



NABMSE CONSTITUTION

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NABMSE CONSTITUTION

1. **Name**

The name of the Association shall be the National Association of Boards of Management in Special Education (NABMSE) (hereinafter referred to as the “**Association**”).
2. **Main Object**

The main object for which the Association is established is for the advancement of education, and specifically to unite Boards of Management in the provision of special education in the Republic of Ireland by providing a means for the expression of their individual and collective experience on matters affecting the education of children with Special Educational Needs.
3. **Definitions**

In this Constitution, the following terms shall have the following meanings:

“**Board of Management**” shall mean a Board of Management established under section 14 Education Act 1998.

“**Connected**” means someone connected by marriage or civil partnership, or related to that individual by direct familial relationship (a spouse, civil partner, cohabitee, parent, grandparent, brother, sister or child).

“**Member**” shall mean a Board of Management admitted to the membership of the Association by the Executive Committee. “**Office**” shall mean the administrative office of the Association, Kildare Education Centre, Friary Road, Kildare, County Kildare.

“**Officer**” and “**Officers**” shall mean employees of the Association, and/or members of the Executive Committee. “**Special Educational Needs**” shall mean in relation to a person a restriction in the capacity of the person to participate in and benefit from education on account of an enduring physical, sensory, mental health or learning disability, or any other condition which results in a person learning differently from a person without that condition. “**Student**” shall mean any child or adult enrolled in a recognised school as defined under section 2 Education Act 1998.

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

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

 - 4.1. to achieve adequate deployment of resources to support education for pupils/students with Special Educational Needs.
 - 4.2. to promote the highest standard of education for students with Special Educational Needs
 - 4.3. to encourage and facilitate communication and cooperation between persons engaged in the education of students with Special Educational Needs.
 - 4.4. to arrange or assist in arranging and providing conferences, discussions and meetings on subjects of general or special interest in the field of management in special education.

4.5. to promote the study of best practices with regard to their impact on enhancing the abilities of students with Special Educational Needs.

5. Powers

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

- 5.1. to purchase, take on lease or tenancy, take on licence, exchange, hire or otherwise acquire any real or personal property that may be legally held, and/or any rights or privileges which the Association may think necessary or convenient for the purposes of its charitable objects.
- 5.2. to provide equipment as may be needed.
- 5.3. to raise funds.
- 5.4. to apply for grants.
- 5.5. to receive money and make payments on behalf of the Association.
- 5.6. to employ and/or engage staff.
- 5.7. to promote and further the charitable objects of the Association by conferences, public or private meetings, discussions, publications or by such other means as may be deemed desirable or necessary.
- 5.8. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the charitable objects of the Association or of similar charitable purposes to the Association and to exchange information with them and to make charitable donations to them or to pay subscriptions to them.
- 5.9. to promote, establish, co-operate with, become a member of, or assist by advice or by the grant of loans, donations or gifts or otherwise, any association, institution or body whatsoever and whether established or incorporated in Ireland or elsewhere having objects or purposes wholly or partially similar to those of the Association.
- 5.10. to advertise and make known the Association and its charitable objects, purposes and aims by such means as may be deemed expedient, and to solicit, receive and hold donations, subscriptions, gifts, and bequests of all kinds.
- 5.11. to invest any moneys of the Association not immediately required for use in connection with its Main Objects and to place any such moneys on deposit; prior permission to be obtained from the Revenue Commissioners where the Association intends to accumulate funds for a period in excess of two (2) years;
- 5.12. to borrow and raise money including, without limitation, by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
- 5.13. to sell or dispose of the undertaking or property of the Association or any part thereof for such consideration as the Association may think fit.
- 5.14. to sell, improve, manage, develop, exchange, lease, mortgage, charge, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Association.
- 5.15. to acquire and become registered proprietors of copyrights and trade-marks and any other form of intellectual property.
- 5.16. to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Association as an employee, or to the

spouses, civil partners, children or other dependants of such person provided that such pensions, gratuities, allowances or charitable aid shall be not more than that provided by an occupational pension scheme and provided that such occupational 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 occupational 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.

