Board).
21. The Chairperson shall each year nominate a Vice-Chairperson of the Board from amongst its number.
22. The provisions of Schedule 2 (The Board) with respect to the Chairperson & Vice-Chairperson shall apply with respect to the power, functions and duties of the Chairperson and any person for the time being occupying the chair at any general meeting or meeting of the Board.

### **HONORARY SECRETARY**

23. The Honorary Secretary shall be appointed by the Board from amongst its number for such period as may be determined by the Board.
24. The Honorary Secretary will be responsible for overseeing the recording of the meetings of the Board and for ensuring that all decisions of the Board are properly recorded.
25. The Honorary Secretary will be responsible to the Board for ensuring that membership of the Society is fully registered in accordance with these Articles and for overseeing procedures for the promotion and admission of membership of the Society.
26. The Honorary Secretary may with the approval of the Board delegate such of his or her functions as may be appropriate to other persons being a member of the Board or a member of the staff of the Society.
27. The Board may delegate to the Honorary Secretary its powers in respect of admission to membership of the Society in accordance with stipulated requirements.

### **HONORARY TREASURER**

28. The Honorary Treasurer shall be appointed by the Board from amongst its number for such period as may be determined by the Board.
29. The Honorary Treasurer will have overall responsibility to the Board to monitor adherence of the Society, its staff and procedures to best standards of financial procedures and reporting and to ensure that Members generally and the Board in particular have access to accurate and current reports on the financial position of the Society.
30. The Honorary Treasurer will chair the Audit Committee.
31. The Honorary Treasurer will liaise as appropriate with the Society's Finance Manager so as to obtain any required information or otherwise to discuss appropriate aspects of the Society's financial state or procedures.
32. The Honorary Treasurer will liaise with the Society's Auditors and, through the Audit Committee, will seek to obtain the highest standards of audit appropriate to the interests of the Society.

### **PRESIDENT**

33. The Board may from time to time appoint a person to the office of President of the Society to hold office for a term of three (3) years and unless his or her office is vacated he or she shall retire at the third Annual General Meeting after his or her appointment. The President shall be eligible for reappointment by the Board as President for a further two consecutive terms of three (3) years provided always that no person shall serve as President for in excess of three (3) consecutive three (3) year terms of office.
34. The President may represent the Society at public engagements, attend meetings of the Board and he or she may also assist the Board on an ongoing basis over the course of his or her term.

## **SEAL**

35. The Seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Board and any such instrument to which the Seal is affixed shall be (i) signed by a member of the Board and (ii) shall be countersigned by a second member of the Board or by the Honorary Secretary or by such other person as the Board shall appoint for the purpose.
36. Any document purporting to be certified under the Seal of the Society to be a true copy of these Articles made thereunder shall until the contrary is proved be deemed a true copy.
37. Any instrument which if made by private persons would be required to be under seal shall be under the Seal of the Society.

## **ACCOUNTS**

38. The Directors shall ensure that adequate accounting records are kept in compliance with Chapter 2, Part 6 of the Act.
39. The accounting records shall be kept at the Office or, subject to Section 283 (2) of the Act, at such other place as the Directors think fit, and shall at all reasonable times be available for inspection without charge by the officers of the Society and by other persons entitled pursuant to the Act to inspect the accounting records of the Society.
40. The Board shall from time to time determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of the Society or any of them shall be open to the inspection of Members, not being Board members and no Member (not being a Board member) shall have any right to inspection of any account book or document of the Society, except as conferred by statute or authorised by the Board or by the Society in general meeting.
41. The Directors shall from time to time in accordance with the Acts cause to be prepared and to be laid before the Annual General Meeting of the Society such profit and loss accounts, balance sheets, group accounts and reports as are required by the Acts to be prepared and laid before the Annual General Meeting of the Society.
42. A copy of the statutory financial statements together with a copy of the directors' report and the Auditor's report thereon shall not less than twenty-one (21) days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Acts to receive them.

## **AUDIT**

43. Auditors shall be appointed and their rights, obligations and duties regulated in accordance with Part 6 of the Act.

## **NOTICES**

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

45. The provisions of Schedule 1 (Members) with respect to Notices of General Meetings shall apply with respect to notices of general meetings of the Society.

