

**COMPANIES ACTS, 1963 TO 2009**

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**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

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**Memorandum**

**- AND -**

**Articles of Association**

**- OF -**

**DOWN SYNDROME IRELAND**



**COMPANIES ACTS 1963 TO 2009**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**-of-**

**DOWN SYNDROME IRELAND**

**NAME**

1. The name of the Company (hereinafter called "the Association") is "Down Syndrome Ireland".

**OBJECTS**

2. The main charitable objects for which the Association is established are: -
  - a. to work towards the development and improvement of medical, social and educational services available to Individuals with Down Syndrome, and in all matters relative to the general advancement of Individuals with Down Syndrome, with a view to enable all such persons to achieve their full potential;
  - b. to collect from all sources, information relevant to the condition of Down Syndrome, collating all such information so obtained, and to make such information available to parents and guardians of Individuals with Down Syndrome, and where considered appropriate, to persons or bodies directly or indirectly concerned with the medical, social and educational welfare of Individuals with Down Syndrome;
  - c. to promote and encourage research into the causation and pathogenesis of Down Syndrome, and to further encourage research into the educational and social capabilities of Individuals with Down Syndrome;
3. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only.
  - a. to collect funds for any of the objects of the Association by the employment of professional fundraisers, by collections, including flag-days, concerts, subscriptions, donations, and through all lawful functions normally and usually associated with fundraising;

- b. to promote and encourage the full integration of Individuals with Down Syndrome into the community, particularly to attain, where appropriate, the options of full integrated educational facilities for such persons within the community, and to achieve the community care of such persons, and to research and implement improved techniques for the care and advancement of Individuals with Down Syndrome;
- c. to develop a greater understanding of Down Syndrome by the public, and to foster a better understanding, knowledge, and appreciation of Down Syndrome;
- d. to establish, where appropriate, a system of Guardianship for Individuals with Down Syndrome, and to allow for the benefit of a Pension or associated Scheme to finance such end, and to form and contribute to provident and benefit funds specifically for such purpose;
- e. to establish, finance, furnish, fit out as required, and maintain, staff and manage day centres, workshops and special care units, and other educational or treatment centres for Individuals with Down Syndrome;
- f. to effect purchase of housing and to provide accommodation, care, nursing, hospital accommodation, occupation and physical therapy, education, technical and vocational training for Individuals with Down Syndrome;
- g. to employ medical, surgical, psychological and pharmaceutical personnel, occupational therapists, nurses, attendants, para-medics, and all other necessary persons, and to provide and supply all such equipment, supplies and appliances as may be required;
- h. to erect, provide, construct, build, equip, maintain, conduct and manage and to provide facilities and financial and other assistance for buildings and other places for the purposes of the Association;
- i. to employ all necessary personnel to carry out any or all of the objects of the Association;
- j. to provide advice, counselling and consultancy services, courses of instruction, tuition, lectures, meetings of parents and interested persons, discussion groups, exhibitions, printed matter, literature, and any other facilities in relation to or in furtherance of the objects of the Association;
- k. to accept, seek, and collect grants, subscriptions and donations by any legal means whatsoever and devises and bequests for all or any of the purposes of the Association;

- l. to act as Trustee of any property, real or personal, for any of the objects of the Association or for any other purpose allied to the objects of the Association;
- m. to apply, petition for, or promote any Act of the Oireachtas with a view to the attainment of the objects of the Association;
- n. to provide Guarantees with a view to supporting or attaining any of the objects of the Association;
- o. to raise funds and help raise funds for any charitable purpose.
- p. to carry on any business which may seem to the Association capable of being conveniently carried on in connection with the above main objects or calculated directly or indirectly to enhance the value of or render profitable any of the Association's property, rights or interests.

