

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;
 - (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) 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;
 - (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 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;
- (u) 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 two years;
- (v) 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;

- (w) to maintain directors insurance and insurance against all appropriate risk and to pay in good faith Insurance premia in respect of any directors' and officers' liability indemnity insurance policy or policies;
 - (x) to enter agreements with government agencies, corporate bodies and other organisations in furtherance of the main object;
 - (y) to establish and maintain links with international and national organisations having similar objects to those of the Association; 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.
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 and the Revenue Commissioners 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 and the Revenue Commissioners, advance notice in writing of the proposed changes must be given to the Charities Regulator and to the Revenue Commissioners 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 is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Association contracted before he 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

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

Elizabeth Wulcan, 42 Raymond St., S.C. Rd., D.S.
Artist's Receptionist ✓

J. J. O'Donnell, 49 Ballyroe Road
Templeogue 16
Army Officer ✓

Wm. Coughlin, Carlow, Windy Hill, Drogheda
Manager ✓

J. J. O'Donnell, Curra Malahide, Physician ✓
Theresa Dagg, 39 Willowbank Park, Rathfarnham. (Housewife)
Marie Lindsay, Tullagh Church Rd. Drogheda (Housewife)

Dated the 12th day of May 19 20.

Witness to the above signatures:

Richard O'Hanlon
The Slanty Bittas Co. Dublin
Administrator

COMPANIES ACT 2014
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;

“members” means the Full Members, Associate Members and Honorary Members of the Association;

“the seal” means the common seal of the Association;

“the Secretary” 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 be in default for a period of two years in the payment of any subscription or other contribution payable by him/her to the Association.

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 (s)he 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 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 last known address or by email and upon his giving notice in writing to the Secretary of his intention to appear, shall be heard by the Board of Directors either in person or through his 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 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 ability, the objects and interests of the Association, and shall observe all bye-laws of the Association that may be made pursuant to Article 80.

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 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. 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 has been a member of the Association for at least 30 days prior to the date for which such General Meeting has been called.
- 15. In accordance with the provisions of clause 4 (c) only Full Members have an entitlement to attend, or vote at any Annual General Meeting or Extraordinary General Meeting of the Association.

NOTICE OF GENERAL MEETINGS

16. 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, 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 as to giving information to the members in regard to their right to appoint proxies.
17. 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.
18. 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.
19. 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.
20. 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.
21. The provisions contained in section 218(5) of the Act shall apply to the Association.

PROCEEDINGS AT GENERAL MEETINGS

22. 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.
23. 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.
24. 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.

25. 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 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.
26. 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.
27. 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. It shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting.
28. 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 5 Full Members present in person or by proxy.
29. 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.
30. Except as provided in Article 32, 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.
31. 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.
32. 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.

33. 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

34. Subject as hereinafter provided, every Full Member shall have one vote. Associate and Honorary Members shall have no right to attend or vote at general meetings.
35. 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 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.
36. No person other than a Full Member duly registered as a Full Member, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to be present or to vote on any question either personally or by proxy at any General Meeting.
37. 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.
38. Votes may be given either personally or by proxy.
39. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association.
40. 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.

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

BRAINWAVE – THE IRISH EPILEPSY ASSOCIATION

I/We

Of

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

of

or, failing

him/her,

of

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

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

43. 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

44. 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 represents as that body corporate could exercise if it were an individual Full Member of the Association.

THE BOARD OF DIRECTORS

45. Unless otherwise determined by ordinary resolution of the Full Members, the Board of Directors shall consist of:
- (a) a minimum of 5 and a maximum of 20 Full Members (inclusive of the officers at (b) below) who may be nominated or elected in accordance with the provisions of these Articles;
 - (b) four officers of the Association being the chairperson, the vice-chairperson, the honorary secretary and the honorary treasurer (who will be appointed from those serving on the Board of Directors);
 - (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 20 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 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 (inclusive of the officers at (b)) must have epilepsy or must be a direct family member of a person with epilepsy.
46. 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.
47. 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.

APPOINTMENT AND REMOVAL OF APPOINTEES TO THE BOARD OF DIRECTORS

48. Subject to Article 46, 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 49 shall retire from office at the next subsequent Annual General Meeting.

49. Subject to Article 50 the Directors of the Association elected at an Annual General Meeting shall hold office for a term of four years thereafter, after which they are eligible for election for a further term of four years. A maximum of two consecutive terms each of 4 years may be served, save for where in the opinion of the Board of Directors a serving of a third term by any Director may be in the best interests of the Association.
50. Directors appointed as officers of the Association in accordance with Article 45 (b) shall hold such role for a term of three years after which they are eligible for re-appointment to the role for a further term of three years. The requirement at Article 49 to retire after a second consecutive term in office as a Director will not apply to a Director holding such office, who may continue to act as a Director until the expiry of the term of any appointment made pursuant to Article 45(b).
51. Any Director who retires from office having served a maximum term of 8 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.
52. 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 period of office, notwithstanding anything in these Articles or in any agreement between the Association and such member.
53. 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 14 days before the date appointed for the general meeting, notice in writing signed by two Full Members 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.
54. No period of service as Director (and/or as appointee in accordance with Article 45 (b)) prior to the adoption of this Constitution will be taken into account in determining the maximum term of office provided for at Article 49 and Article 50.

CHIEF EXECUTIVE OFFICER

55. 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

56. 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.

57. 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.
58. 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.
59. 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.
60. 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.

61. 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

62. 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 creditors generally; 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 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.

VOTING ON CONTRACTS

63. 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 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 interest then exists, or in any other case at the first meeting of the Board of Directors after he becomes so interested. A general notice given by the member of the Board of Directors to the effect that:

- (a) he 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 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 62 (c) shall apply to any failure to comply with this Article.

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

PROCEEDINGS OF BOARD OF DIRECTORS

65. 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.

66. 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.
67. 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.
68. 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.
69. 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.
70. 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.
71. 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.
72. 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.
73. A minimum of 5 Board of Directors meetings will be held annually.
74. 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.

75. 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.
76. A resolution in writing, signed by all the members of the Board of Directors for the time being entitled to receive notice of a meeting of the Board of Directors, shall be as valid as if it had been passed at a meeting of the Board of Directors duly convened and held. Such a resolution may consist of several documents in like form each signed by one or more of the members of the Board of Directors for the time being entitled to receive notice of a meeting of the Board of Directors.
77. In accordance with Article 65 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

78. 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

79. 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

80. 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

81. 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.

82. 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.
83. 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.
84. 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.
85. 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.
86. 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

87. 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.
88. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

NOTICES

89. 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 registered address as appearing in the Register of Members or by email to a designated email address provided by the member.
90. 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.
91. 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.
92. 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

93. Every member of the Board of Directors, Chairperson, vice-chairperson, treasurer, Secretary, agent, auditor or other officer of the Association shall be entitled to be indemnified out of the assets of the Association against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his 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 favour or in which he is acquitted or in connection with any application under section 233 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 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

94. The provisions of Clause 11 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.