#### **INDEMNITY**

46. Subject to the provisions of and so far as may be permitted by the Acts but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director, Auditor, Honorary Secretary, Honorary Treasurer or other officer of the Society shall be entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution or discharge of his or her duties or in relation thereto including (without prejudice to the generality of the foregoing) any liability incurred by him or her 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 him or her as an officer or employee of the Society and in which judgment is given in his or her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part) or in which he or she is acquitted or in connection with any application under section 233 or 234 of the Act for relief from liability in which relief is granted to him or her by the Court.



## SCHEDULE 1 (MEMBERS)

### MEMBERSHIP

1. The Board may provide for a Register of Members of the Society to be kept in accordance with section 169 of the Act.
2. There shall be two classes of membership of the Society as follows:
  - (a) **Honorary Membership:** being:
    - (i) The President of Ireland subject to his or her consent, as the Presidential Patron of the Society;
    - (ii) Patrons, being persons appointed by the Board; and
    - (iii) Other Honorary Members appointed by the Board.
  - (b) **Ordinary Membership:** being the subscribers to the Memorandum of Association, the Ordinary Members of the Society at the date of the adoption of these Articles, together with such other persons who apply for Ordinary Membership and agree to adopt and promote the principles and policies of the Society and are accepted as Ordinary Members by the Board at its absolute discretion and are registered as such.
3. Members may pay an annual subscription to the Society of such amount (if any) as may be fixed by the Board from time to time.
4. Subject to the provisions of these Articles, an Ordinary Member and an Honorary Member shall have the right to receive notice of all meetings of the Society and to attend and vote thereat.
5. The rights and privileges of every Member shall be personal to himself or herself and shall not be transferable.
6. Membership of the Society shall cease in relation to a Member:
  - (a) If the Member resigns his or her membership of the Society by notice in writing to the Honorary Secretary of the Society.
  - (b) On the Member's death.
  - (c) If the Board resolves that the Member has ceased to be a Member on the grounds that he or she by his or her conduct or actions has brought the good name of the Society into disrepute or has failed to adapt or promote the principles and policies of the Society or on such other grounds as in the opinion of the Board justifies the cessation of his or her membership and notice in writing of such decision is given to him or her by prepaid post to the address given in the register;
  - (d) If the Member fails to pay within such period as the Board may determine any annual subscription due to the Society.
  - (e) If the Member is convicted of an offence, unless the Board otherwise determines.

## GENERAL MEETINGS

7. Subject to Section 176 of the Act, general meetings of the Society may be held inside or outside of Ireland.
8. A general meeting shall be held once in every calendar year at such time (not being more than fifteen (15) months after the holding of the last preceding general meeting) and at such place and time as the Board may decide.
9. The above-mentioned general meetings shall be called Annual General Meetings and all other General Meetings shall be called Extraordinary General Meetings.
10. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such requisition as is provided by Section 178 of the Act (as modified by section 1203 thereof). If at any time there are not within Ireland sufficient members of the Board to form a quorum, any member or members of the Board may convene an Extraordinary General Meeting.
11. Without prejudice to the power of the Directors to include on the agenda of any Annual General Meeting such matters as they may, in their absolute discretion, think fit, the business of the Annual General Meeting shall include the following matters:
  - (a) the consideration of the Society's statutory financial statements and the report of the Directors and the report of the statutory auditors on those statements and that report; and
  - (b) the review by the Members of the Society's affairs.
12. No business shall be transacted at any general meeting unless a quorum of Members is present in person or by proxy when the meeting begins. Save as otherwise provided in these Articles, ten (10) Members who are entitled to attend and vote at the meeting in question shall be a quorum.
13. If within half an hour of the time appointed for a meeting a quorum is not present, the meeting, if convened upon a requisition of Members who are entitled to attend and vote at the meeting in question, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place or such other place as the Chairperson may appoint, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members who are entitled to attend and vote at the meeting in question present shall be a quorum.
14. The Chairperson of the Board, if present, shall preside as chairperson at every general meeting of the Society.
15. If the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting, the Directors present shall elect one (1) of their number to be chairperson of that meeting.
16. The chairperson of the general meeting 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 the adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a

meeting is adjourned for thirty (30) days or more notice of the adjourned meeting shall be given as in the case of the 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.