#### **POWERS**

##### 4. The following are the powers of the Association:

- a. To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- b. to acquire by purchase, exchange, lease, fee farm grant, devise, or otherwise, any lands, tenements or hereditaments of any tenure, freehold or any lesser estate, whether subject or not to any charges or encumbrances, and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house, property, workshops, or any such property vested in, or in course of being so vested in, the Association;
- c. to undertake the office of Trustee, Executor, Administrator, Committee, Manager, Secretary, Registrar, or Treasurer, or any other offices or situations of trust or confidence, and to perform and discharge the duties and functions incidental thereto, and generally to transact all kinds of trust and agency business either gratuitously or otherwise;
- d. to purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill, and assets of any Body or Company carrying on or proposing to carry on any business which the Association is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Association, or possessed of property suitable for the purposes of the Association, and as part of the consideration for any of the acts or things aforesaid or property acquired, to undertake all or any of the liabilities of such Body or Company or

Business or to acquire any interest therein, amalgamate with, or enter into any arrangement for sharing profits, or co-operation or for limiting competition or for mutual assistance with any such Company or Body and to give, issue or accept cash or any shares, guarantees, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received;

- e. to enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession, co-operation or otherwise with any Company or Body or to purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any Company or Body carrying on or proposing to carry on any business which the Association is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Association, or possessed of property suitable for the purposes of the Association, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- f. to raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Association, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Association's securities, for such consideration and on such terms as may be thought fit, including the power to pay a proportion of the income of the Association by way of interest on any money so raised or borrowed; and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Association of any obligation or liability it may undertake, and to redeem or pay off any such securities;
- g. to invest the funds of the Association in or upon or otherwise acquire, hold and deal in securities and investments of every kind, and to advance, grant, lend or deposit money, with or without security, to such persons, bodies or companies, and upon such terms and subject to such conditions as may seem expedient;
- h. to establish, join, support and subscribe to or aid in the establishment and support of associations, institutions, societies, co-operatives, clubs, funds,

trusts or conveniences calculated to benefit the Association, and to grant pensions, gratuities, allowances, or charitable aid to any person so designated by the Association;

- i. to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object as considered appropriate by the Association; and to provide financial and all other necessary assistance towards the attainment of any or all of the objects of the Association;
- j. to accumulate capital for any purpose of the Association and to appropriate any of the assets of the Association to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years;
- k. 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.
- l. to deal as the Association may consider advisable in a lawful manner with any of the property of the Association and to acquire in any manner (including acquisition by purchase out of any of the funds of the Association) and hold any lands, buildings and hereditaments and any rights, easements or interests herein or thereover, and any chattels or other movable property, which, in the opinion of the Board of Directors, it may be desirable to hold as investments with a view to provision out of the rents and profits thereof of funds applicable for the maintenance and preservation of any part of the Association's property, or for any particular purpose of the Association pursuant to its general purposes;
- m. to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

#### **LIMITED LIABILITY**

5. The liability of the members is limited.

## **WINDING UP**

6. Every member of the Association undertakes to contribute to the assets of the Association in the event of its 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 One Euro and Twenty Seven Cents.
7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to, or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which 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 this Clause, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof, by such Judge of the High Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

## **INCOME AND PROPERTY**

8. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the main objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association. 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, officer or servant of the Association (not being a Director) for any services rendered to the Association;
  - b. interest at a rate not exceeding 5% 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.

#### **ADDITIONS, ALTERATIONS OR AMENDMENTS**

- 9. No addition, alteration or amendments shall be made to or in the provisions of the Memorandum and Articles for the time being in force unless the same shall have been previously submitted to and approved in writing by the Revenue Commissioners and the Minister for Enterprise, Trade and Employment as applicable pursuant to the Companies Acts and any other relevant legislation.

#### **KEEPING ACCOUNTS**

- 10. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.



We the several persons whose names and addresses are subscribed with to be formed into an Association in pursuance of this Memorandum of Association.

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**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.**

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SEAMUS DUNNE, CORRONAGH, VIRGINIA, CO. CAVAN.

GUIDANCE COUNSELLOR

JOSEPH SODEN, 5 PALMS, DUBLIN 14.

ACCOUNTANT

GLORIA HOGAN, ST. JUDES, CARRICK ROAD, BOYLE, CO. ROSCOMMON.

MARRIED WOMAN

ANNE KILLORAN, TEELING STREET, TUBBERCURRY, CO. SLIGO.

MANAGERESS RESTAURANT& LOUNGE TUBBERCURRY

WILLIAM CANNON, 20 BEECHWOOD AVENUE, LETTERKENNY,DONEGAL.

GARDA

JOHN DUNNE, 178 CASTLE LAWN HEIGHTS, HEADFORD ROAD, GALWAY.

