



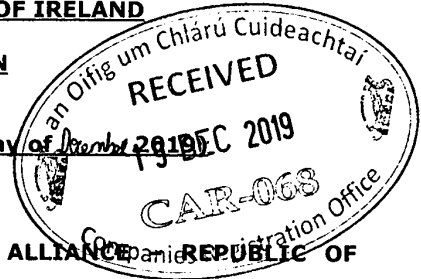
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COMPANIES ACTS, 2014
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

CONSTITUTION
OF
CHILDREN'S RIGHTS ALLIANCE-REPUBLIC OF IRELAND

MEMORANDUM OF ASSOCIATION

(as amended by Special Resolution on the 16th day of March 2019)



1. The name of the Company is **CHILDREN'S RIGHTS ALLIANCE-REPUBLIC OF IRELAND.**
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main objects for which the Company is established are:
 - (A) (i) To act as a charity for the benefit of children in Ireland regardless of race, religious belief, gender, family status, sexual orientation, disability, social and economic status, membership of the Traveller Community.
 - (ii) To promote awareness of the United Nations Convention on the Rights of the Child in the Republic of Ireland.
 - (iii) To disseminate information and views on the implications of the Convention on the Rights of the Child.
 - (iv) To provide and assist in the provision of public education on matters relating to the Convention on the Rights of the Child.
 - (v) To support and enhance the teaching of a children's rights perspective to all relevant professionals and in all relevant subject areas.
 - (vi) To promote the relief of poverty among children in Ireland and to raise funds and to help raise funds for any such relief or for charitable purpose.
 - (vii) To advance the education (including academic, social and physical training) of children within Ireland.
 - (viii) To advance the study of, promote research in, and organise study conferences, courses and seminars relating to, children and their rights within Ireland and throughout the world.

To the extent that the same are essential or ancillary to the promotion or attainment of the objects of the Company, as heretofore set out, the Company may exercise all or any of the following powers:

- (B) To acquire and/or carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or which may seem calculated directly or indirectly to enhance the value of or render more profitable any of the Company property or rights.
- (C) To promote and further the main objects of the Company by the holding of conferences, public or private meetings, discussions with such persons or bodies including Government or its members and further the issuing of publications or by such other means as may be deemed desirable or necessary.
- (D) To borrow and raise money in such a manner as the Company shall think fit.

- (E) To take such steps as may be necessary under the law relating to charities or charitable trusts for validly and effectually vesting such property or part thereof in the Company.
- (F) To undertake, accept, execute and administer any charitable trusts without remuneration.
- (G) To found, subsidise, manage and assist any funds, associations, bodies or institutions calculated or intended to assist the Company or any such branch, group or local association thereof.
- (H) To accept any gift or donation of property, device, legacy or annuity, subscription or contribution, whether subject to any special trust or not, for the purposes or objects of the Company or any such branch, group, or local association as aforesaid, or any of them or for any charitable purpose.
- (I) To take such steps as may from time to time be deemed expedient for the purpose of promoting the objects of the Company or of procuring contributions to its funds by way of gifts, donations, subscriptions, legacies, devices or in any other manner.
- (J) To purchase, take on lease or in exchange, hire or by any other means, acquire and protect, any freehold, leasehold, or other property, or any estate or interest, any lands, buildings, stock in trade and any real or personal property or rights whatsoever which may be considered necessary, advantageous or useful to the Company.
- (K) To borrow, raise or secure the payment of money in such manner as the Company shall think fit and in particular to issue debentures of all kinds and to charge and secure the same by Trust Deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future of the Company.
- (L) To guarantee, support or secure, whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future of the Company or both the performance and discharge of any contract obligation or liability of a company or of any person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities of any company.

- (M) To pay or remunerate any person, firm or company for rendering services for and on behalf of this Company and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of this Company.
- (N) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined, provided however that prior notification will always be given to the Revenue Commissioners where it is intended to accumulate funds over a period in excess of two years for any specific purpose.
- (O) To develop, improve, manage, cultivate, exchange, or to sell, let, alienate, mortgage, lease or charge any freehold, leasehold or other property, or any estate interest, any lands, buildings, stock in trade and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances, or otherwise deal with, all or any part of the property or rights of the Company;
- (P) To lend and advance money or give credit to any person, firm or company on such terms as may seem expedient.