5.17. to enter into contracts, agreements, leases and licences for the carrying on of any operation connected with the Association's main charitable object by any person or company.

5.18. to do all such other lawful things as are incidental or conducive to the attainment of the above charitable objects or any of them.

Together with such further and other powers as may be conducive to attaining or achieving the main charitable objects of the Association.

6. Rules of Membership

6.1. Every Member shall, to the best of its ability, be bound to promote the main charitable objects and interests of the Association.

6.2. Membership of the Association is restricted to such Boards of Management as the Executive Committee shall admit to membership in its absolute discretion. No individuals, organisations, companies or other entities are permitted to become Members of the Association.

6.3. The regulations and procedures for admitting Members to the Association shall be determined from time to time by the Executive Committee, in its absolute discretion. The decision of the Executive Committee is final, and there shall be no appeal from any such decision.

6.4. Boards of Management with a close connection to or providing services to Students with Special Educational Needs shall, subject to the approval of the Executive Committee, be eligible to apply to become Members of the Association. When determining whether a Board of Management is eligible to become a Member of the Association, the Executive Committee shall take into account the School's connection with and involvement in special education.

6.5. Every Member shall have one vote. Such vote shall be exercised by the Member's Nominee (as defined below). 6.6. The membership by a Board of Management of the Association is subject to payment of an Annual Members' Subscription Fee, the level of which is to be determined annually by the Executive Committee.

6.7. No Member (by way of its Nominee) shall be entitled to vote at any general meeting unless all moneys immediately payable by it to the Association have been paid.

6.8. Unless raised by the Executive Committee at the meeting at which the vote is held, no objection shall be raised in relation to the qualification of any voter.

6.9. Where a Board of Management becomes a member of the Association, it shall authorise one Board Member to act as its representative at any meeting of the Association (the "Nominee"). The Member shall present in writing the name, address and

contact details of the Nominee to the Association, such details to be sent to the Office.

- 6.10. The Nominee shall be entitled to exercise the Member's powers on behalf of the Board of Management which he/she represents. For the avoidance of doubt, this Nominee acts as a representative of the member, and shall not be deemed to be a proxy.
- 6.11. When a Nominee ceases to be a member of the Board of Management which authorised him/her, he/she shall immediately and contemporaneously cease to be the Nominee of the Member. The Board of Management is obliged to arrange for the selection and authorisation of an alternative Nominee, and to notify the Association of the change in Nominee.
- 6.12. The Executive Committee may, without cause shown and in its absolute discretion, request a Member to withdraw authorisation of a particular Nominee, and require the Member to authorise an alternative Nominee in his/her stead. If requested to do so, the Member shall comply with the request made by the Executive Committee within 30 days.
- 6.13. A Member of the Association shall immediately cease to be a Member on one or any of the following grounds: 6.13.1. If they are removed as a Member by the Executive Committee for any reason, without cause shown. The decision of the Executive Committee to remove a Member on such ground shall be taken on a show of hands. For the motion to be carried, it shall:

- a) Be passed by a unanimous vote of the entire Executive Committee present in person, save and except for any member of the Executive Committee who is a nominee of the said Member whose removal is being considered who shall not be entitled to vote and who shall be required to recuse himself/herself from the deliberations and vote.
- b) Each member of the Executive Committee entitled to vote at such a meeting shall have one vote save and except for any member of the Executive Committee who is a nominee of the said Member whose removal is being considered, who must recuse themselves from the vote.
- c) Any meeting of the Executive Committee held to consider such a motion shall be a meeting of the entire Executive Committee present in person, and a meeting constituted by quorum will not be sufficient; the attendance in person of the entire Executive Committee shall be required, save and except for any member of the Executive Committee who is a nominee of the said Member whose removal is being considered who shall be required to recuse themselves from the deliberations and who shall not be required to attend such meeting.