#### **NOTICES OF GENERAL MEETINGS**

17. Subject to the provision of Section 181 and Section 193 (as modified by Section 1208) of the Act, 21 days' notice at the least (exclusive of the day upon which the notice was served or deemed to be served but inclusive of the day for which notice was given) specifying the place, the date and the time of the meeting, the general nature of the business to be transacted at the meeting, and in case of a proposed special resolution the text or substance of that resolution, shall be given in the manner above mentioned to such as are entitled under these Articles to receive such notice, but with the consent of all the Members entitled to receive notice of some particular meeting and of the statutory auditors of the Society for the time being (unless no statutory auditors stand appointed in consequence of the Society availing of the audit exemption), that meeting may be convened by such shorter notice as these Members may think fit. Each such notice shall contain a statement relating to voting by proxy in accordance with section 181 (5) (d) of the Act.
18. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any person entitled to receive notice, shall not invalidate the proceedings of any meeting.
19. The provisions of paragraph 16 of this Schedule 1 (Members) shall apply with respect to notices of adjourned meetings.
20. A notice of every general meeting shall be given in any manner hereinbefore authorised to:
  - (a) every member;
  - (b) the Directors and the secretary of the Society; and
  - (c) the Auditor for the time being of the Society (unless the Society is entitled to and has availed of the audit exemption under section 360 or 365 of the Act).

No other persons shall be entitled to receive notice of general meetings.

#### **VOTES OF MEMBERS**

21. Subject to paragraph 4 of this Schedule 1 (Members), every Member shall have one (1) vote.
22. 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 chair of the meeting whose decision shall be final and conclusive.
23. At any general meeting of the Society a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (whether before or on the declaration of the result of the show of hands) demanded:
  - (a) by the chairperson of the meeting;

- (b) by Members present in person or by proxy representing one tenth (1/10th) of the total voting rights of all the Members having the right to vote at the meeting; or
- (c) by at least three (3) Members present in person or by proxy.

Unless a poll is so demanded, a declaration by the chair of the meeting 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 Society, 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.

- 24. Except as provided in paragraph 23 of this Schedule 1 (Members), if a poll is duly demanded it shall be taken in such a manner as the chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 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 the election of a chair of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the chair of the meeting directs, and any business other than that upon which a poll has demanded may be proceeded with pending the taking of the poll
- 27. Subject to Section 193 of the Act (as modified by section 1208 thereof), a resolution in writing signed by all Members for the time being entitled to attend and vote on such resolution at a general meeting of the Society (or being bodies corporate, by their duly authorized representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Society duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. Any such resolution may consist of several documents in the like form, each one signed by one or more members for the time being entitled to attend and vote on such resolution at a general meeting.
- 28. Votes may be given either personally or by proxy, save that on a show of hands every Member present and every proxy shall have only one vote, but so that no individual member shall have more than one vote. The chair of the meeting may request such individual to specify on whose behalf a vote is being cast on a show of hands.
- 29. The instrument appointing a proxy shall be in writing (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorized in writing.

A proxy need not be a Member.

- 30. 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 Ireland as is specified for that purpose in the notice convening the meeting not less than 24 hours 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 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

31. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

<b><i>Irish Society for the Prevention of Cruelty to Children (ISPCC)</i></b>			
<b>(the “Company”)</b>			
<p>[Name of member] (the “<b>Member</b>”) of [Address of Member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.</p>			
<p>The proxy is to vote as follows:-</p>			
<p>Voting instructions to proxy (Choice to be marked with an “X”)</p>			
<p>Number or description of resolution:</p>	<p>In Favour</p>	<p>Abstain</p>	<p>Against</p>
1.			
2.			
3.			
<p>Unless otherwise instructed, the proxy will vote as he or she thinks fit.</p>			
<p>Signature of Member.....</p>			
<p>Dated [date] .....</p>			
<p>This form is to be used *in favour of /against the resolution. Unless otherwise instructed, the proxy will vote as he/she thinks fit.</p>			
<p>*Strike out whichever is not desired.</p>			

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

33. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity 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, insanity or

revocation as aforesaid is received by the Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **SCHEDULE 2 (THE BOARD)**