CUSTOMS & EXCISE OFFICIAL

NOEL J. SINNOTT, 172 GLASNEVIN AVENUE, DUBLIN 11.

INSURANCE REPRESENTATIVE

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Dated this       day of

Witness to the above signatures: -

CHARLES B. KINGSTON  
SOLICITOR  
32 BACHELOR'S WALK  
DUBLIN 1.

**COMPANIES ACTS 1963 TO 2009**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**- of -**

**DOWN SYNDROME IRELAND**

**GENERAL**

1. In these Regulations:

"the Act" means the Companies Acts, 1963 to 2009.

"the Association" means Down Syndrome Ireland.

"the Board of Directors" means all Directors for the time being of the Association .

"the National Council" means the National Council for the time being of the Association

"the Office" means the registered office for the time being of the Association.

"the Seal" means the Common Seal of the Association.

"month" means calendar month.

"in writing" means written, printed or lithographed or partly one or partly the other and other modes of representing or reproducing words in visible form.

Words importing the singular shall include the plural, and importing the masculine shall include the feminine and vice versa.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Regulations.

**MEMBERS**

2. For the purpose of registration, the number of Members of the Association is declared unlimited.

- a. There shall be three classes of Members, namely:
- (i) Ordinary Members, who shall consist of Individuals with Down Syndrome, Parents, Guardians and siblings of Individuals with Down Syndrome, and who shall have the right to receive notice of and be present at all General Meetings of the Association and to be represented at all such meetings in accordance with the provisions of these Articles of Association.
  - (ii) Honorary Members, who shall be elected for life at the Annual General Meeting of the Association, and shall be so elected, resulting from their services and work done within the community or within the Association itself, for the Down Syndrome movement, or people with intellectual disabilities generally. Such Members shall be entitled to attend at any general meeting of the Association, without notice being furnished to them, but shall not be entitled to vote at any such meeting.
  - (iii) Associate Members, comprising such other members of the Association who shall have such rights and privileges as may from time to time be granted by the Board of Directors, but shall not be entitled to receive notice of meetings of the Association, nor to attend or vote at such meetings.
- b. Persons shall be entitled to membership of the Association on payment of the annual subscription. The annual subscription payable by Members of the Association shall be payable prior to issuing of membership for that member's first year, and thereafter shall be payable in advance on the first day of January in each year.
- Payment of the annual subscription shall entitle persons to attend at Association meetings appropriate to them and to vote at such meetings in accordance with their status as already defined.
- c. Membership subscriptions shall be payable to the Branch Honorary Treasurer. (Membership details shall be provided to Honorary Treasurer of the Association as factual evidence of membership accompanied by 10% of the membership fee collected.)
- d. The Board of Directors may decline to accept without reason any application for membership of the Association.
- e. The rights and liabilities attaching to any Members of the Association may be varied from time to time by a Special Resolution of the Association.

## **GENERAL MEETINGS**

3.

- a. 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 fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next.
- b. All general meetings of the Association shall be held in the State. The Annual General Meeting shall be held at such time and at such place in the State as the Board of Directors shall appoint.
- c. All General Meetings other than Annual General Meetings shall be called Special General Meetings.
- d. The Board of Directors may, whenever they think fit, convene a Special General Meeting and General Meetings shall also be convened at the written request of not less than one-tenth of the registered ordinary Members of the Association as compiled from the Membership Returns required to be submitted by each Area Branch pursuant to Clause 12 (k) hereof.
- e. The Board of Directors shall prescribe the dates for receipt of nominations, motions and any other items for determination at the Annual General Meeting.
- f. All such nominations, motions and other items for determination so received must have been passed at a duly convened Meeting of the Area Branch, but the President shall, provided the circumstances are reasonable to such Meeting, allow for the proposal of such nominations, motions and other items for determination from the floor without prior notice to the Board of Directors.
- g. Any body corporate which is a 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 Member of the Association.
- h. An Area Branch shall be entitled to be represented at the Annual General Meeting and at any Special General Meetings of the Association by one Delegate for membership up to ten and thereafter one Delegate for each completed ten Members registered on the Register of Members of the Association as of thirty-first December of the preceding year. However, any Area Branch which has not complied with the provisions of these Articles in

relation to the provisions of financial information and details of registered Members shall not be entitled to such representations as aforesaid.

