

**COMPANIES ACT 2014**

**COMPANY LIMITED BY GUARANTEE**

**AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**OF**

**BRAINWAVE – THE IRISH EPILEPSY ASSOCIATION**

1. The name of the Company (hereinafter called “**the Association**”) is **BRAINWAVE – THE IRISH EPILEPSY ASSOCIATION**.
2. The Association is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The Main Object for which the Association is established is to work for and meet the needs of people with epilepsy in Ireland and their families and carers, by:
  - (i) providing support, information and advisory services;
  - (ii) improving public understanding and awareness of epilepsy;
  - (iii) advocating the rights of people with epilepsy, their families and carers;
  - (iv) providing training and education services to people with epilepsy, their families and healthcare and other professionals; and
  - (v) encouraging and assisting research into the cause of, cures for and management of epilepsy and the social and psychological effects of the condition.
4. Powers– The Association 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:
  - (a) to establish, operate and maintain a service for the provision of support, information and advice on all matters relating to epilepsy to persons with epilepsy, their families, friends and carers, and to collaborate with and assist other associations, bodies and persons in Ireland and elsewhere in the provision of such advice;
  - (b) to employ such number of staff as may be required in furtherance of the main object of the Association;
  - (c) to inform and educate the public generally about epilepsy (whether by electronic means or in hard copy form and/or through posting on social media platforms) by publishing, distributing, buying and selling books, reports, periodicals, circulars and other publications containing material relating to epilepsy;

- (d) to define and articulate the rights and needs of people with epilepsy and to advocate on their behalf with the relevant authorities, decision makers and policy makers;
- (e) to organise meetings, seminars, conferences, training programmes, study-groups and courses and generally to engage in all such publicity as may be deemed expedient for the purposes of promoting the main object of the Association;
- (f) to conduct research, either by its own officers, servants and staff, or by other persons and institutions, into the facts and problems relating to epilepsy and matters bearing thereon;
- (g) to encourage the study of epilepsy by other persons and organisations, especially by universities, colleges and institutions of higher education, and to publish or assist in the publication of the results of such researches;
- (h) to institute and establish scholarships, grants, awards and prizes to persons engaged in the study of epilepsy;
- (i) to advertise and make known the Association and its objects and to take such steps by personal or written (whether by electronic means or in hard copy form) appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions, grants, subscriptions, bequests and funds for the furtherance of the main object of the Association;
- (j) to initiate, organise, engage in or be associated with collections, sponsored activities, competitions, sports, games, lotteries, sweepstakes, drawing for prizes, theatrical, musical, film, television or radio productions and any other function calculated to assist in the raising of funds with a view to furthering the main object of the Association;
- (k) to establish and support or aid in the establishment and support of associations, companies, institutions, funds and trusts calculated to promote or benefit the primary main object of the Association;
- (l) for the purpose of promoting the main object to purchase, acquire, hold, manage, improve, sell, exchange, demise, let, mortgage or dispose of any lands, buildings, houses, businesses, goodwill, or other property of any nature for any estate or interest therein, and either with or without buildings on such land as may be deemed expedient with a view to the promotion of the main object of the Association;
- (m) to erect, maintain, alter, repair, or restore any building, office, room or other building, or any part of the same held by the Association, or assist any such object and to provide the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences and accommodations;
- (n) to guarantee the payment of any debts or the performance of any contract or obligation of any company or association or undertaking or of any person and to give indemnities of all kinds and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) either with or without the Association receiving any consideration or benefit by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon all or any of the undertaking, assets, property, rights, goodwill and revenues of the Association both present and future;
- (o) to borrow or raise or secure the payment of money in such manner as the Association

may think best and in particular by the issue of debentures or debenture stock, perpetual or otherwise, trust deed or mortgage charged on all or any part of the Association's properties or assets, whether present or future, and to purchase, redeem or pay off any such securities;

