

COMPANIES ACT 2014
CONSTITUTION
OF
CRUIT ÉIREANN, HARP IRELAND
MEMORANDUM OF ASSOCIATION

1. The Company

The name of the Company is Harp Foundation t/a as Cruit Éireann/Harp Ireland.

The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

2. Main Object

The main object for which the Company is established is to support the continuing evolution of the harp in Ireland, and affirm and promote inclusive, contemporary expression of the c.1000 year old harp tradition.

3. Subsidiary Object

In furtherance exclusively of the foregoing main object, the Company shall have the following subsidiary objects:

- i) nurture excellence and creativity at all levels of harp engagement
- ii) promote and encourage harp performance throughout the country
- iii) acknowledge and promote the legacy of the early Irish harp
- iv) work to consolidate the role of the Irish harp in Irish music and across genres
- v) support the pedal harp, its heritage in Ireland and its repertoire
- vi) ensure that harp tuition is available and accessible on a national basis
- vii) provide professional development opportunities for harpers, including an emphasis on harp teacher education
- viii) commission and publish new repertoire for the harp
- ix) engage with harp makers living and working in Ireland to ensure a strong and viable indigenous harp-making industry
- x) collaborate in the development of harp-led initiatives and events
- xi) seek to introduce new audiences to the harp and its music

- xii) foster a scholarly approach to conserving the legacy and tradition of the harp while exploring new directions.

4. Powers

To the extent that the same are essential or ancillary to the promotion of the main object of the Company as heretofore set out, the Company may exercise the following powers:

- (a) to solicit and accept grants, donations and any other form of voluntary contributions, and to administer, manage and expend such funds or other contributions in furtherance of the objects of the Company;
- (b) to purchase, lease or by any other means acquire any real or personal property and to sell, manage or otherwise deal with the same, in any lawful manner;
- (c) to borrow and raise money in such manner and upon such security as the Company shall think fit;
- (d) to invest the monies of the Company not immediately required for its purposes in such investments, securities or property as may be thought fit, subject to such conditions and consents as may be required by law;
- (e) to accumulate capital for any purpose of the Company and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally SAVE HOWEVER that prior permission shall be obtained from the Revenue Commissioners when it is intended to accumulate funds for a period in excess of two years;
- (f) to grant pensions and gratuities to any person who has served the Company as an employee, or to any dependent of such person, provided that the same shall not exceed that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997; that such a pension scheme has been operated by the Company and that the beneficiary has been a member of the scheme while employed by the Company;
- (g) to subscribe or guarantee money for charitable objects;
- (h) to undertake and execute any trusts which may seem directly or indirectly conducive to the attainment of the main object(s) of the Company;
- (i) to ensure that appropriate governance and regulatory standards are observed;
- (j) to devise and implement a Board strategy for fulfilment of objectives;
- (k) to employ a CEO and executive team to administer, coordinate and fulfil aims and objectives;
- (l) to oversee the work of the CEO and executive team;

(m) to ensure that a proactive fundraising strategy is in place.

5. Limited Liability

The liability of the members is limited.

6. Income and property

The income and property of the trust/body shall be applied solely towards the promotion of main object(s) as set forth in this Deed of Trust /Constitution / Rules. No portion of the trust/body'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 trust/body. No charity trustee* shall be appointed to any office of the trust/body paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the trust/body. However, nothing shall prevent any payment in good faith by the trust/body of:

- (a) reasonable and proper remuneration to any member or servant of the trust/body (not being a charity trustee) for any services rendered to the trust/body;
- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by charity trustees or other members of the trust/body to the trust/body;
- (c) reasonable and proper rent for premises demised and let by any member of the trust/body (including any charity trustee) to the trust/body;
- (d) reasonable and proper out-of-pocket expenses incurred by any charity trustee in connection with their attendance to any matter affecting the trust/body;
- (e) fees, remuneration or other benefit in money or money's worth to any Company of which a charity trustee may be a member holding not more than one hundredth part of the issued capital of such Company;
- (f) nothing shall prevent any payment by the trust/body 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).