- i. Each such Delegate and any ex-officio Delegate shall have one vote on any motion, amendment or nomination properly before the meeting and voting shall be by a show of hands save where a secret ballot is demanded (before or on the declaration of the result of the show of hands) by at least three delegates present and entitled to vote or when such secret ballot is so directed by the Board of Directors, or by the President. Unless a secret ballot is so demanded, a declaration by the President that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the Minutes of proceedings of the 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 secret ballot may be withdrawn.

- j. A quorum for the Annual General Meeting or any Special General Meeting shall be one-third of the accredited Delegates, or such quorum as may be fixed by those Delegates present and entitled to vote at such Annual General Meeting or Special General Meeting.
- k. Subject to Sections 133 and 141 of the Companies Act 1963 an annual General Meeting and a meeting called for by passing of a special resolution shall be called by 21 days notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at the least. 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 and shall specify the place, the day and the hour of the meeting and in the case of special business and general nature of that business, and shall be given in the manner hereinafter mentioned to such persons as are under the Articles of the company entitled to receive notices from the company.
- l. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

4.
  - a. All business shall be deemed special that is transacted at a Special 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 and Auditors, the election of the Officers in

the place of those retiring, the re-appointment of the retiring Auditors, and the fixing of the remuneration of the Auditors.

- b. 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.
- c. The President of the Association shall preside as Chairperson at every General Meeting of the Association, or if there is no such President, 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.
- d. 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 Members present shall choose one of their number to be Chairperson of the meeting.
- e. 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. 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 an adjourned meeting.

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.

- f. The President, Honorary Secretary, Honorary Treasurer, and shall be ex-officio Delegates to the Annual General Meeting, and any Special General Meeting which may be called.

#### **BOARD OF DIRECTORS**

- a. The Board of Directors shall have a maximum of eleven members to be constituted, in so far as practicable, as follows: the President of the Association, the Honorary Secretary of the Association, the Honorary Treasurer of the Association (hereinafter referred to as Officers or Officers of the Association) elected by the Members at the Annual General Meeting, eight Directors elected from the Members of the National Council, two each to represent the regions of Leinster (excluding Dublin), Munster, Connaught/Ulster and Dublin.

- b. If the Board of Directors cannot for any reason be constituted as set out above then the President shall have power at any time, and from time to time, to appoint any ordinary member to be a Director to fill a vacancy, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles..
- c. A person may serve as a Member of the Board of Directors for a term of three years whereupon he must retire from office. No person may serve as a Director for a continuous term exceeding 6 years (if re-elected pursuant to these Articles) subject to the provisions relating to the terms of Officers set out herein.
- d. The Board of Directors, at the meeting at which a Director retires in the manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.
- e. If the position of any Officer should for any reason become vacant between Annual General Meetings, then one of the four Directors elected by the National Council must step up to fill that vacancy, on a casual basis, until the next Annual General Meeting, when the position will be filled in accordance with these Articles. The Director who filled the role on a casual basis shall be eligible to seek election to the position at the next annual general meeting.
- f. If there is not unanimous agreement by the Board as to the Director to fill the vacant Officer's position on a casual basis then the remaining members of the Board must elect one of the candidates. In such an election, the President or, in default acting Chairman of the Board, shall have the casting vote in the event of a tie.
- g. The position of any Director who has replaced an Officer may remain vacant until the next Annual General Meeting, or may itself be filled on a casual basis from the membership of the National Council or failing that on appointment by the President, at the discretion of the Board and in accordance with these articles.
- h. The Board of Directors shall be responsible for the governance of the Association and shall meet for the despatch of the business of the Association, and may adjourn and otherwise regulate such meetings as the Board of Directors deems appropriate. Matters arising, and those at issue, shall be determined by a simple majority of votes, and Minutes shall be maintained of all such matters arising. Where there is an equality of votes, the President shall have a second, or casting, vote.