- (p) to lend money either with or without security or give financial assistance by way of donation or subscription or otherwise to any society, body, or person not formed or carrying on business for profit for the purpose of furthering the main object of the Association;
- (q) to make arrangements for the carrying on of the objects work and activities of the Association and for this purpose to enter into contracts or agreements in furtherance of its objects as the Association may think fit;
- (r) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Association or the acquisition of which may seem calculated directly or indirectly to benefit the Association, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired;
- (s) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Association 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 Association 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 Association; 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 Association and to subscribe or guarantee money for charitable objects;
- (t) to invest the monies of the Association not immediately required for the purposes in or upon such investments, securities or property as may be thought fit and to vary such investments. Prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of five years;
- (u) to establish and support or aid in the establishment and support of any charitable association or institution, trust, or fund, and to subscribe or guarantee money for any charitable purpose which the Association shall consider calculated to promote its main object;
- (v) to obtain and maintain in full force and effect all appropriate insurance policies including insurance in respect of directors' and officers' liability, to a commercially reasonable level;
- (w) to enter agreements with government agencies, corporate bodies and other organisations in furtherance of the main object;
- (x) to establish, assist and maintain links with or merge with any charitable organisations

or associations having similar objects to those of the Association, whether in Ireland or outside of the Irish jurisdiction;

- (y) to procure, if for the benefit of the Association, the registration or incorporation of a branch or other establishment of the Association outside of Ireland; and
  - (z) to do all such other lawful things as are incidental to or may be thought conducive to the furthering of the main object of the Association and/or to do all or any of the above things either as principals, agents, trustees or otherwise and either by or through agents, sub-contractors or trustees.
5. Provided that the Association shall not support with its funds any object nor endeavour to impose on or procure to be observed by its members or others any regulation or restriction which, if an object of the Association, would make it a trade union.

## **6. Income and Property**

- 6.1 The income and property of the Association shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. No portion of the Association'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 Association.
- 6.2 No Director shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:
- (a) reasonable and proper remuneration to any member or servant of the Association (not being a Director) for any services rendered to the Association;
  - (b) interest at a rate not exceeding 1% per annum on money lent by Directors or other members of the Association to the Association;
  - (c) reasonable and proper rent for premises demised and let by any member of the Association (including any Director) to the Association;
  - (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Association;
  - (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 Association to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

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

- 7.1 The Association 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 Association which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

- 7.2 No amendments of any kind shall be made to the provisions of Clauses 6 and 11 of the Memorandum of Association (and no amendments shall be made to the memorandum and Articles of Association to such extent that they would alter the effect of Clauses 6 and 11 of the Memorandum of Association) such that there would be non-compliance with the requirements of section 1180(1)(a) and (b) of the Companies Act 2014.

8. The liability of the members is limited.

9. Every member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while he/she is a member or within one year after he/she ceases to be a member for payment of the debts and liabilities of the Association contracted before he/she 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 €1.

#### **10. Winding Up**

If upon the winding up or dissolution of Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Association. 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 Association. 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 Association under or by virtue of the Income and Property Clause hereof. Members of the Association 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.

11. Annual audited accounts of the Association shall be kept and made available to the Revenue Commissioners on request.

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

Names, addresses and descriptions of subscribers

Mary P. Kent, M.B., F.R.C.P.I., D.C.H. ✓  
Stewart's Hospital, Palmerstown, Dublin 20.

Elizabeth W. Lelan, 42 Raymond St., S.C. Rd., D.F.  
Artist's Receptionist ✓

J. J. O'Connell, 49 Ballyroan Road  
J. J. O'Connell 16  
Cleaning Officer ✓

W. H. O'Connell, Carleton, Windgoles, Drogheda  
Manager ✓

J. J. O'Connell, Emma Malahide, Physician ✓  
Theresa Dagge, 39 Wilkesbank Park, Rathfarnham. (Housewife)  
Maurice Lindsay, Tullagh, Church Rd. Drogheda (Housewife)

Dated the 12<sup>th</sup> day of May 19 80.

Witness to the above signatures:

Richard O'Connell  
The Slanty Briffas Co. Ltd.  
Administrator.

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**COMPANY LIMITED BY GUARANTEE AND**

**NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**BRAINWAVE - THE IRISH EPILEPSY ASSOCIATION**

**INTERPRETATIONS**

1. In these Articles:

**"the Act"** means the Companies Act 2014;

**"the Association"** means the above named Association;

**"the members"** means the Full Members, Associate Members and Honorary Members of the Association;

**"the seal"** means the common seal of the Association;

**"the Secretary"** means any person appointed to perform the duties of the secretary of the Association and includes an assistant or an acting secretary for the time being;

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

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 (whether by electronic means or in hard copy form).