*charity trustee as defined by section 2(1) of the Charities Act, 2009

7. Contribution by members on winding-up

Every director of the Company undertakes to contribute to the assets of the Company; if the Company is wound up while he or she is a member, or is wound up within one year after the date on which he or she ceases to be a member, for the payment of the debts and liabilities of the Company, contracted before he or she ceases to be a member; the costs, charges and expenses of winding up; and the adjustment of the rights of

contributories among themselves, such amount as may be required, not exceeding one euro.

8. Prohibition of distribution to members on winding-up

If upon the winding up or dissolution of the trust/body there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the trust/body. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the trust/body. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the trust/body under or by virtue of Clause hereof. Members of the trust/body shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9. Addition, alterations or amendments

The organisation must ensure that the Charities Regulator has a copy of its most recent governing instrument. If it is proposed to make an amendment to the governing instrument of the organisation which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

10. Keeping Accounts

Annual audited accounts shall be kept and made available to the Revenue Commissioners and/or the Charities Regulatory Authority, upon request.

ARTICLES OF ASSOCIATION

Interpretation

1. (a) In these Articles:

“the Act” means the Companies Act, 2014, and any statutory amendment(s) thereof;

“the Directors”	means the members for the time being of the board of directors of the Company and “Director” shall be construed accordingly;
“member”	means a member of the Advisory Group to the Company, admitted in accordance with article 5 herein;
“harp forum”	means ordinary members drawn from supporters and the wider general public;
“the Registered Office”	means the registered office for the time being of the Company;
“the Secretary”	means any person(s) or body corporate appointed to perform the duties of the Secretary of the Company;
“the Seal”	means the Common Seal of the Company;
“the State”	means the Republic of Ireland.

(b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to every mode of representing words in visible form.

(c) Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Act.

Optional Provisions of the Act

2. To the extent that they are omitted from, or modified by these articles, the optional provisions of the Act, as defined in Section 1177(2) thereof, are hereby excluded or modified, as the case may be.

Alteration of the Constitution

3. Subject to the provisions of the Act, and the provisions of this constitution, the Company may by special resolution alter either or both its memorandum and articles of association. Any alteration or addition so made shall be as valid as if originally contained therein.¹

Members

4. For the purposes of registration, the number of members of the Company is taken to be 17. The Board may from time to time register an increase or a decrease of members.

¹ A special resolution is one, which is passed by not less than 75% of the votes cast by the members of the Company, present and voting at a general meeting of the Company for which the required notice has been given.

The Company shall have a minimum of 3 members.

5. The members of the Company shall:
 - (a) be the 17 founding members named at the end of these Rules;
 - (b) be such other persons as the members shall, from time to time, admit to membership and as shall sign a written consent to become a member;
 - (c) serve for 1 term (3 years) and may be nominated for reappointment.

Election of members

6. An individual interested in becoming a member of the Company shall:
 - (a) receive 3 nominations from existing members;
 - (b) notify the Secretary of the Board at least 21 days before the AGM so that the nomination can appear in the notice convening the meeting;
 - (c) be proposed and seconded at the AGM. Thereafter, a vote shall be held. Each member of the Advisory Group shall have one vote. Members of the Advisory Group shall be elected by a simple majority of all Cruit Éireann, Harp Ireland members present and voting. Where there is an equality of votes, the Chair shall have a casting vote.
7. No person shall be a member of the Company unless he or she has attained the age of 18 years.
8. Any purported appointment of a member without that person's consent shall be void.
9. At a general meeting of the Company, a motion for the appointment of two or more persons as members by a single resolution shall not be made, unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.

Rotation of members

10. At the annual general meeting of the Company in each year, one-third of the members for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one third shall retire from office.
11. The members to retire in every year shall, subject to article 56, be those persons who have been longest in office since their last election but as between persons who became members on the same day, those to retire shall (unless they agree otherwise among themselves) be determined by lot.
12. A retiring member shall be eligible for re-election for a further term or terms of office which, when aggregated with the terms already served, shall not exceed three terms, but not for any longer period.