- i. The Members of the Board of Directors shall serve for a term of three years. Immediately prior to the third Annual General Meeting of any Member of the Board of Director's term, that Member shall automatically retire from office. Each retiring Member of the Board of Directors shall be eligible for re-election subject to the maximum term allowed under the Articles.
- j. No member shall be eligible for election, re-election, or co-option to the Board of Directors who is in arrears with his subscription.
- k. The Board of Directors may, from time to time, make, vary and repeal Bye-Laws for the regulation of the affairs of the Association, and the conduct of its officers, servants and Members, and such Bye-Laws may prescribe the subscription to be paid by Members, provided that no Bye-Law shall be made which is inconsistent with the provisions of the Companies Acts, 1963 to 2009 or the Memorandum or Articles of Association for the time being of the Association.
- l. The Board of Directors may exercise all the powers of the Memorandum of Association.
- m. Provided seven days' written notice of a meeting has been given, a quorum for the Board of Directors may be fixed at any meeting by the Directors so present, but unless so determined such quorum shall be five.
- n. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors and to vote thereat shall be as valid and effectual as a resolution passed at a meeting of the Directors duly convened and may consist of several documents in the like form each signed by one or more of the Directors, and for the purposes of the foregoing signature by any alternate Director shall be as effective as the signature of the Director by whom he is appointed.
- o. Any Director or alternate Director may participate in a meeting of the Directors or any committee of the Directors by means of conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other speak and such participation in a meeting shall constitute presence in person at the meeting.
- p. Any Officer or Member of the Board of Directors may be removed from office by a majority voting in favour of such removal at a Special Meeting of the Board of Directors, twenty-one days' notice in writing of which shall have been given to each Member of the Board of Directors, such notice specifically detailing such proposal. Such Special Meeting of the Board of Directors shall be called only on the direction of at least five Members of the Board of Directors in a written motion to the Board of Directors itself, detailing the reasons for such proposed removal.



- q. The Board of Directors shall have power at any time and from time to time to appoint any person to be a Member of the Board of Directors or officer of the Association, either to fill a casual vacancy or otherwise but so that the total number of Members of the Board of Directors shall not at any time exceed the number fixed in accordance with these Articles.
- r. The Board of Directors may delegate any of its powers to committees consisting of such Member or Members of the Board of Directors as is thought fit; any 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.
- s. Any such committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the committee members present, and when there is an equality of votes, the Chairperson of such a committee shall have a second, or casting, vote.
- t. 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.
- u. It shall be the duty of each Member of the Board of Directors who is in any way, whether directly or indirectly, interested in a Contract or proposed Contract with the Association (including any Area Branch) to declare the nature of his interest at a meeting of the Board of Directors. The general provisions contained in Section 194 of the Companies Act, 1963 shall be applied in relation to giving of such notice and to the recording of such interest. A Member of the Board of Directors may not vote in respect of any such Contract in which he is so interested, nor upon any matter arising therefrom.

## **OFFICERS**

- 6.
  - a. A person may serve as an Officer of the Association for a term of three years after which time he must retire from office. A person having served as an Officer of the Association for a period of 6 consecutive years will not be eligible for re-election as an Officer of the Association for a period of at least one year.
  - b. No person other than a retiring Officer shall be eligible for election as an Officer unless he is nominated not later than 10 days before the Annual General Meeting. Nominees must be ordinary members. Nominations must

be on the prescribed form and must state clearly the full name, address and occupation of each person nominated, and must be signed by 2 members of the Association and by the member nominated signifying his willingness to act. Retiring Officers may be proposed from the floor at an Annual General Meeting.

- c. The President shall be elected at the Annual General Meeting for a three year term subject to the maximum term set out herein. The President shall preside at all Board of Directors meetings, and at the Annual General Meeting, and any Special General Meetings of the Association or if there is no such President, 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 Board of Directors present shall elect one of their number to be Chairperson of the meeting. The President shall, together with the Board of Directors, be responsible for all matters relating to the Association.
- b. The Honorary Secretary shall be elected at the Annual General Meeting for a three year term subject to the maximum term set out herein. The Honorary Secretary shall be responsible for the secretarial matters relating to the Association.
- c. The Honorary Treasurer shall be elected at the Annual General Meeting for a three year term subject to the maximum term set out herein. The Honorary Treasurer shall present to the Board of Directors such information and reports on the financial affairs of the Association as the Board of Directors may reasonably request from time to time.