Any decision regarding removal of a Member of the Association pursuant to this Clause 16.3.1 shall be made in the absolute discretion of the Executive Committee, and such decision shall be final and

- binding on all parties. There shall be no appeal from such a decision; or
- 6.13.2. If they resign as a Member by notice in writing sent to the Office; or
- 6.13.3. If they shall be in default for a period of three months in the payment of any subscription or other contribution payable by them to the Association; or
- 6.13.4. If they shall be in default of any request made by the Executive Committee pursuant to clause (6.12) hereof.
- 6.14 All decisions taken by the Executive Committee in relation to the termination of a Member's membership and/or in relation to making requests pursuant to clause (6.12) hereof are final and shall be made in the Executive Committee's absolute discretion. There is no appeal from either such decision.

7. **General Meetings**

- 7.1. The Association shall hold a general meeting in every calendar year as its annual general meeting ("**AGM**") at such time and place as may be determined by the Executive Committee and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding AGM. The business of the AGM shall include:
- (a) consideration of the annual accounts;
 - (b) consideration of the annual report;
 - (c) the election and re-election of Executive Members; (d) appointment or reappointment of the auditors.
- 7.2. An Extraordinary General Meeting ("**EGM**") may be called at any time at the request of the Executive Committee or at the request of one quarter of the Members of the Association.
- 7.3. Save for those EGMs convened by such requisitionists as envisaged by clause 7.2 hereof, The Executive Committee shall be responsible for convening AGMs and EGMs. When directed to do so by the Executive Committee, the Secretary shall send a notice to each Member stating the date, time and place of any AGM or EGM, together with an Agenda. Such notice shall be sent at least one (1) calendar month before the date of the meeting.
- 7.4. A notice may be given by the Association to any Member (and/or the Nominee) either personally or by sending it by post to him or her to his or her registered address or by sending it by email to an email address previously provided by a Member or a Nominee. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 7.5. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Member entitled to receive notice shall not invalidate the proceedings at that meeting.
- 7.6. **Unanimous Written resolutions:** A resolution in writing signed by all the Members (each represented by their Nominee) for the time being entitled to attend and vote

on such resolution at a general meeting of the Association shall be as valid and effective for all purposes as if the resolution had been passed at an AGM or EGM of the Association duly convened and held. The written resolutions made pursuant to this clause may consist of one or more documents each in like form each signed by one or more Members (each represented by their Nominee). It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Nominee to sign, and where the resolution states a date as being the date of his/her signature thereof by any Nominee, this statement shall be *prima facie* evidence that it was signed by him/her on that date.

- 7.7. **Unanimous Written resolution in lieu of AGM:** In addition and without prejudice to clause (7.6), the Association need not hold an AGM in any year where all the Members entitled to attend (represented by their Nominee) and vote (represented by their Nominee) at such AGM sign (before the latest date for the holding of that AGM) a written resolution per clause (7.6) of this Constitution and:
- (a) acknowledging receipt of the financial statements that would have otherwise been laid before the AGM;
 - (b) resolving all such matters as would have otherwise been resolved at that AGM;
 - (c) confirming no change is proposed in the appointment of the person (if any) who, at the date of the resolution, stands appointed as auditor of the Association.
- 7.8. **AGMs and EGMs by conference call or electronic telecommunications platforms:** Without prejudice to any of the other methodologies aforesaid, any Member (represented by their Nominee) may participate in a general meeting (ie either AGM or EGM) by means of a conference or other telecommunication facility between Nominees 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. The quorum for such a meeting shall be the same per clause (8.3), namely twenty (20) Members (represented by their Nominee). Any Member so participating at such a general meeting via their Nominee shall be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those Nominees participating is assembled or, if there is no such group, where the chairperson of the meeting then is located.
- 7.9. **Proxy voting:** In certain exceptional situations, the Executive Committee may direct Members to utilise proxy voting at AGM and/or EGM. Where that is the case, Members will be requested to appoint a proxy using the form provided by the Association for that purpose. No person other than a person or persons nominated by the Executive Committee for that purpose may be appointed to act as proxy. A proxy shall have the same right as the Member appointing him/her to speak at the meeting. Be counted in the quorum, to vote on a show of hands and to vote on a poll. The completed instrument of Proxy shall be deposited at the Office (in hard copy received by post or hand-delivered, or by PDF copy received by email) not later than 24 hours before the time for holding the meeting or adjourned meeting. An instrument of proxy

shall be in the following form or a form as near thereto as circumstances permit:

**National Association of Boards of Management in
Special Education (NABMSE, or the “Association”)**

We, [Insert name of Board of Management member school] “**Member**”) of [insert school’s address] being a Member of the Association hereby appoint [name of person nominated by the Executive Committee to act as proxy] as our proxy to attend, speak and vote for us as Member at the [Annual General Meeting]/[Extraordinary General Meeting] to be held on the _____ day of [insert date and time] at [location] and at any adjournment thereof.

Voting instructions to Proxy (choice to be marked with a tick ‘✓’)			
Number or description of resolution:	In favour	Abstain	Against
1			
2			
3			

Signed for and on behalf of the
Member:.....
Dated:

8. Proceedings at Meetings

- 8.1. The Executive Committee shall adopt rules and procedures for the proceedings of meetings (“**Standing Orders**”) and such Standing Orders shall be binding on the Executive Committee and the Members at all meetings of the Executive Committee and all meetings of the Members. The Standing Orders are subject to change and variation from time to time by the Executive Committee.
- 8.2. All business transacted at and motions put before AGMs and EGMs shall be dealt with strictly in accordance with the Standing Orders.
- 8.3. No business shall be transacted at any AGM or EGM unless a quorum is present. The quorum for AGMs and EGMs shall be twenty (20) Members, present in person (represented by their Nominee) or in the case of an AGM or EGM convened by conference call or telecommunications platforms per (7.8), then any Member (represented by their Nominee) participating via such conference call or teleconferencing platform) shall be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.
- 8.4. If within half an hour from the time appointed for the AGM or EGM 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 if held via conference call or telecommunications platforms per clause 7.8 then on the same conference call or electronic tele-communications platform) or to such other day and at such other time and place as the Members 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 then present shall constitute a quorum.

- 8.5. Save where is otherwise explicitly authorised by the Executive Committee in accordance with clause (7.9) no Member is entitled to appoint a proxy to attend or vote at meetings on its behalf. Save as aforesaid, the only person authorised to represent the Member is the Nominee notified to the Association.
- 8.6. Where at any AGM or EGM a resolution is put to the vote of the meeting, it shall be decided on a show of hands. If per clause (7.8) the AGM or EGM is convened by conference call or electronic tele-communications platform, then the vote is taken per such appropriate voting protocol as may be stipulated by the Executive Committee.
- 8.7. At any meeting (including a meeting of the Executive Committee and a meeting of the Members) a resolution to be agreed shall be reached by consensus in the first place, if possible. When all reasonable efforts to reach consensus are exhausted, a resolution shall be put to the vote of the meeting. Unless otherwise stated in this Constitution, to be carried, a resolution shall be passed by simple majority (ie 51% or more) of those votes cast.
- 8.8. In the case of an equality of votes at a meeting of the Executive Committee, AGM, or EGM, the Chairperson shall have a second or casting vote.
- 8.9. A declaration by the Chairperson that a resolution has, on a show of hands (or per clause (8.4) such other voting protocol as has been stipulated by the Executive Committee) been carried, or carried unanimously, or carried by a particular majority, or lost, an entry to that effect shall be included in the minutes of the meeting and these minutes shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