Removal of members

13. The Company may by ordinary resolution remove a member before the expiration of a period of office. Such a resolution shall not be effective unless the provisions of section 146 of the Act are observed.
14. A vacancy created by the removal of a member under this article may be filled at the meeting at which the member is removed and, if not so filled, may be filled as a casual vacancy.

Vacation of Office

15. The position of member shall be vacated if the member:
 - (a) is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction; or
 - (b) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
 - (c) the member resigns the office by notice in writing to the Company; or
 - (d) can no longer be reasonably regarded as possessing an adequate decision-making capacity; or
 - (e) a declaration of restriction is made in relation to the member and the Board,
 - (f) at any time during the currency of the declaration, resolves that their office be vacated; or
 - (g) the member is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence; or
 - (h) the member is absent from Board meetings held during a period of more than 6 months, without the permission of the directors.

Termination of membership

16. A member may resign membership by serving notice to that effect upon the Company at the Registered Office.
17. The Board may require a member to resign membership by serving notice upon the member terminating membership, such notice to expire no earlier than the date of service of the notice.
18. Membership shall be terminated on bankruptcy or death.
19. Membership shall be deemed terminated if a member is absent for 3 consecutive meetings without the permission of the directors.

Obligations of members

20. Every member shall, as a continuing condition of membership, be bound by the provisions of the constitution of the Company and any amendment thereof, and shall

observe all (if any) any rules or regulations made from time to time by the Company in general meeting, or by the Board.

General meetings of member

21. The Company 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 notice calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
22. The business of the annual general meeting shall include:
 - (a) consideration of the Company's statutory financial statements and the report of the directors, together with the report of the statutory auditors on those statements;
 - (b) the review by the members of the Company's affairs;
 - (c) the authorisation of the directors to approve the remuneration of the statutory auditors;
 - (d) the election and re-election of directors;
 - (e) the election and re-election of members;
 - (f) the appointment or re-appointment of statutory auditors.
23. All general meetings of the Company, other than annual general meetings, shall be known as "extraordinary general meetings".
24. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened as provided by Section 1203 of the Act. If at any time there are not sufficient directors in Ireland capable of acting to form a quorum, any director or any member of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.
25. General meetings of the Company shall be held in the State at such time and at such place as the Board shall appoint.
26. A meeting, other than an adjourned meeting shall be called, in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. It shall be given in the manner specified in these articles to such persons as are under these articles entitled to receive such notices from the Company.
27. The notice of a general meeting shall specify:
 - (a) the place, the date and the time of the meeting;
 - (b) the general nature of the business to be transacted at the meeting;

- (c) in the case of a proposed special resolution, the text or substance of the resolution.
28. The statutory auditors of the Company shall be entitled to:
- (a) attend any general meeting of the Company;
 - (b) receive all notices of, and other communications relating to any general meeting which any member of the Company is entitled to receive;
 - (c) be heard at any general meeting which they attend, on any part of the business of the meeting which concerns them as statutory auditors.
29. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at article 26, shall be deemed to have been duly called if it is so agreed by all of the members entitled to attend and vote at the meeting, and the statutory auditors of the Company.
30. 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. 6 members present in person, or by telephone shall be a quorum.
31. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
32. The chairperson of the Board shall preside as chairperson at every general meeting of the Company. If he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
33. 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.
34. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

Votes of members

35. Where a matter is being decided (whether on a show of hands or on a poll) every member present shall have one vote.

36. A vote shall take place on a show of hands, unless a poll is demanded before, or on the declaration of the result of a show of hands.
37. A demand for a poll may be made by
 - (a) the chairperson of the meeting; or
 - (b) at least three members present in person; or
 - (c) any members present in person representing not less than 10% of the voting rights of members entitled to vote at the meeting.
38. Unless a poll is demanded, a declaration by the chairperson that a resolution has on a show of hands been carried, or lost, an entry to that effect in the minutes of the meeting 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.
39. If a poll is demanded it shall be taken in such manner as the chairperson directs and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
40. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
41. No member shall be entitled to vote at a meeting of members of the Company if there are monies due and outstanding by such member to the Company.
42. No objection shall be raised to the qualification to vote of any voter except at the meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