Expressions in these Articles referring to execution of any document shall include any mode of execution whether under seal or under hand.

Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender; and references to "persons" shall include bodies corporate and unincorporated associations.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Association.

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

2. Members shall be divided into three classes, Full Members, Associate Members and Honorary Members. Members shall be Full Members of the Association unless otherwise determined by the Board of Directors in accordance with Article 4, or the applicant for membership states that s/he does not want to be a Full Member. The number of members with which the Association proposes to be registered is unlimited.

3. Members of the Association shall comprise the subscribers to the Memorandum of Association, and such other persons as the Board of Directors in, their absolute discretion shall admit to membership. Full Members are liable to pay an annual subscription. Annual subscriptions, membership type and the terms and conditions of membership shall be determined by the Board of Directors from time to time.
4.
  - (a) Any person who, in the opinion of the Board of Directors, shares an interest in the aims of the Association but does not wish to become a Full Member, may be admitted as an Associate Member by the Board of Directors.
  - (b) Any person who, in the opinion of the Board of Directors, has rendered or shall be capable of rendering special services to the Association may be admitted by the Board of Directors as an Honorary Member of the Association.
  - (c) All Associate Members and Honorary Members shall enjoy the same rights and privileges as Full Members save that they shall not be entitled to attend, or be permitted to vote at any Extraordinary General Meeting or Annual General Meeting of the Association or to hold any office or be elected to the Board of Directors nor shall they be liable to pay any subscription of the Association.
5. The annual subscription for individual members shall be such subscription as the Board of Directors may determine. The annual subscription for corporate bodies and unincorporated associations shall be such subscription for each corporate body or unincorporated association as the Board of Directors may determine.
6. Membership of the Association and the rights and privileges of a member shall be personal and accordingly shall not be transferrable and shall cease:
  - (a) on the member's death;
  - (b) if s/he resigns as a member by notice in writing sent to the Secretary of the Association at the registered office;
  - (c) if s/he is excluded from membership under Article 7 hereof;
  - (d) if s/he shall fail to pay the subscription within 30 days of the date determined by the Board of Directors as being the date the subscription falls due.

A former member of the Association shall remain liable for all subscriptions and contributions due from or imposed on him/her up to the date on which he/she shall cease to be a member and for any sums due by him/her under Clause 10 of the Memorandum of Association and shall forfeit all claims to a return of any money paid by him/her to the Association on his/her admission as a member or by way of subscription or otherwise.

7.
  - (a) The Board of Directors, shall subject to the provisions of the following sub- paragraph
  - (b) have power by resolution passed by a two-thirds majority of the members present and voting at a meeting specially convened for the purpose to expel any member whose conduct in the opinion of such majority makes him/her no longer acceptable as a member of the Association.
  - (b) A member whose conduct is to be taken into consideration by the Board of Directors under the provisions of the foregoing sub-paragraph (a) shall receive fourteen days



notice in writing forwarded to him/her by registered post to his/her last known address or by email and upon his/her giving notice in writing to the Secretary of his/her intention to appear, shall be heard by the Board of Directors either in person or through his/her duly authorised agent, but shall not be present at the voting or take further part in the proceedings otherwise than as the Board of Directors shall permit. Alternatively, or in addition, he/she may submit a written statement which shall be taken into consideration.

8. The entry of a member's name in the Register shall be evidence of membership but no member shall be entitled to request the Association to issue a certificate of membership.
9. Every member shall be bound to further, to the best of his/her ability, the objects and interests of the Association, and shall observe all bye-laws of the Association that may be made pursuant to Article 89.

#### **GENERAL MEETINGS**

10. All general meetings of the Association shall be held in the State.
11. (a) Subject to paragraph (b), the Association shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months, shall elapse between the date of one Annual General Meeting of the Association and that of the next.  
  