#### **REMOVAL AND REPLACEMENT OF DIRECTORS**

- 7. The Association may, by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act if required by that Section, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Director.

#### **DISQUALIFICATION OF DIRECTORS:**

- 8. The office of Director shall be vacated if the Director:
  - a. becomes prohibited from being a Director by reason of any order made under Section 184 of the Act;
  - b. dies;
  - c. is judged bankrupt or insolvent or makes any arrangements or composition with his creditors generally;
  - d. becomes of unsound mind;
  - e. resigns his office by notice in writing to the Board of Directors;

- f. is convicted of an indictable offence unless the Directors otherwise determine;
- g. is for more than six months absent without permission of the Directors from meetings of the Directors held during that period and the Directors pass a resolution that by reason of such absence he has vacated office;
- h. is removed from office of Director pursuant to Section 182 of the Act;
- i. is required in writing by all his co-Directors or a majority thereof to resign;
- j. fails to retain his status as an Ordinary Member;
- k. is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required by Section 194 of the Act as amended.

### **THE NATIONAL COUNCIL**

9. The National Council shall consist of: one elected Member per Area Branch, except in the case of the Dublin Area Branch which shall have two elected members appointed to the National Council, as shall have been elected at the Branch Annual General Meeting and two elected members who are Adults with Down Syndrome and shall be chaired by the President of the Association and attended by the Board of Directors. In the event of an elected representative not being available to attend a meeting of the National Council; then the relevant Branch can appoint a substitute.

The National Council shall meet four times per year for the purposes of reviewing the performance of the Association, contributing to and approving the strategic direction and plan for the Association as submitted to it by the Board of Directors and will act as an advisory body to the Board of Directors as it deems appropriate.

### **ACCOUNTS AND AUDIT**

10.
  - a. The Board of Directors shall cause proper books of account to be kept relating to:
    - (i) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
    - (ii) all sales and purchases of goods by the Association and;
    - (iii) the assets and liabilities of the Association.

Proper books 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.

- b. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the Board of Directors thinks fit, and shall at all reasonable times be open to the inspection of the Members of the Board of Directors.
- c. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Members of the Board of Directors, and no Member (not being a Member of the Board of Directors) shall have any right of inspecting any account or book or document of the Association except as conferred by Statute or authorised by the Board of Directors or by the Association in General Meeting.
- d. The Board of Directors shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Association such Income and Expenditure Accounts, Balance Sheets, Group Accounts and Reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Association.
- e. 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 Association together with a copy of the Report of the Board of Directors and Auditors' Report shall, not less than twenty-one days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.
- f. Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act as amended.

#### **AREA BRANCHES**

- 11.
  - a. It shall be the policy of the Association to have at least one Area Branch in each of the HSE Regions for the time being.
  - b. An Area Branch shall not be affiliated to any other Body without the prior written consent of the Board of Directors.
  - c. A newly formed Area Branch shall, on first formation, apply in writing to, and be accepted in writing by the Board of Directors before first formally becoming a Branch of the Association. The Board of Directors shall make such enquiries and be entitled to receive such information and explanations as to the Membership, Officers and general affairs of the Applicant Area Branch prior to acceptance of such an application.