Resolutions

43. Notwithstanding article 26, a special resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given, if the conditions specified in section 191 of the Act are satisfied.
44. The terms of any resolution (whether special or otherwise) before a general meeting may be amended by ordinary resolution at the meeting, provided that the resolution, as amended, will still be such that adequate notice of the same can be deemed to have been duly given.
45. Subject to compliance with the conditions in section 193 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held,

and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

46. When a resolution is passed at an adjourned general meeting, it will be treated as having been passed on the date of that meeting and not on any earlier date.

Minutes of general meetings

47. The Company shall, as soon as may be after the holding of a meeting, cause minutes of the proceedings of the meeting and the terms of all resolutions to be entered in books kept for the purpose. All such books shall be kept in the same place.
48. Any minute referred to in article 47, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or the chairperson of the next succeeding meeting, shall be evidence of what occurred at the meeting.

The Board of Directors

49. The Company shall have a minimum of 5 and a maximum of 12 directors.² Within this range, the Board may from time to time by ordinary resolution increase or reduce the number of directors. Directors shall serve for a period of one term (three years).
50. Vacancies for the position of director shall be filled by election at the annual general meeting of the Company.
51. No person shall be eligible for election as a director at a general meeting, unless not less than 3 nor more than 21 days before the day appointed for the meeting there shall have been left at the Registered Office –
 - (a) notice in writing signed by a member of the Company entitled to attend and vote at the meeting of the individual's intention to propose the person concerned for such election; and
 - (b) notice in writing signed by the individual concerned of willingness to be elected.
52. No person may be a director of the Company unless he or she has attained the age of 18 years.
53. Any purported appointment of a director without that person's consent shall be void.
54. At a general meeting of the Company, a motion for the appointment of two or more persons as directors by a single resolution shall not be made, unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.

² The Arts Council requires that companies funded by it maintain a minimum of five members. The Revenue Commissioners require a minimum of three members unconnected by business or familial relationship.

55. The Board shall have the power at any time and from time to time, to co-opt a person to be a director to fill a casual vacancy arising in the number of elected directors. Any director so appointed shall hold office only until the next annual general meeting and shall be eligible for election thereat.

Rotation of directors

56. At the annual general meeting of the Company in each year, one-third of the directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one third shall retire from office.
57. The directors to retire in every year shall, subject to article 58, be those persons who have been longest in office since their last election but as between persons who became directors on the same day, those to retire shall (unless they agree otherwise among themselves) be determined by lot.
58. A retiring director shall be eligible for re-election for a further term or terms of office which, when aggregated with the terms already served, shall not exceed three terms.

Removal of directors

59. The Company may by ordinary resolution remove a director before the expiration of the period of office. Such a resolution shall not be effective unless the provisions of section 146 of the Act are observed.
60. A vacancy created by the removal of a director under this article may be filled at the meeting at which he or she is removed and, if not so filled, may be filled as a casual vacancy.

Vacation of office

61. The office of director shall be vacated if the director:
- (a) is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction; or
 - (b) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
 - (c) resigns by notice in writing to the Company; or
 - (d) can no longer be reasonably regarded as possessing an adequate decision-making capacity; or
 - (e) a declaration of restriction is made in relation to the director and the Board; or
 - (f) at any time during the currency of the declaration, resolves that the office be vacated; or
 - (g) is sentenced to a term of imprisonment (including a term that is suspended)

- following conviction of an indictable offence; or
- (h) is absent from Board meetings held during a period of more than 6 months, without the permission of the directors.

Secretary

62. The Company shall have a Secretary, who may be one of the directors.³
63. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.
64. Without derogating from the applicable statutory and other legal duties, the duties of the Secretary shall be those delegated to the Secretary from time to time by the Board.
65. The directors shall ensure that the Secretary has the skills or resources necessary to discharge the statutory and other duties associated with the position, including to maintain (or to procure the maintenance of) the Company records (other than accounting records) required to be kept in relation to the Company.