9. Executive Committee

- 9.1. **Functions and membership of the Executive Committee**
 - 9.1.1. The general management of the Association shall be vested in the Executive Committee of the Association.
 - 9.1.2. The Executive Committee is responsible for the running of the Association and shall endeavour to meet 9 (nine) times per annum (subject always to a minimum of 5 (five) meetings per annum). Additional meetings shall be convened at the discretion of the Executive Committee.
 - 9.1.3. The Executive Committee shall be constituted of up to 12 (twelve) persons as follows:
 - 9.1.3.1. a Chairperson,
 - 9.1.3.2. a Vice Chairperson,
 - 9.1.3.3. an Honorary Secretary,
 - 9.1.3.4. an Honorary Treasurer, and
 - 9.1.3.5. not less than four (4) and not more than eight (8) other persons.
 - 9.1.4. At any time, there must be at least 3 members of the Executive Committee, the majority of whom are resident in the Republic of Ireland.
 - 9.1.5. All members of the Executive Committee shall be independent. For the avoidance of doubt, "independent" means that the member of the Executive Committee shall not be employed by or engaged in a contract with the Association, and the said member shall not be paid any

salary for their role as officer of the Association or as member of the Executive Committee (save for any payments made strictly in accordance with clause 12 of this Constitution).

- 9.1.6 The majority of members of the Executive Committee must not be Connected persons.
- 9.1.7 For the avoidance of doubt, paid employees of the Association or individuals involved in any contract with the Association are not permitted to sit on the Executive Committee or vote at the meetings of the Executive Committee but they may be invited to attend such meetings in an advisory capacity.
- 9.1.8 Any person who is or who has been adjudicated bankrupt at any stage in the past or makes any arrangement or composition with his/her creditors generally shall not be eligible to act as Honorary Treasurer.

9.2. **Nomination to the Executive Committee**

- 9.2.1 The rules and procedures for procuring nominations to the Executive Committee and preparing a nominations list (collectively the "**Nomination Procedure**") shall be determined by the Executive Committee from time to time in its absolute discretion.
- 9.2.2 The Executive Committee shall endeavour to reflect a broad regional representation and gender balance, and in this regard shall have regard to the general principles laid down by the Department of Education and Skills for the composition of Boards of Management, and these values shall be reflected in the Nomination Procedure insofar as is reasonably practicable having regard to the availability of talent and other relevant factors.
- 9.2.3 The individuals appointed to the Executive Committee shall be drawn from the nominations pursuant to the Nomination Procedure.
- 9.2.4 In order to be eligible for nomination and election to the Executive Committee, an individual must satisfy one of the following eligibility criteria:
- (a) **As to up to 10 (ten) seats on the Executive Committee:** be a member of a Board of Management, must be nominated by their Board of Management pursuant to the Nomination Procedure, and their Board of Management must be a Member of the Association.
 - (b) **As to up to 2 (two) seats on the Executive Committee:** have an interest in, or expertise, or experience in special education (which could, for example, include a parent of a Student with Special Educational Needs) and be nominated pursuant to the Nomination Procedure.
- 9.2.5 The nominations list drawn up pursuant to the Nomination Procedure shall be set before the Members (each represented by their Nominee) at AGM.
- 9.2.6 Individuals appointed to the Executive Committee shall be elected by the Members

(each represented by their Nominee) at AGM on a show of hands or by a written vote.

9.3. **Retirement by Rotation and Maximum Consecutive Terms**

- 9.3.1 At each AGM, one third of the members of the Executive Committee (or if their number is not a multiple of three then the whole number nearest to one-third, rounding to the nearest whole number) shall automatically be deemed to have retired from office by operation of this Constitution.
- 9.3.2 The members of the Executive Committee to retire by rotation shall be those who have been longest in office but as between two or more who have been in office an equal length of time, the members of the Executive Committee to retire shall, in default of agreement between them, be determined by lot.
- 9.3.3 Retirement of a member of the Executive Committee by rotation shall happen automatically by operation of this Constitution.
- 9.3.4 Any retiring member of the Executive Committee is eligible for re-nomination and re-appointment to the Executive Committee so long as they have not served more than 9 consecutive years on the Executive Committee (the “**Maximum Consecutive Term**”). For the purposes of calculating the Maximum Consecutive Term, the period of service of a member of the Executive Committee shall be deemed to have commenced:
- 9.3.4.1 If their appointment as member of the Executive Committee was at any time **before** the date of the AGM held in October 2014, then the date of commencement shall be deemed to be the date of that AGM in October 2014.
- 9.3.4.2 If their appointment as member of the Executive Committee was at any time **on or after** the date of the AGM held in October 2014, then the date of commencement shall be deemed to be the date the individual was appointed to be a member of the Executive Committee.
- 9.3.5 For the avoidance of doubt, having served a Maximum Consecutive Term, once a member of the Executive Committee has retired from the Executive Committee for one complete calendar year, he/she shall be eligible for re-nomination and re-appointment to the Executive Committee, and his/her date of re-appointment shall be deemed to be the start date for the purposes of calculating the new Maximum Consecutive Term.
- 9.3.6 The Executive Committee may fill casual vacancies in its membership until the next AGM, so long as the total number of members on the Executive Committee shall not at any time exceed the number fixed in accordance with this Constitution. Such a member filling a casual vacancy