(b) So long as the Association holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the next year of its incorporation or the following year. Subject to Article 10, the Annual General Meeting shall be held by such means and at such time and place in the State as the Board of Directors shall appoint.
12. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
13. The Board of Directors may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on the requisition of Full Members of the Association representing at the date of deposit of the requisition not less than 10 per cent (10%) of the total voting rights of all the Full Members having at the said date a right to vote at general meetings.
14. The requisition at Article 13 shall state the business to be conducted at the meeting and shall be signed by the requisitionists and deposited at the registered office of the Association and may consist of several documents in like form each signed by one or more requisitionist.
15. If the Board of Directors do not within 21 days after the date of the deposit of the requisition referenced at Article 13 convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.
16. All reasonable expenses incurred by the requisitionists by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitionists by the Association and any sum so repaid shall be retained by the Association out of any sums due or to become due from the

Association by way of fees or other remuneration in respect of their services to such of the Directors as were in default in convening such a meeting.

17. No Full Member shall be entitled to attend, speak or, vote, at a General Meeting of the Association or at any adjournment thereof unless he/she has been a member of the Association for at least 30 days prior to the date for which such General Meeting has been called.
18. In accordance with the provisions of Article 4 (c) only Full Members have an entitlement to attend, or vote at any Annual General Meeting or Extraordinary General Meeting of the Association.
19. The Association may conduct a general meeting wholly or partly by the use of electronic communications technology as long as those entitled to attend at a general meeting have a reasonable opportunity to participate in the meeting.
20. Where the Association conducts a general meeting wholly or partly by the use of electronic communications technology, it shall:
  - (a) make provision for participation in the meeting by providing or facilitating the use of electronic communications technology for that purpose; and
  - (b) ensure that any member who participates in the meeting using such technology is provided with the means to cast a vote without being physically present, either in person or by proxy, at the meeting.
21. The use of electronic communications technology pursuant to Article 20 may be made subject only to such requirements or restrictions put in place by the Association as are necessary to ensure the identification of those entitled to attend at a general meeting and the security of the electronic communications technology, to the extent that such requirements or restrictions are proportionate to the achievement of those objectives.
22. The Association shall inform those entitled to attend, before the general meeting concerned, of any requirements or restrictions which it has put in place pursuant to Article 21.
23. Where the Association provides for the use of electronic communications technology for participation in a general meeting it shall ensure, as far as practicable, that:
  - (a) such technology:
    - (i) provides for the security of any electronic communications by those entitled to attend at a general meeting;
    - (ii) minimises the risk of data corruption and unauthorised access; and
    - (iii) provides certainty as to the source of the electronic communications;
  - (b) in the case of any failure of, or disruption to, such technology, that failure or disruption is remedied as soon as practicable; and
  - (c) such technology enables those entitled to attend at a general meeting to:
    - (i) hear what is said by the chairperson of the meeting and any person introduced by the chairperson; and
    - (ii) speak and submit questions and comments during the meeting to the chairperson.

24. Any temporary failure of, or disruption to, electronic communications technology shall not invalidate the general meeting or any proceedings relating to the meeting.
25. Where the chairperson of the meeting is satisfied that a failure of, or disruption to, electronic communications technology:
  - (a) substantially interferes with the proceedings of the meeting or the participation of those entitled to attend as whole; and
  - (b) is not capable of being remedied during the meeting;the chairperson may adjourn the meeting.
26. Unless such failure or disruption is attributable to any wilful act of the Association, it shall not be liable in respect of any failure or disruption relating to the equipment used by those entitled to attend at a general meeting to access a general meeting by electronic communications technology that occurs and which failure or disruption prevents or interferes with those entitled to attend's participation, by way of such technology, in the meeting.
27. A person who participates in a general meeting by the use of electronic communications technology shall be regarded as being present at the meeting.