### **COMPOSITION OF THE BOARD & TERM OF OFFICE**

1. The Board shall consist of a minimum of six (6) Directors and, unless and until determined by the Members in general meeting, not exceed twelve (12) Directors. The Board may, where it considers the expertise and experience of such persons to benefit its work and assist the Society in the management of its business, appoint any person to be a Director of the Society, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors of the Society shall not at any time exceed the number provided for in paragraph 1 of this Schedule 2. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election.
2. Save as hereinafter provided in respect of the Chairperson, each Director shall hold office for a term of three (3) years and unless his or her office is vacated he or she shall retire at the third Annual General Meeting after his or her appointment. Each Director shall be eligible for re-election for a further consecutive term of three (3) years PROVIDED ALWAYS that no Director shall serve for in excess of three (3) consecutive three (3) year terms of office. A Director who has served three (3) consecutive terms of office shall not be eligible for election thereafter until two (2) years have passed since the end of the last such term of office served by him or her.
3. A Chief Executive Officer appointed by the Directors shall not be a Director of the Society or a member of any committee of Directors and he or she shall not attend meetings of the Board of Directors except on its invitation and he or she shall not be entitled to vote at any meetings of the Board of Directors.

### **CHAIRPERSON AND VICE-CHAIRPERSON**

4. The Chairperson shall take the chair at any general meeting or meetings of the Board at which he or she is present and in his or her absence the Vice-Chairperson if present shall take the chair and in his or her absence the Directors present shall choose one of their number to be chairperson of the meeting.
5. At any general meeting or meeting of the Board the person for the time being occupying the chair shall be entitled to vote and shall also where the persons voting on any questions appear to be equal on either side be entitled to give a second or casting vote.
6. Subject to Article 20, the Chairperson shall hold office for a term of three (3) years and unless he or she shall have previously retired and not been re-elected or his or her office shall have previously been vacated he or she shall retire at the third Annual General Meeting after his or her appointment. The Chairperson shall be eligible for re-election as both a Director and, subject to Article 20, as Chairperson, for a further single consecutive term of three (3) years PROVIDED ALWAYS that no person shall serve as Chairperson for in excess of two (2) consecutive three (3) year terms of office. The retiring Chairperson shall be eligible for appointment for a third consecutive term as a member of the Board but not a fourth such term and shall not be eligible for election thereafter until two (2) years have passed since the end of the last such term of office served by him or her.
7. The duties and responsibilities of the Chairperson shall include (but not be limited to):

- (a) providing an overview of the overall governance and performance of the Society, and the most senior leadership of the Society;
- (b) in conjunction with the Board ensuring that there are appropriate long term strategies in place to implement the policies of the Society; and with the other Directors, to monitor and assess performance of the senior management team of the Society against those strategies;
- (c) chairing meetings of the Board and ensuring that it functions effectively and decisively; and
- (d) implementing as far as possible, through participation in the Nominations and Corporate Governance Committee, the principle that there be an appropriate broad range of skills and experience reflected in the composition of the Board.

### **POWERS AND DUTIES OF DIRECTORS**

- 8. The Board may, in accordance with this Schedule 2 and the recommendations of the Remuneration Committee convened in accordance with Article 13, appoint such officers and servants and pay such salaries or other remuneration as the Board thinks fit, and shall prescribe their respective duties, and may remove them.
- 9. The Board shall create a structure to enable Junior Members to participate in the work of the Society and to have their views represented to and considered by the Board and, to that end, shall appoint from amongst its number, or through co-option of an additional member of the Board, a rapporteur to liaise with Junior Members through the structure and to represent their views to the Board.
- 10. The Directors may exercise all the powers of the Society 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 Society or of any third party. As regards any property taken by the Society, not for general purpose of the Society, but on special trusts, the power of mortgaging shall apply only to the extent as is consistent with those trusts.
- 11. The Directors shall ensure that in performing their duties and responsibilities they shall have regard to best practice and good corporate governance, particularly in relation to financial management and control. In particular, without prejudice to the generality of the foregoing:
  - (a) the Directors shall ensure that the Board formally adopts and adheres to appropriate codes of business practice and conduct from time to time;
  - (b) the Directors shall ensure that the Board reviews its policies, performance and practice from time to time; and
  - (c) the Directors shall ensure that the Board arranges for all newly appointed Directors to be briefed on their responsibilities as Directors and on the appropriate codes of business practice and conduct that should govern and inform the discharge of their duties.



12. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Society for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they 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 Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
13. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Society, 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.
14. The Directors shall cause minutes to be made in books provided for the purpose:
  - (a) of all appointments of officers made by the Directors;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (c) of all resolutions and proceedings at all meetings of the Society, and the Directors and of committees of Directors.