- (Q) To effect insurances and to take such other measures as may be considered necessary or expedient for the purposes of safeguarding and securing the Company and its Directors, members, employees and people using its premises and any property of which the Company may be a Trustee, Manager, Agent or Custodian, against liability, loss and damage of every description.
- (R) To enter into and carry into effect any arrangement with any person, firm, company or Government or Government body or authority that may seem conducive to the Company's main objects and to apply for, promote, and obtain from any person, firm, Government or Government body or authority any contracts, concessions, privileges, charters, decrees and rights which the Company may think is desirable and to carry out, exercise and comply with same.
- (S) To provide for the welfare of persons employed or previously employed in or holding office under the Company and to grant pensions, allowances, gratuities, bonuses or other payments to officers, ex-officers, employees and ex-employees or other dependants of such persons; to establish and contribute to pension or benefit funds or schemes for the benefit of persons aforesaid; to form, subscribe to or support any charitable institution.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, goodwill, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (U) To undertake and execute the office of nominee, trustee, executor, administrator, registrar, secretary, committee or attorney for any purpose and either solely or jointly with others and generally to undertake, perform and fulfil any office of trust or confidence.
- (V) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company in whatever form and on such terms as the Company may determine.
- (W) To establish, promote, or otherwise assist, any company and to promote or otherwise assist any person or firm for the purpose of acquiring all or any of the properties and/or liabilities or for furthering any of the objects of this Company or for the purpose of instigating or opposing any proceedings or applications which may be considered necessary, advantageous or useful to the Company.
- (X) To procure the Company to be registered or recognised in any place outside Ireland.
- (Y) To do all such things as are incidental or conducive to the attainment of the above main objects.
- (Z) To take over from existing trustees and hold, either alone or jointly, all or any existing charitable or benevolent funds, investments and burses established for or used in connection with these objects or objectives for the community or social services or allied undertakings.

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 and whether domiciled in Ireland or elsewhere and words denoting the singular number only shall include the plural number and vice versa.

WINDING UP

4. 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 but shall be given or transferred to some other charitable institution or charitable institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given shall prohibit the distribution of its or their income and property among its or their members of any extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

INCOME AND PROPERTY

5. The income and property of the Company shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. 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 Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
 - (a) reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company;
 - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) on money lent by Directors or other members of the Company to the Company;
 - (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such a company;
 - (f) 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

6. No amendments shall be made to the Constitution that would alter the effect of sections 4 and 5 above so that the Constitution ceases to comply with the provisions of section 1180(1) of the Act.
7. Appropriate accounting records and accounts shall be kept and made available to the Revenue Commissioners and Charities Regulatory Authority on request or as required. Annual accounts shall be audited where required by direction of the Revenue Commissioners, the Act or where the income or expenditure of the company exceeds the amount prescribed under the Charities Act 2009.
8. The Company must ensure that the Charities Regulator has a copy of its current constitution.

9. 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.
10. The Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if any object of the Company would make it a trade union.
11. The liability of the members is limited.
12. Every member organisation of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while it is a member or within one year after it ceases being a member, for payment of the debts and liabilities of the Company contracted before it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one Euro.

ARTICLES OF ASSOCIATION

The following regulations shall apply to the Company:

1. In these Articles:

"**the Act**", means the Companies Act 2014 including any statutory modification or re-enactment thereof for the time being in force;

"**Auditors**" means the auditors for the time being of the Company;

"**Board of Directors**" means the board of directors for the time being of the Company;

"**Clear Days**" means in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"**Company**" means The Children's Rights Alliance – Republic of Ireland;

"**the Constitution**" means the constitution of the Company from time to time;

"**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. "**Director**" shall mean any one of them;

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

"**Seal**" means the Common Seal of the Company;

"**the Registered Office**" means the registered office for the time being of the Company;

"**Person**" includes a body of persons corporate or unincorporate.