- d. Each Area Branch shall conform with the Rules of the Association and carry out, on the directions of the Board of Directors, the policies determined at Annual or Special General Meetings, or the workings and directions of the Board of Directors.
- e. The management of each Area Branch shall be vested in a Committee elected annually and shall consist of a Chairperson, Honorary Secretary and Honorary Treasurer, the immediate past Chairperson, and such other members as shall have been elected to such Committee at the Annual General Meeting of such Area Branch. The provisions contained herein in relation to tenure of Office of Officers of the Association shall also apply in relation to the tenure of Office of the positions of Chairperson, Honorary Secretary and Honorary Treasurer of each Area Branch.
- f. A Special General Meeting of an Area Branch may be called with the written request of not less than one-third of the Members of the Branch, or by the Chairperson and Honorary Secretary.
- g. The rules governing the frequency and conduct of Annual or Special General Meetings shall also apply to such Meetings of an Area Branch.
- h. The Board of Directors shall have the power to direct that a General Meeting of an Area Branch be convened or may itself convene such a meeting. The Board of Directors shall be empowered to abolish an area branch only by unanimous decision of all the registered directors and provided that notice of not less than 21 days of such proposal, detailing the reasons for such abolition, being given in writing to each Member of the Board of Directors and to the Secretary of the relevant Area Branch. The Area Branch shall have the right to be heard by the Board and to appeal the decision of the Board to the next Annual General Meeting of the Association. Notice of appeal must be notified in writing to the Secretary of the Association within 21 days of receiving the decision of the Board. The decision of the Annual General Meeting shall be final.
- i. The Board of Directors shall have the power to remove an Area Branch Officer for culpable omission or neglect of duty, wilful misconduct or misappropriation, or behaviour likely to impugn or cause damage to the Area Branch or to the Association generally.
- j. An Area Branch Committee Meeting shall be held at least six times yearly for the purpose of transacting the business of its Members.
- k. Each Area Branch shall furnish to the Board of Directors of the Association, prior to the thirty-first day of January in each year, an Income and Expenditure Account, Balance Sheet, and such other information as may be

requested by the Board of Directors in respect of the financial affairs of each Area Branch, for the financial year ending the previous thirty-first of December.

- I. All funds and property (including all accumulated funds and property) of an Area Branch shall be applied by the Area Branch in a manner consistent with the objects of the Association for the benefit of such Area Branch. Notwithstanding the foregoing, all funds, property, books and documents containing records of the Minutes and financial affairs of an Area Branch, and all correspondence in connection with the work of an Area Branch shall be the property of the Association, and shall be open to inspection by the Board of Directors for scrutiny as requested. The Account Books of an Area Branch may be inspected at all reasonable times by a duly appointed Member of the Board of Directors, or by an employee of the Association, or such other person specifically nominated by the Board of Directors for the purposes of such inspection and examination.
- m. A quorum for the Area Branch Annual General Meeting shall be five and for Committee Meetings shall be three, unless otherwise determined at any such Committee Meeting providing at least seven days' written notice has been given to all Members of the Area Branch Committee.

#### **NOTICES**

12. Notice may be given by the Association to any Member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted and in any other case at the time at which the letter would have been delivered in the ordinary course of post.

Notice of every general meeting shall be given in any manner hereinbefore authorised to –

- (i) Every Ordinary Member and Honorary Member; and
- (ii) the auditor for the time being of the Association

No other person shall be entitled to receive notices of general meetings.

#### **THE SEAL**

15. The seal shall be used only with the authority of the Board of Directors and every instrument to which the Seal may be affixed should be signed by a Member of the Board of Directors and shall be countersigned by the Honorary Secretary or by a second Member of the Board of Directors, or by some other person appointed by the Board of Directors specifically for such purpose. The Board of Directors shall cause to

be maintained a Register containing details of all documents to which the Seal of Association has been affixed.

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 Honorary Secretary shall not be satisfied by its being done by or to the same person acting both as a Member of the Board of Directors and as, or in place of, the Honorary Secretary.

#### **WINDING UP**

16. The provisions of the Memorandum relating to the winding-up or dissolution shall have effect and be observed as if the same were repeated in full in these presents.

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

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**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.**

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SEAMUS DUNNE, CORRONAGH, VIRGINIA, CO. CAVAN.

GUIDANCE COUNSELLOR

JOSEPH SODEN, 5 PALMS, DUBLIN 14.

ACCOUNTANT

GLORIA HOGAN, ST. JUDES, CARRICK ROAD, BOYLE, CO. ROSCOMMON.

MARRIED WOMAN

ANNE KILLORAN, TEELING STREET, TUBBERCURRY, CO. SLIGO.

MANAGERESS RESTAURANT& LOUNGE TUBBERCURRY

WILLIAM CANNON, 20 BEECHWOOD AVENUE, LETTERKENNY,DONEGAL.

GARDA

JOHN DUNNE, 178 CASTLE LAWN HEIGHTS, HEADFORD ROAD, GALWAY.

CUSTOMS & EXCISE OFFICIAL

NOEL J. SINNOTT, 172 GLASNEVIN AVENUE, DUBLIN 11.

INSURANCE REPRESENTATIVE

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Dated this            day of

Witness to the above signatures: -