will serve as a full member of the Executive Committee, but shall hold office only until the next AGM, at which he/she will be deemed to have resigned. His/her resignation shall not be taken into account in determining the members of the Executive Committee who are to retire by rotation at such meeting. For the avoidance of doubt, such member shall be eligible for re-election.

9.3.7 All acts done by any meeting of the Executive Committee, or by any person acting as a member of the Executive Committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the nomination or appointment of such member of the Executive Committee, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee.

9.4. **Removal from membership of the Executive Committee**

9.4.1 The position of any member of the Executive Committee shall be vacated by that individual and that individual shall be deemed to have automatically resigned with immediate effect if that individual:

- 9.4.1.1 holds any other office or place of profit under the Association or becomes involved in a contract with the Association or becomes an employee of the Association; or
- 9.4.1.2 becomes prohibited from being a director by reason of any order made under Section 184 of the Companies Act 1963 (or any such amendment to or restatement of same); or
- 9.4.1.3 becomes restricted or disqualified from being a director by reason of any order made under sections 150 and/or 160 of the Companies Act 1990 Act (or any such amendment to or restatement of same) and/or is prohibited, removed or suspended from being a trustee of a scheme under the Pensions Acts 1990 to 2008; or
- 9.4.1.4 becomes of unsound mind; or
- 9.4.1.5 registers an Enduring Power of Attorney over his/her affairs; or
- 9.4.1.6 resigns his/her office by notice in writing to the Office; or
- 9.4.1.7 is convicted of an indictable offence and/or is sentenced to a term of imprisonment by a court of competent jurisdiction; or
- 9.4.1.8 is directly or indirectly interested in any contract with the Association; or
- 9.4.1.9 fails to attend 3 consecutive meetings of the Executive Committee in any one calendar year (unless the Executive Committee in its

absolute discretion otherwise determines);
or

9.4.1.10 for any other reason, in the absolute discretion of the Executive Committee, for no cause shown, in accordance with the provisions of 9.4.2, 9.4.3 and 9.4.4 of this Constitution; or

9.4.1.11 Is adjudicated bankrupt, or makes a composition or arrangement with his or her creditors; or

9.4.1.12 Has been removed from the position of charity trustee of a charitable organisation by an order of the High Court under section 74 Charities Act 2009.

9.4.2 The decision of the Executive Committee to remove a member of the Executive Committee from the Executive Committee in pursuance of the grounds set out in 9.4.1.10 of this Constitution shall be taken on a show of hands and each member of the Executive Committee entitled to vote shall have one vote. For the avoidance of any doubt, the member of the Executive Committee in respect of whom the proposal for their removal is being considered shall not be entitled to vote on the proposal.

9.4.3 To be carried, a vote taken in pursuance of clause 9.4.1.10 of this Constitution must be:

9.4.3.1 taken at a meeting which is attended by the entire Executive Committee present in person, save for and excluding the member of the Executive Committee in respect of whom the proposal to have them removed from the Executive Committee is being considered whose attendance at that meeting is not required; and

9.4.3.2 passed by unanimous decision, save for and excluding the vote of the member of the Executive Committee in respect of whom the proposal to have them removed from the Executive Committee is being considered who is not entitled to vote on the proposal.