Register of directors and secretaries

66. The Company shall keep a register of its directors and secretaries, and shall enter in the register the information specified in Section 149 of the Act.

Powers and duties of directors

67. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these articles required to be exercised by the Company 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, by special resolution, be given by the Company in general meeting. But, no direction given by the Company in general meeting shall invalidate any prior act of the Board, which would have been valid if that direction had not been given.
68. The Board may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets or any part thereof.
69. The Board may delegate any of its powers to such person or persons as it thinks fit, including sub-committees; any such sub-committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
70. The Board may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, to be the attorney or attorneys of the

³ The secretary need not be a director. The appointee may be an individual, or a company, appointed to provide the service on a paid basis. In the case of a company with charitable status, the secretary may only be remunerated for acting in the role, if not also holding the position of director.

Company for such purposes and with such powers, authorities and discretions (not exceeding its own powers) and for such period and subject to such conditions as the Board thinks 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 may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in such a person or body.

71. All cheques and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed by no less than two authorised persons and in such manner as the Board shall from time to time determine.

Proceedings of directors

72. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
73. Questions arising at any meeting of the directors shall be decided by a majority of votes, and where there is an equality of votes, the chairperson shall have a second or casting vote.
74. A director may, and the Secretary on the requisition of a director shall, at any time, summon a meeting of the directors.
75. The quorum necessary for the transaction of the business of the Board may be fixed by the directors and, unless so fixed, shall be 4.
76. The directors may act, notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of directors, the continuing director or directors may act for the purpose of increasing the number of directors to that number or summoning a general meeting of the Company, but for no other purpose.
77. The directors may elect a chairperson of the Board and determine the period for which he or she is to hold office, but if there is no such chairperson or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the directors present may choose one of their number to be chairperson of the meeting.
78. The directors may establish one or more sub-committees consisting of members of the Board. A sub-committee so established may elect a chairperson of its meetings; if no such chairperson is elected or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
79. A sub-committee may meet and adjourn as it thinks proper. Questions arising at a sub-committee 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.

80. A resolution in writing signed by all of the directors of the Company, or by all of the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the directors, or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held.
81. A meeting of the directors or of a committee referred to in article 78 may consist of a conference between some or all of the directors or, as the case may be, members of the committee, 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. Such a meeting shall be deemed to take place where the chairperson of the meeting then is.

Conflict of interest

82. A director or member shall not vote in respect of any contract, appointment, or arrangement in which the individual member is interested, and shall not be present for the relevant discussion nor counted in the quorum present at the part of the meeting at which the matter is considered.
83. A director or member who is in any way, directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of this interest at the Board meeting at which the question of entering into the contract is first raised, or at the next meeting held after the individual member became interested.
84. A copy of every declaration shall, within 3 days of making it, be entered into the register of disclosable interests maintained by the Company.

Minutes of meetings

85. The Company shall cause minutes to be entered in books kept for that purpose of –
 - (a) all appointments of officers made by the directors;
 - (b) the names of the directors present at each meeting of its directors and of any committee of the directors;
 - (c) all resolutions and proceedings at all meetings of its directors and of committees of directors.
86. Such minutes shall be entered in the foregoing books as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.
87. Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.

88. Where minutes have been made in accordance with articles 85 to 87 inclusive, then, until the contrary is proved:
- (a) the meeting shall be deemed to have been duly held and convened;
 - (b) all proceedings had at the meeting shall be deemed to have been duly had;
 - (c) all appointments of officers made by its directors at the meeting shall be deemed to be valid.