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

Unless the contrary intention appears, words or expressions contained in this Constitution shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which this Constitution becomes binding on the Company.

The "optional provisions" (as defined in section 1177(2) of the Act) shall apply in relation to the Company save to the extent that they are dis-applied, modified or supplemented by this Constitution.

Any reference in this Constitution to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

In this Constitution unless the context requires, words importing any gender shall include all genders, and the singular number shall include the plural, and vice versa.

The headings and captions included in this Constitution are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of this Constitution.

MEMBERS

2. For the purpose of Registration, the number of the members of the Company is declared unlimited.
 3. (a) There shall be three classes of members, namely:
 - (i) Full Members, who shall consist of not-for profit organisations, and who shall have the right to receive notice of and be present at all general meetings of the Company and to be represented at all such meetings in accordance with the provisions of this Constitution;
 - (ii) Associate Members, who shall consist of for-profit organisations or public bodies, and who shall have the right to attend at any general meeting of the Company, without notice being furnished to them, but shall not be entitled to vote at any such meeting; and
 - (iii) Individual Members, who shall consist of individuals with a professional or personal interest in the work of the Company, and who shall have the right to attend at any general meeting of the Company, without notice being furnished to them, but shall not be entitled to vote at any such meeting.
 - (b) The Board of Directors shall determine any annual subscription to be payable by the members of the Company. Such subscription shall be payable in advance on the 1st day of May in each year. Those becoming a member of the Company after the 1st day of May in any year may be required by the Directors to pay the entire annual subscription in respect of that year. In the event that any member shall cease to be a member prior to the 1st day of May in any year, that member shall not be entitled to any rebate of its annual subscription paid for that year.
 - (c) Every application for membership must be in the form approved by the Board of Directors from time to time. At the next meeting of the Board of Directors (or any committee of the Board of Directors established for the purposes of considering applications for admission) after receipt of any application for membership, the application must be considered by the Board of Directors (or committee) who must decide whether to admit or reject the applicant. The Directors are not required to give reasons for their decision.
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4. 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.
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5. Membership of the Company shall cease:
 - (a) On the dissolution of a member organisation or the death of an individual member;
 - (b) If the member resigns by notice in writing to the Secretary at the Registered Office such notice to expire no earlier than the date of service of the notice of resignation;
 - (c) At the absolute discretion of the Board of Directors, if any subscription or membership fee due to the Company remains outstanding for more than three months;
 - (d) If the Board of Directors resolves that a member has ceased to be a member and notice in writing of such decision is given to the member organisation or sent to its address as recorded by the Company for such membership; or
 - (e) If it should be expelled from membership in accordance with the provisions of Articles 6 and 7.

No member of the Company shall be entitled to any refund of subscription or membership fee on ceasing to be a member of the Company for any reason whatsoever. Membership of the Company shall not be transferable.

6. The Directors shall, subject to the provisions of Article 7, have power, by resolution approved by a simple majority decision of the Directors present and voting at a meeting specially convened for the purpose, to expel from membership of the Company any member who refuses or wilfully neglects to comply with the Constitution, any of these Articles (or regulations or bye laws) or who has been guilty of such conduct as in the opinion of the Directors either has rendered the member unfit to remain a member or whose continued membership would be injurious to the Company or where the Directors consider that expulsion would be in the best interests of the Company.
7. A member whose expulsion is to be taken into consideration by the Directors under the provision of Article 6 shall receive not less than 14 days' notice in writing of such proposed expulsion and short particulars of the grounds thereof and upon its giving notice in writing to the Secretary of its intention to appear shall be heard by the Directors through its duly authorised agent but shall not be present at the voting or take further part in the proceedings otherwise than as the Directors shall permit. Alternatively, or in addition, the member may submit a written statement which shall be taken into consideration by the Directors.
8. Every member shall be bound to further, to the best of its ability, the objects and interests of the Company, and shall observe all bye-laws of the Company that may be made from time to time.