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

28. Subject to sections 181 and 193 of the Act, an Annual General Meeting and a meeting called for the passing of a special resolution shall be called by the giving of at least 21 days notice in writing subject to sections 146(3) and 396(1) of the Act, and a meeting of the Association (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by the giving of at least 14 days notice in writing. The notice shall be exclusive of the day on which it is deemed to be served and of the days for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned to such persons as are under these Articles, entitled to receive such notices from the Association. Every such notice shall comply with the provision of section 181(5) of the Act.
29. For the purposes of section 218(3)(d) of the Act the use of electronic means to serve or give notice is permitted and each of the members of the Association hereby consent to the use of electronic means in the form of email to serve or give notices in relation to them and further agree to provide the Association with an email address to which notices may be served or given.
30. The provisions of section 181(3) of the Act shall apply to all notices required or permitted to be given under the Act or this Constitution to any member and not just notices of general meetings.
31. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
32. For the purposes of section 1219 and section 338(5) of the Act, the Association's members agree that the documents referred to in section 338(2) of the Act may be treated as having been sent to the members where the member can access the documents through a website and that notice of the matters set out in section 338(5)(c) of the Act may be sent to the

member in accordance with section 218 of the Act.

33. The provisions contained in section 218(5) of the Act shall apply to the Association.

### **PROCEEDINGS AT GENERAL MEETINGS**

34. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Board of Directors, the Honorary Treasurer and auditors, the election of the Directors of the Association, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors.
35. No business shall be transacted at any general meeting unless a quorum of members is present, at the time when the meeting proceeds to business. Save as herein otherwise provided, four Full Members present in person shall be a quorum.
36. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Full Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Full Members shall be a quorum.
37. The chairperson of the Board of Directors shall preside as chairperson at every general meeting of the Association, or if there is no such chairperson, or if he/she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Board of Directors present shall elect one of their number to be chairperson of the meeting.
38. If at any meeting no member of the Board of Directors is willing to act as chairperson or if no member of the Board of Directors is present within 15 minutes after the time appointed for holding the meeting, the Full Members present shall choose one of their number to be chairperson of the meeting.
39. The chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Subject to Section 187 (6) of the Act, it shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting.
40. 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 declaration of the result of the show of hands) demanded by:
- (a) the chairperson; or
  - (b) at least 4 Full Members present in person or by proxy.
41. Unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of

the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

42. Except as provided in Article 44 if a poll is duly demanded it shall be taken in such manner and at such times as the chairperson, after consultation with the officers of the Association present at 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.
43. 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.
44. A poll demanded on the election of a chairperson, or 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 provided with pending the taking of the poll.
45. Subject to section 193 of the Act, a resolution in writing signed by all the Full Members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Association 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.

#### **VOTES OF MEMBERS**

46. Subject as hereinafter provided, every Full Member shall have one vote. Associate Members and Honorary Members shall have no right to attend or vote at general meetings.
47. A Full Member of unsound mind, or in respect of whom an order has been made by any court having the appropriate jurisdiction, may vote whether on a show of hands or on a poll, by his/her committee, receiver, guardian, or other person appointed by that court, and any such committee, receiver guardian, or other person may vote by proxy on a show of hands or on a poll.
48. No person other than a Full Member duly registered as a Full Member for at least 30 days prior to the date for which such General Meeting has been called and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his/her membership, shall be entitled to be present or to vote on any question either personally or by proxy at any General Meeting.
49. 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 may in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.
50. Votes may be given either personally or by proxy.
51. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing, or, if the appointer is a body corporate, either

52. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting, or delivered by electronic means to a designated email address provided for 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 provided that:

- (a) in the case of a meeting which is adjourned to, or a poll which is to be taken on, a date which is less than seven days after the date of the meeting which was adjourned or at which the poll was demanded, it shall be sufficient if the instrument of proxy and any such authority and certification thereof as aforesaid is lodged with the Secretary at the commencement of the adjourned meeting or the taking of the poll; and
- (b) an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require to be delivered again for the purposes of any subsequent meeting to which it relates.

53. An instrument appointing a proxy shall be in the following form or a form as near there to as circumstances permit:

 $I/W_e$ 

being a member/ members of the above-named Association hereby

of

him/her,

as my/ our proxy to vote for me/ us on my/ our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_

20 and at any adjournment thereof.

Signed this                      day of                      20

The proxy is to vote as follows:-

## Voting instructions to proxy

(Choice to be marked with an "X")

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

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

Signature of Member .....

Dated .....

54. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
55. A vote given 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 Association at the office before the commencement of the meeting or adjourned meeting at which proxy is used.

#### **BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS**

56. Any body corporate which is a Full Member of the Association 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 Association, 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 Full Member of the Association.