Accounts

89. The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.
90. The accounting records shall be kept on a continuous basis and shall be sufficient to explain the Company'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 Company.
91. The accounting records shall include:
- (a) entries from day to day of all monies received and expended by the Company;
 - (b) a record of the assets and liabilities of the Company;
 - (c) a record of all transactions whereby goods are purchased and sold;
 - (d) a record of all transactions whereby services are provided or purchased by the Company.
92. The Company's financial records shall be kept at the Registered Office or at such other place as the Board shall direct.
93. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general meeting. The Board shall provide a financial report at each members' meeting.
94. The Board shall from time to time in accordance with the provisions of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such financial statements and reports of the directors and statutory auditors as are required by those provisions to be laid before the annual general meeting.
95. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the directors' report and auditors' report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

Audit Committee

96. The Board may establish an audit committee, constituted as it shall think fit.
97. The responsibilities of an audit committee shall include:
 - (a) the monitoring of the financial reporting process;
 - (b) the monitoring of the effectiveness of the Company's systems of internal control, internal audit and risk management;
 - (c) the monitoring of the statutory audit of the Company's financial statements;
 - (d) the review and monitoring of the independence of the statutory auditors and the provision of additional services to the Company.
98. If an audit committee is established, any proposal of the Board with respect to the appointment of statutory auditors to the Company shall be based on a recommendation made to the Board by the audit committee.

Remuneration of directors

99. Directors shall not be remunerated for acting as such. A director may however be remunerated for other services rendered to the Company, provided the conditions of Section 89 of the Charities Act 2009 are fulfilled.
100. Subject to compliance with any rules or protocols laid down by the Board, directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board, any committee established by the Board, general meetings of the Company, or otherwise incurred in connection with attending to the business of the Company.

Use of Company property by directors

101. No director shall use Company property for personal use or benefit SAVE HOWEVER that de minimis use of Company property may be made by a director for the exclusive purpose of carrying out duties as a director, when such use is sanctioned at a meeting of the Board.

Power of Director to act in a professional capacity for the Company

102. Any director may act alone or on behalf of the director's firm, in a professional capacity for the Company, and, subject to compliance with the conditions of Section 89 of the Charities Act 2009, shall be entitled to remuneration for professional services rendered, as if he or she were not a director.

Audit

103. Statutory auditors shall be appointed by the Company and their duties regulated in accordance with Part 6 of the Act 63.
104. The Board shall arrange for the statutory financial statements of the Company for each financial year to be audited by the statutory auditors.

Seal

105. The Company shall have a common seal that states the Company's name in legible characters.
106. The seal shall be used only on the authority of the Board, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Board for the purpose.

Notices

107. A notice convening a general meeting shall be delivered by the Company to every person entitled to attend the same by hand/courier, by sending it by post, or, in the event that the intended recipient has authorised it in writing, by fax or e-mail to the fax number or e-mail address provided by the intended recipient.
108. A notice of any other description, including a notice convening a Board meeting may be delivered by hand/courier, by ordinary pre-paid post, by fax or by e-mail.
109. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been received at the expiration of 24 hours after the letter containing the same is posted. Where a notice is served by fax or e-mail, the service shall be deemed to have been effected at the expiration of 24 hours after the fax or e-mail has been sent, unless there is a notified failure or error in delivery in that period.
110. The accidental omission to give notice of any meeting convened pursuant to these articles, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
111. Notice of every general meeting shall be given in the manner herein before authorised to: every member, every director, the Secretary and the statutory auditor for the time being of the Company.

Indemnity

112. The Company indemnifies each officer of the Company against any liability incurred in relation the Company, to the extent permitted by Section 235 of the Act 64.

Insurance

113. The Company may discharge the cost of Directors' and Officers' insurance for its officers, on such terms as the Board shall decide.

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

Aibhlín McCrann (Chair & director)	Dearbhail Finnegan
Teresa O'Donnell (secretary & director)	Gráinne Hambly
Aileen Kennedy (joint treasurer & director)	Kathleen Loughmane
Deirdre Granville (joint treasurer & director)	Anne Marie O'Farrell
Eithne Benson (director)	Laoise Kelly
..... Aine Ní Dhubhghaill	Máire Ní Chathasaigh
Cormac de Barra	Janet Harbison
Úna Ní Fhlannagáin	Siobhán Armstrong
Catriona Cannon	

Signed:



Chair

9 March 2026