GENERAL MEETINGS

9. All general meetings of the Company shall be held in the State.
10. The Company shall hold a general meeting in every calendar year as its Annual General Meeting at which time and place as may be determined by the Board of Directors and shall specify the meeting as such in the notices calling it provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. So long as the Company holds its first Annual General Meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.
11. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Board of Directors may, whenever it thinks fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such requisition or in default may be convened by such requisitionists as provided by section 178 of the Act as modified by section 1203 of the Act. If at the time there are not within the State sufficient members of the Board of Directors capable of acting to form a quorum any Directors or any ten Full Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Directors in accordance with section 1203 of the Act.
13. In case of an Extraordinary General Meeting called in pursuance of a requisition, no business other than that stated in the requisition as the object of the meeting shall be transacted.
14. Twenty-one Clear Days' notice in writing at least of every Annual General Meeting and of every meeting convened to pass a special resolution and fourteen Clear Days' notice in writing at least of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day of which it is given) specifying the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company; but with the consent of the Auditors and of all the members having the right to attend and vote thereat or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, or meetings to pass a special resolution, a meeting may be convened by such notice as those members may think fit.

15. Accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding adopted at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed to be special that is transacted at an Extraordinary General Meeting and all business that is transacted at an Annual General Meeting shall also be deemed to be special, with the exception of the consideration of such profit and loss accounts, balance sheets, group accounts and reports as are required to be prepared and laid before the Annual General Meeting of the Company, the reports of the Board of Directors and the Auditors, the election of Directors in place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.
17. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, one-fifth of the Full Members of the Company for the time being or 10 Full Members of the Company for the time being, whichever shall be the least personally present or by proxy, shall constitute a quorum.
18. If, within half an hour from the time appointed for the holding of a general meeting, a quorum is not present, the meeting, if convened on the requisition of Full Members, shall be dissolved. In any case it shall stand adjourned to the following day at the same time and place, or at such other place as the Board of Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Full Members present shall constitute a quorum.
19. The Chairperson, if any, of the Board of Directors shall preside as Chairperson at every general meeting of the Company, or if there is no such Chairperson, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors members present shall elect one of their number to be Chairperson of the meeting. But if no Director is willing to act as Chairperson or if no Directors member is present within fifteen minutes after the time appointed for holding of the meeting, the Full Members present shall choose one of their number to be Chairperson of the meeting.
20. 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 an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at the adjourned meeting.
21. A Director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting. The Auditors shall be entitled to attend any general meeting and to be heard on any part of the business of the meeting which concerns them as the Auditors.
22. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before, or on the declaration of the result of the show of hands, demanded by the Chairperson or by at least three Full Members present in person or by proxy, or by a Full Member or Full Members present in person or by proxy and representing not less than one tenth of the total voting rights of all members having the right to vote at the meeting, and unless a poll be so demanded, a declaration by the Chairperson at the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. The demand for a poll may be withdrawn.

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23. Subject to the provisions of Article 24, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
 24. 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.
 25. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
 26. A resolution in writing signed by the duly authorised representative of each of 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 valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more members for the time being entitled to attend and vote on such resolution at a general meeting.

VOTES OF MEMBERS

27. Subject as hereinafter provided, every Full Member shall have one vote.
28. Save as herein expressly provided, no member other than a Full Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of its membership, shall be entitled to vote on any question either by an authorised representative or by proxy, or as a proxy for another member, at any general meeting.
29. 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.
30. Votes may be given either personally or by proxy. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed. This does not apply if notice in writing of such death, insanity or revocation as aforesaid is received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
31. The instrument appointing a proxy shall be in writing under seal or under the hand of an officer of the appointer or of an attorney duly authorised. A proxy need not be a member of the Company.
32. 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 Registered Office, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The depositing of the instrument of proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in section 2 of the Act) and this article likewise applies to the depositing of anything else aforementioned.
33. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

CHILDREN'S RIGHTS ALLIANCE – REPUBLIC OF IRELAND

Name of member *being a member of the above named Company*
hereby appoint *of* *, or failing him/her,*
of *as our*
proxy to vote on our behalf at the (Annual or Extraordinary, as the case may be) General
Meeting of the Company to be held on the *day of* *20* *and at any*
adjournment thereof.