#### **THE BOARD OF DIRECTORS**

57. Unless otherwise determined by ordinary resolution of the Full Members, the Board of Directors shall consist of:
  - (a) only Full Members;
  - (b) a minimum of 5 Full Members and a maximum of 16 Full Members who may be nominated or elected in accordance with the provisions of these Articles;
  - (c) a maximum of 5 Full Members may be co-opted to the Board of Directors to fill vacancies which occur during the year, subject the limit of 16 appointees to the Board not being exceeded at any one time. Vacancies occurring amongst the elected members of the Board of Directors during the year shall be filled by the Board of Directors at its discretion from the general body of Full Members. Each such member may be removed from office at any time by resolution of the Board of Directors but in any event shall retire at the Annual General Meeting following his/her appointment and shall thereafter be eligible for re-election to the Board of Directors;
  - (d) a minimum of 25% of the Full Members appointed to the Board of Directors must be persons with epilepsy and/or direct family members or carers of a person with

epilepsy.

58. The first Officers of the Association and the first appointees to the Board of Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them and shall hold office until the end of the first Annual General Meeting of the Association.
59. The Board of Directors shall appoint the officers of the Association being the chairperson, the honorary secretary and the honorary treasurer. The Board of Directors may at its discretion also appoint a vice-chairperson. The officers of the Association shall be appointed from those serving on the Board of Directors.
60. No remuneration shall be payable to the appointees to the Board of Directors. Appointees to the Board of Directors may be paid all such reasonable expenses as may be properly incurred in their attending and returning from meetings of the Board of Directors or any other committee of the directors or general meetings of the Association or in connection with the affairs of the Association and provided same are properly vouched.
61. A minimum of 5 Board of Directors' meetings will be held annually.

#### **APPOINTMENT AND REMOVAL OF APPOINTEES TO THE BOARD OF DIRECTORS**

62. Subject to Article 58, the appointees to the Board of Directors of the Association shall be elected at the Annual General Meeting of the Association. Every appointee to the Board of Directors shall hold office subject to these Articles. All the Directors whose term has expired in accordance with Article 63 shall retire from office at the next subsequent Annual General Meeting.
63. Subject to Article 64, the Directors of the Association elected at an Annual General Meeting shall hold office for a term of three years after which they are eligible for election for further terms of three years each. A maximum of three consecutive terms each of three years may be served by a Director.
64. Directors appointed as officers of the Association in accordance with Article 59 shall hold such role for a term of three years after which they are eligible for re-appointment to the role for further terms of three years each. The requirement at Article 63 to retire after a third consecutive term in office as a Director will apply to a Director holding such office.
65. Any Director who retires from office having served a maximum term of nine years may be elected to the Board of Directors again once a period of twelve months has elapsed from the date of his/her retiring from office.
66. The Association may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any member of the Board of Directors before the expiration of his/her period of office, notwithstanding anything in these Articles or in any agreement between the Association and such member.
67. No person other than a Board member retiring at a general meeting shall, unless recommended by the Board, be eligible for election to the Board at any general meeting unless there had been left at the registered office of the Association, not less than 3 days nor more than 21 days before the date appointed for the general meeting, notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given of their intention to propose such a person for election and also notice in writing signed by that person



of his/her willingness to be elected.

#### **CHIEF EXECUTIVE OFFICER**

68. The Board of Directors may from time to time appoint a Chief Executive Officer whose remuneration and other conditions of service, duties and powers shall be such as shall be defined by the Board of Directors from time to time. The Chief Executive Officer shall not be a member of the Board of Directors but shall be entitled to attend and speak (but not to vote or be counted in the quorum) at any meeting of the Board of Directors.

#### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

69. The business of the Association shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not by the Act or by these Articles required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Association in general meeting shall invalidate any prior act of the Board of Directors which would have been valid if that direction had not been given.
70. The Board of Directors may exercise all the powers of the Association 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 Association or of any third party.
71. 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 Board of Directors to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (nor exceeding those vested in or exercisable by the Board of 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 Board of 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/her.
72. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association 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.
73. The Board of Directors shall cause minutes to be made in books provided for this purpose.
- (a) of all appointments of officers made by the Board of Directors;
  - (b) of the names of the members present at each meeting of the Board of Directors and of any sub-committees;
  - (c) of all resolutions and proceedings at all general meetings of the Association, and of the Board of Directors and of any sub-committee.