#### **DIRECTORS' INTERESTS**

15. Each Director shall declare at a meeting of the Board the nature of his or her interest in:
  - (a) any contract or proposed contract with the Society in which he or she is directly or indirectly involved;
  - (b) any matter from which he or she might stand to benefit directly or indirectly from his or her position as a Director or from the operation of the Society; or

The said Director shall be entitled to make a statement to the Board on the issue and shall answer any questions put to him or her on that issue by any of the other Directors. Following such declaration of interest, statement and answering any questions that may be put, the said Director shall leave the meeting of the Directors and shall not be entitled to vote on the matter in which he or she is interested. The other Directors shall make a decision regarding such contract, proposed contract or other matter in the absence of the said Director and such Director on his or her return to the meeting shall be informed of the decision of the Board by the Chairperson, following which no further discussion of the issue shall take place. In circumstances where a Director is unsure as to whether an interest constitutes an interest for the purposes of this paragraph, the Director may inform the Chairperson either orally or in writing and the Chairperson shall, at his or her own discretion and having regard to good governance and best practice, determine whether the interest constitutes an interest for the purposes of this paragraph.

16. A register of Directors' interests shall be maintained by the Directors and shall include such interests as may be declared in accordance with paragraph 15 of this Schedule 2.

## **DISQUALIFICATION / REMOVAL OF DIRECTORS**

17. A Director shall vacate that office:
- (a) If the Director resigns his office by notice in writing to the Board and/or the Society, or
  - (b) If the health of the Director is such that he or she can no longer be reasonably regarded as possessing adequate decision-making capacity , or
  - (c) If the Board resolve that the Director has ceased to be a member of the Board on the grounds that he or she by his or her conduct or actions has brought the good name of the Society into disrepute or has failed to adopt or promote the principles and policies of the Society or on such other grounds as in the opinion of the Board justifies the cessation of his or her office as Director and notice in writing of such decision is given to him or her by prepaid post to the address given in the register; or
  - (d) If the Director is removed or retires or becomes prohibited from being a director under any of the provisions of the Acts; or
  - (e) If the Director is absent for three (3) or more consecutive meetings of the Board, save by agreement of the Chairperson and the Board resolves that his or her office should be vacated; or
  - (f) If the Director is adjudged bankrupt in Ireland or in Northern Ireland or Great Britain or makes any arrangement or composition with his or her creditors generally; or
  - (g) If the Director is subject to a Court declaration under section 819 of the Act; or
  - (h) If a disqualification order is made in respect of the Director under Chapter 4, Part 14 of the Act; or
  - (i) If the Director becomes incapable of discharging his or her duties as a member of the Board; or
  - (j) If the Director is convicted of an indictable offence unless the Board otherwise determines; or
  - (k) If the director is directly or indirectly interested in any contract with the Society and fails to declare the nature of his or her interest in manner required by section 231 of the Act, unless the Board otherwise determines; or
  - (l) If the Director stands for election or is elected, nominated or otherwise selected to Dáil Éireann, Seanad Éireann or any national legislature or to the European Parliament; or
  - (m) If the Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act 2009.
18. The Society may by special resolution of which extended notice is given in accordance with Section 146 of the Act (as modified by section 1198 thereof), remove any Director before the expiration of his or her period of office, notwithstanding anything in these Articles or in any agreement between the Society and such Director. Such removal shall be without prejudice to

any claim such Director may have for damages for breach of any contract of service between him and the Society.

### **PROCEEDINGS OF DIRECTORS**

19. The Directors shall meet together regularly for the despatch of business, and may 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 any equality of votes, the person for the time being occupying the chair shall have a second or casting vote.
20. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in Ireland is for the time being absent from Ireland.
21. The Board shall meet at least once in every quarter and, subject as aforesaid shall meet at such times as it thinks fit. The quorum necessary for the transaction of the business of the Directors shall be five (5) Directors present in person provided that any Director may participate in a meeting of the Directors by means of telephonic or other similar communication whereby all persons participating in the meeting can hear each other speak; and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and any director may be situated in any part of the world for any such meeting.
22. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each signed by one or more persons (whether under hand or by facsimile signature or by electronic signature (as defined in the Electronic Commerce Act, 2000)).
23. An act or thing done by the Society or by the Board or by any Committee of the Board shall not be invalidated by reason of any vacancy in an office or post belonging to the Society or in the Board or in any Committee.
24. A defect in the qualification or election of any Director or any person or persons acting as member or members of any Committee shall not be deemed to vitiate any proceedings of the Board or the Committee in which he or they has or have taken part in cases where the majority of members party to such proceedings are fully entitled to act.