Signed for and on behalf of *this* *day of* *20*

This form is used *the resolution*

** in favour of*

** against*

(strike out whichever is not desired)*

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

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

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

35. Every 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, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he/she represents as that body corporate could exercise if it were an individual member of the Company.

BOARD OF DIRECTORS

36. The number of Directors shall not be less than 3 or more than 10 or such other number as the Company in general meeting may from time to time determine. There shall be up to 6 directors (the "Appointed Directors") who shall each be nominated by a member of the Company and shall be appointed by vote of the members in General Meeting. In addition to the Appointed Directors, there may be four Directors (hereafter referred to as the "Expert Directors", each of whom shall have expertise (or represent an appropriate body) in at least one of the following areas:

- (a) Law
- (b) Business and Management
- (c) Public Affairs and Communications
- (d) Governance and Finance
- (e) Children's Rights
- (f) Human Resources

The Expert Directors shall be nominated by another, existing director and their appointment to the Board shall be ratified by the Members in General Meeting.

37. The first Board of Directors 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. At every subsequent Annual General Meeting, one-third of the Directors then in office must retire. If the number of Directors is not divisible by three then the number closest to one-third must retire. A Director who retires by rotation is eligible for re-appointment if he/she is willing to continue to act as Director save that no Director may serve more than three consecutive terms in office, irrespective of when appointed. A Director who has served three consecutive terms is eligible for re-election after a three year period has elapsed since the date of their resignation.

38. The Directors to retire by rotation are those who have been longest in office since their last appointment or re-appointment, but as between Directors who were last appointed or re-appointed on the same day, the Board of Directors must draw lots to determine who is to retire, unless the Directors in question agree the order of retirement among themselves.
39. If the members of the Company do not fill the vacancy left by a Director who retires by rotation the retiring Director will, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.
40. No person other than a Director retiring by rotation may be appointed or re-appointed as a Director at any general meeting unless:
 - (a) he/she is recommended by the Directors; or
 - (b) at least 28 Clear Days before the date appointed for the meeting, notice executed by a member of the Company qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment, together with notice executed by that person of his/her willingness to be appointed or re-appointed.
41. A notice of a general meeting of the Company must include the name of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Board of Directors for appointment or re-appointment as a Director at the meeting, or in respect of whom notice has been duly given to the Company under Article 40 above.
42. The Company may by ordinary resolution appoint as a Director a person who is willing to act, either to fill a vacancy or as an additional Director, and may also determine the order of rotation of any additional Directors.
43. ~~The Board of Directors may co-opt as a Director a person who is willing to act, either to fill a vacancy or as an additional Director. A Director co-opted by the Board of Directors under this Article will hold office only until the next following Annual General Meeting and will not be taken into account in determining the Directors who are to retire by rotation at the meeting. If a co-opted Director is not re-appointed at that Annual General Meeting, he/she will automatically vacate office at the end of the meeting.~~
44. A technical defect in the appointment of a Director does not invalidate a decision taken at a meeting of the Board of Directors if the Directors present were not aware of the defect at the time of the meeting.
45. The Board of Directors may consist of a Chairperson, Vice-Chairperson, Treasurer (or Joint Treasurers) plus such additional officers as the Board of Directors shall from time to time determine.
46. The business of the Company shall be managed by the Board of 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 this Constitution required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of this Constitution and to such directions being not inconsistent with the aforesaid provisions, as may be given by the Company in a general meeting, but no direction given by the Company in general meeting or alteration of this Constitution shall invalidate any prior act of the Board of Directors which would have been valid if that direction had not been given or alteration not have occurred.

47. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes, the Chairperson shall have a further or casting vote. Two Directors may, and the Secretary shall, on the requisition of two Directors, summon a meeting of the Board of Directors. Any Director not present in the Irish Republic shall not be entitled to receive notice.
48. The Board of Directors 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 associates and the privileges to be enjoyed by any class of member 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 Special Resolution passed and confirmed in accordance with the Act.
49. The Board of Directors may delegate any of its powers to committees consisting of such Directors as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Directors. The meetings and proceedings of any such committee shall be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board of Directors so far as applicable and so far as the same shall not be superseded by any Regulations made by the Board of Directors.
50. The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board of Directors and unless so fixed shall be three.
51. Any Director may participate in a meeting of the Board of Directors or any committee of the Board of Directors by means of conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.
52. The continuing Board of Directors may act notwithstanding any vacancy in their body, but if and so long as their number is below the number fixed by the regulations of the Company as the necessary quorum of the members of the Board of Directors the continuing Directors of the Board of Directors may act for the purpose of summoning a General Meeting of the Company but for no other purpose.
53. All acts done by any meeting of the Board of Directors or by any person acting as a Director or any sub-committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he/she or any of the Board of Directors was disqualified, be as valid as if every such person had been duly appointed.
54. The Board of 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 Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) 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 such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authority and discretion vested in him/her.
55. Each Director shall declare at a meeting of the Board of Directors the nature of his/her interest in:
 - (a) any contract or proposed contract with any Society in which he/she is directly or indirectly involved;
 - (b) any matter or policy from which he/she might stand to benefit directly or indirectly from his/her position as a Director or from the operation of the Company.

The said Director shall be entitled to make a statement to the Board of Directors on the issue and shall answer any questions put to him/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 at the discretion of the majority of the other Directors leave the meeting of the Board of Directors and shall not be entitled to vote on the matter in which he/she is interested. The other Directors shall make a decision regarding such a contract, proposed contract, policy or other matter in the absence of the said Director and such Director on his/her return to the meeting (if requested to leave by the other Directors) shall be informed of the decision of the Board of Directors by the Chairperson, following which no further discussion of the issue shall take place. Without prejudice to the foregoing the said Director shall be taken into account in the number of Directors present for the purposes of forming a quorum at the outset of the meeting. In circumstances where a Director is unsure as to whether any 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/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.

56. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the Board of Directors shall from time to time by resolution determine.
57. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, 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.
58. The Board of Directors shall cause proper Minutes to be kept of all appointments of officers made by the Board of Directors and of the proceedings of all meetings of the Company and of the Board of Directors and of committees of the Board of Directors and all business transacted at such meetings, and any such Minutes of any meetings, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.
59. A resolution in writing signed by all the members for the time being of the Board of Directors or any committee of the Board of Directors who are entitled to receive notice of a meeting of the Board of Directors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors or of such committee duly convened and constituted.
60. No remuneration shall be payable under any circumstances to any Director in respect of his/her service on the Board of Directors, or on any committee of members of the Board of Directors to which the Board of Directors may delegate powers under Article 49.
61. The Board of Directors may at any time appoint any person to be a member of the Directors but only to fill a casual vacancy and provided that the prescribed maximum is not thereby exceeded. Any member so appointed shall retain his/her office only until the next Annual General Meeting but shall be eligible for re-election.
62. Any person, whether a representative of a member organisation or not, shall be eligible to hold office as a Director or as Secretary of the Company.

DISQUALIFICATION OF DIRECTORS

63. The office of Director shall be vacated if such Director:
 - a) holds any office or place of profit under the Company beyond the extent permitted by clause 5 of the Memorandum of Association;
 - b) ceases to be a Director by virtue of any provision of the Act or he/she becomes prohibited by law from being a Director;
 - c) is disqualified from being a trustee of a charitable organisation pursuant to section