Any such minutes of any meeting, if purporting to be signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts there in stated.

74. Any contract or arrangement entered into by or on behalf of the Association in which any member of the Board of Directors is in any way interested shall not be avoided, nor shall any member of the Board of Directors so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such member of the Board of Directors holding that office or of the fiduciary relation thereby established.

#### **DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS**

75. In addition to the circumstances set out in section 148 of the Act, a person shall cease to be a member of the Board of Directors if he/she:
- (a) makes any arrangement or composition with his/her creditors generally, or is adjudicated bankrupt; or
  - (b) becomes of unsound mind; or
  - (c) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his/her interest in a manner required by section 231 of the Act; or
  - (d) is removed as a member of the Association in accordance with Article 7; or
  - (e) fails to attend five consecutive meetings of the Board of Directors without due cause and the remaining appointees on the Board of Directors unanimously resolve that h/she should be removed; or
  - (f) is convicted on indictment of an offence; or
  - (g) is sentenced to a term of imprisonment by a court of competent jurisdiction; or
  - (h) is the subject of an order under Section 160 of the Companies Act 1990 or is prohibited, removed or suspended from being a trustee of a scheme under the Pensions Acts 1990 to 2008; or
  - (i) has been removed from the position of trustee of the Association by an order of the High Court under Section 74 of the Charities Act 2009.

#### **VOTING ON CONTRACTS**

76. A member of the Board of Directors who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Association shall declare the nature of his/her interest at the meeting of the Board of Directors at which the question of entering into the contract or arrangement is first taken into consideration, if his/her interest then exists, or in any other case at the first meeting of the Board of Directors after he/she becomes so interested. A general notice given by the member of the Board of Directors to the effect that:
- (a) he/she is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm; or
  - (b) he/she is to be regarded as interested in any transaction which may be made after the date of the notice with a specified person who is connected with him/her (within the

meaning of section 220 of the Act);

shall be sufficient declaration of interest under this Article, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board of Directors or the member giving the notice takes reasonable steps to secure that it is brought up and read at the next meeting of the Board of Directors after it is given. The provisions of Article 75 (c) shall apply to any failure to comply with this Article.

77. A member of the Board of Directors may not vote in respect of any contract, appointment or arrangement in which he/she is interested or any matter arising there out, and he/she shall not be counted in the quorum present at the meeting.

#### **PROCEEDINGS OF BOARD OF DIRECTORS**

78. The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairperson shall have a second or casting vote. A member of the Board of Directors may and the Secretary on the requisition of a member of the Board of Directors shall, at any time summon a meeting of the Board of Directors. If the Board of Directors so resolve it shall not be necessary to give notice of a meeting of the Board of Directors to any member who being resident in the State is for the time being absent from the State.
79. A meeting of the Board of Directors may consist of a conference between some or all of the Directors who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and –
- (a) a Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
  - (b) such a meeting shall be deemed to take place –
    - (i) where the largest group of those participating in the conference is assembled;
    - (ii) if there is no such group, where the chairperson of the meeting then is;
    - (iii) if neither sub-paragraph (i) or (ii) applies, in such location as the meeting itself decides.
80. A Director participating at a meeting of the Board of Directors by electronic communication shall not be entitled to disengage from such means of communication without first obtaining the express consent of the meeting to do so.
81. The quorum necessary for the transaction of the business of the Board of Directors may be fixed by its members, and unless so fixed shall be four provided four persons are personally present or present by means of telephonic, video or other electronic communication.
82. The continuing members of the Board of Directors may act notwithstanding any vacancy in their numbers, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of members, the continuing members or

member may act for the purpose of increasing the number of members to that number or of summoning a general meeting of the Association, but for no other purpose.