### **COMMITTEES OF THE BOARD**

25. In accordance with Article 8, the Board may from time to time delegate any of its powers to Committees.
26. The constitution of such Committees and the areas in which they are respectively to act, the powers delegated to them, the mode in which their business is to be conducted and their dissolution shall be determined by the Board. Any Committee so formed shall, in exercise of the powers so delegated, conform to and operate within any directions that may be imposed on it by the Directors from time to time.
27. The Directors shall monitor and review the operation of such Committees from time to time.

28. The meetings and proceedings of any such Committee shall be governed by the provisions of this Schedule 2 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.
29. The chairperson of any Committee of the Board shall, unless otherwise provided in these Articles, be appointed by the relevant Committee, for such period as it may determine, from amongst its number, provided that any such chairperson shall also be a Director.
30. The chairperson of any Committee shall, where the persons voting on any questions appear to be equal on either side, be entitled to give a second or casting vote. If at any meeting the chairperson of any Committee is not present within thirty (30) minutes after the time appointed for holding the same, the members of the Committee present may choose one of their number to be chairperson of that meeting, provided that any such chairperson shall also be a Director.

#### **AUDIT COMMITTEE**

31. The Audit Committee will meet at least three (3) times annually to review financial policies and performance of the Society and to consider, in discussions with the Financial Manager or Auditors of the Society, any matter related to the governance of the Society's financial operations. A report of each meeting of the Audit Committee shall be circulated to the next meeting of the Board and also to the Chief Executive.
32. The chairperson of the Audit Committee shall be the Honorary Treasurer or by his or her agreement or in his or her absence, a designated member of the Board.
33. The functions and duties of the Audit Committee shall include, without limitation:
  - (a) reviewing and challenging, where necessary, the actions and judgements of the senior management team of the Society in relation to preparation of the financial statements, management reports and other related statements of the Society prior to their submission to, and approval by, the Board ;
  - (b) reviewing such procedures as may be put in place by the Society for the prevention and detection of fraud;
  - (c) reviewing the reports of the senior management team of the Society and the Society's internal auditors on the effectiveness of the Society's system for internal financial control, financial reporting and risk management;
  - (d) monitoring the integrity of the Society's internal financial controls;
  - (e) reviewing the statement in the annual report and financial statements of the Society on the Society's internal financial controls;
  - (f) reviewing the arrangements of the Society for maintaining its books of accounts and assessing these arrangements in the context of the requirements of the Acts and company law;

- (g) assessing the scope and effectiveness of systems established by the senior management team of the Society to identify, assess, manage and monitor financial and non-financial risks to which the Society may be subject; and
- (h) such other functions and duties as may be assigned to the Audit Committee by the Board from time to time.

#### **NOMINATIONS AND CORPORATE GOVERNANCE COMMITTEE**

- 34. The duties of the Nominations and Corporate Governance Committee shall include the agreement and submission to the Board (through the Chairperson) of a recommended list of individuals to be considered (in accordance with paragraph 1 of this Schedule 2) by the Ordinary Members or by the Board, as the case may be, to serve as Directors.
- 35. In pursuance of its function and duty as specified in Article 16, the Nominations and Corporate Governance Committee shall prepare a corporate governance policy document for approval of the Board which shall set out the guidelines under which the Board shall operate in compliance with these Articles and best practice in corporate governance and which shall also govern the process whereby the Nominations and Corporate Governance Committee shall determine the persons to be recommended for appointment as Directors. Such policy document shall be reviewed by the Nominations and Corporate Governance Committee and the Board periodically and at least once every three (3) years.

### **SCHEDULE 3 (BRANCH COMMITTEES)**

1. The Board may establish and incorporate in the Society Branch Committees of the Society which shall undertake to carry out the policy and objects of the Society in a specific geographical area or in a specific special interest area assigned to them by the Board.
2. The constitution, affairs and proceedings of Branch Committees shall be governed by these Articles.
3. The Board shall in accordance with due procedure have the power to suspend or dissolve any Branch Committee or to dismiss any officer or member of the Branch Committee when in the opinion of the Board, such Branch Committee, officer or member is not acting in the best interests of the Society.