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- 55(1) of the Charities Act, 2009;
- d) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in manner required by section 231 of the Act;
 - e) in the opinion of majority of his/her co-Directors, the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity;
 - f) is convicted of an indictable offence which in the opinion of the Directors (acting reasonably) would interfere with the performance of his/her duties as a Director;
 - g) shall for more than six consecutive months have been absent without permission of the Directors from meetings of the Board of Directors held during that period, and the Directors pass a resolution that he/she has by reason of such absence vacated office;
 - h) is required in writing by a majority of his/her co-Directors to resign.
 - i) resigns by notice in writing to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect);
 - j) is removed from office as a Director pursuant to section 146 of the Act; or
 - k) is required to vacate the office of Director under section 148 of the Act.
64. The Company may by ordinary resolution of which at least 28 Clear Days' notice has been given of the intent to move such a resolution in accordance with section 146 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
65. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 64. Without prejudice to the powers of the Directors under Article 61, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

THE SECRETARY

66. The Secretary shall be appointed by the Board of Directors on such terms and conditions as shall be determined by it from time to time and any Secretary so appointed may be removed by them.
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67. The Secretary will, ex-officio, have the right to attend all meetings of the Board of Directors, General Meetings and Extraordinary General Meetings and shall have speaking rights but not voting rights, unless he/she is also a Director of the Company.
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68. A provision of the Act or this Constitution 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

69. The Board of Directors shall ensure that the Seal shall only be used by authority of the Directors or of a committee authorised by the Board of Directors. Every instrument to which the Seal shall be affixed shall be signed by a Director and shall also be signed by the Secretary or by a second Director or by some other person appointed by the Board of Directors for that purpose.

ACCOUNTS

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70. The Board of Directors shall cause proper books of account to be kept as are necessary to comply with the provisions of the Act and the Charities Act 2009. Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and fair view of the state of the Company's affairs and explain its transactions.
 71. The books of account shall be kept at the office, or subject to Section 283 of the Act, at such other place as the Board of Directors thinks fit, and shall at all reasonable times be open to the inspection of any Director.
 72. The Board of 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 accounts and books of the Company or any of them should be opened to the inspection of members not being Directors. No member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.
 73. At the Annual General Meeting in every year the Board of Directors shall lay before the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those provisions to be prepared and laid before the Annual General Meeting of the Company.
 74. A copy of every balance sheet and profit and loss account (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of every report of the Auditors relating thereto, and the related Directors' report, shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

NOTICES

75. A notice may be given by the Company to any member personally, by sending it by post (to the address as appearing in the Register of Members) or by electronic means. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case in which the letter would be delivered in the ordinary course of post. Where electronic means are used, the notice is treated as being delivered at the time it was delivered.
76. Any document or information (including any notice) to be given to or by any person pursuant to this Constitution shall be in writing (which term includes electronic means) to an address for the time being notified for that purpose to the person giving the notice.
77. The members hereby record their consent to the service of notices by electronic means.

INDEMNITY

78. Every director or officer of the Company:
 - a) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any proceedings or application referred to in or under section 233 or 234 of the Act in which relief is granted to him or her by the court; and
 - b) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no director or officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto. This article 87 shall have effect only in so far as its provisions are not void under section 235 of the Act.

79. Pursuant to section 91 of the Charities Act 2009, the Company may insure any or all of the Directors or officers of the Company 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).

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Summerglen Limited
41 Central Chambers
Dame Court
Dublin 2

David Kearney
1 Charlemont Terrace
Dun Laoghaire
County Dublin

William Curran

OCCUPATION: Company Formation Agent

Director on behalf of
Summerglen Ltd

David Kearney

Graceway Limited
47 Central Chambers
Dame Court
Dublin 2

William Curran
1 Pinewood
Ballybrack
County Dublin

William Curran

OCCUPATION: Company Formation Agent

Director on behalf of
Graceway Limited

William Curran

Northcote Limited
47 Central Chambers
Dame Court
Dublin 2

Desmond J Kearney
1 Charlemont Terrace
Dun Laoghaire
County Dublin

William Curran

OCCUPATION: Company Formation Agent

Director on behalf of
Northcote Limited

Desmond J Kearney

Renmount Limited
47 Central Chambers
Dame Court
Dublin 2

William Curran

Director on behalf of
Renmount Limited

DATED THE 2ND DAY OF DECEMBER 1999

WITNESS TO THE ABOVE SIGNATURES:

Noeleen Curran
1 Pinewood
Ballybrack
County Dublin