83. If at any meeting the chairperson is not present within 5 minutes after the time appointed for holding the same, the members of the Board of Directors present may choose one of their number to be chairperson of the meeting.
84. The Board of Directors may delegate any of their powers to sub-committees consisting of such persons as they think fit; any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board of Directors.
85. The Board of Directors may elect a chairperson of any sub-committee; if no such chairperson is elected, or if at any meeting the chairperson is not present within 5 minutes after the time appointed for the holding of same, the members present may choose one of their number to be chairperson of the meeting.
86. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
87. All acts done by any meeting of the Board of Directors or of a sub-committee by any person acting as a member of the Board of Directors shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such members of the Board of Directors or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Directors.
88. In accordance with Article 79 any member of the Board of Directors who can not physically attend a meeting may take part by means of a telephone conference link, audio conference link, video conference link or by another electronic means and will have full voting rights.

#### **ADOPTION OF BYE-LAWS**

89. The Board of Directors shall have power from time to time to make, alter and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association. The Board of Directors shall adopt such means as they deem sufficient to bring to the notice of the members all such bye-laws, alternations and repeals and all such bye-laws, so long as they are in force, shall be binding upon all members of the Association provided always that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Association or constitute such an amendment of or addition to these presents as could only lawfully be made by special resolution.

#### **SECRETARY**

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

#### **THE SEAL**

91. The seal shall be used only by the authority of the Board of Directors or of a sub-committee authorised by the Board of Directors in that behalf, and every instrument to which the seal

shall be affixed shall be signed by a member of the Board of Directors and shall be countersigned by the Secretary or by a second member of the Board of Directors or by some other person appointed by the members for the purpose.

### **ACCOUNTS**

92. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Association's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Association.
93. Adequate accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Board of Directors think fit, and shall at all reasonable times be open to the inspection of the members of the Board of Directors of the Association and by other persons entitled pursuant to the Act.
94. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Association or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Association except as conferred by statute, this Constitution or authorised by the Directors or by the Association in general meeting.
95. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Association the statutory financial statements of the Association, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Association.
96. Adequate records shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its' transactions.
97. A copy of the statutory financial statements of the Association, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them. For the purposes of section 1219 and section 338(5) of the Act, the Association's Full Members entitled to receive notice of attend and vote at a general meeting agree that the documents referred to in section 338(2) of the Act may be treated as having been sent to the Full Members where the member can access the documents through a website and that notice of the matters set out in section 338(5)(c) of the Act may be sent to the Full Member in accordance with section 218 of the Act.

### **AUDIT**

98. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
99. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19

of Part 6 of the Act.

#### **NOTICES**

100. A notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his/her registered address as appearing in the Register of Members or by email to a designated email address provided by the member.
101. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter or electronic mail containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same is posted.
102. Where notice is sent by email and in the case of e-mail delivery, the notice shall be deemed to have been received by a member, on the day of sending such e-mail on condition that no delivery failure notification is received by the sender.
103. In addition to the means of service of documents set out in section 51 of the Act, a notice or other document may be served on the Association by an officer or member of the Association by email provided, however, that the Directors have designated an email address for that purpose and notified that email address to its members and officers for the express purpose of serving notices on the Association.

#### **INDEMNITY**

104. Subject to the provisions of section 235 of the Act every director and officer of the Association shall be entitled to be indemnified out of the assets of the Association against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto, including any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application under section 233 or 234 of the Act in which relief is granted to him/her by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Association in the execution of the duties of his/her office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 235 of the Act.

#### **WINDING UP**

105. The provisions of Clause 10 of the Memorandum of Association of the Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in full in these Articles.

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

Names, addresses and descriptions of subscribers

Mary P. Kent, M.B., F.R.C.P.I., D.C.H. ✓  
Stewart's Hospital, Palmerstown, Dublin 20.

Elizabeth W. Lelan, 42 Raymond St., S.C. Rd., D.F.  
Artist's Receptionist ✓

J. J. O'Connell, 49 Ballyroan Road  
J. J. O'Connell 16  
Chief Officer ✓

W. H. O'Connell, Carleton, Windgoles, D. J. O'Connell  
Manager ✓

J. J. O'Connell, Emma Malahide, Physician ✓  
Theresa Dagge, 39 Wilkesbank Park, Rathfarnham. (Housewife)  
Maurice Lindsay, Tullagh, Church Rd. D. J. O'Connell (Housewife)

Dated the 12<sup>th</sup> day of May 19 80.

Witness to the above signatures:

Richard O'Connell  
The Shanty Bittas Co. Ltd.  
Administrator.