9.4.4 Any decision and vote taken to remove a member of the Executive Committee from the Executive Committee in pursuance of the grounds set out in 9.4.1.10 of this Constitution shall be made in the absolute discretion of the Executive Committee, and such decision shall be final and binding on all parties. There shall be no appeal from such a decision.

9.5. **Business of Executive Committee**

9.5.1 No business shall be transacted at any meeting of the Executive Committee unless a quorum is present. The quorum for Executive Committee

Meetings shall be 50% of the entire Executive Committee (and where the number is not a whole number, rounding upwards to the nearest whole number). For the calculation of quorum, members of the Executive Committee shall be deemed to be present where they are present in person or present by telecommunications equipment as per clause 9.5.2 hereof.

9.5.2 Any member of the Executive Committee may participate in an Executive Committee meeting by means of a conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting for all purposes (including for the purposes of quorum).

9.5.3 The General Secretary of the Association (or any other member of staff who may be sent in his/her stead as her delegate in the event of his/her unavailability) shall be entitled to notice of and to attend meetings of the Executive Committee in an advisory capacity. For the avoidance of doubt, the General Secretary (or his/her delegate) will not be deemed to be a member of the Executive Committee and is not permitted to vote at meetings or hold themselves out to any other person as being a member of the Executive Committee. The presence of the General Secretary shall not be taken into account for the purposes of calculating a quorum.

9.5.4 The Executive Committee may decide to invite a maximum of 5 (five) representatives from other organisations to attend Executive Committee meetings in the interest of information sharing. This arrangement may be for a defined period of time, and on such terms as may be set down from time to time by the Executive Committee in its absolute discretion. For the avoidance of doubt, such representatives will not be deemed to be members of the Executive Committee and are not permitted to vote at meetings or hold themselves out to any other person as being members of the Executive Committee. Their presence shall not be taken into account for the purposes of calculating a quorum.

9.5.5 The Executive Committee will communicate with members of the Association on a regular basis.

9.5.6 Unless otherwise stated in this Constitution, where any motion is set before the Executive Committee which requires a vote, each member of the Executive Committee shall have one vote. In case of an equality of votes, the Chairperson shall have a second or casting vote in accordance with clause

8.8 and 10.6 of this Constitution. Unless otherwise stated in this Constitution, in order to be carried, a motion shall be passed by a simple majority of those members of the Executive Committee present (present in person or present by telecommunications equipment as per clause 9.5.2 hereof) and entitled to vote at the meeting.

9.6. **Sub-Committees**

9.6.1 The Executive Committee may establish one or more Sub-Committees (each a **“Sub-**

Committee") and may in its absolute discretion delegate any of the Executive Committee's powers to such Sub-Committees as they think fit.

9.6.2 The General Secretary of the Association shall be entitled to notice of and to attend any meetings of any Sub-Committee established by the Executive Committee in an advisory capacity. For the avoidance of doubt, the General Secretary will not be deemed to be a member of the Sub-Committee and is not permitted to become a member of any Sub-Committee. The General Secretary is not entitled to vote at meetings of any Sub-Committee, and the presence of the General Secretary at such meetings shall not be taken into account for the purposes of calculating a quorum.

9.6.3 The Executive Committee shall have responsibility for deciding who is entitled to be a member of any Sub-Committee. The Executive Committee shall nominate individuals to any Sub-Committee, (including but not limited to any member or members of the Executive Committee) and shall ratify the membership of any Sub-Committee. The Executive Committee may in its absolute discretion decide to invite external, independent persons (who are not members of the Executive Committee, and/or who are not nominees of a Member of the Association) to sit as members of a Sub-Committee. For the avoidance of doubt, the General Secretary or any other current employee of the Association (and/or any person Connected with the General Secretary or any other current employee of the Association) is not entitled to be a member of a Sub-Committee.

9.6.4 Any Sub-Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that shall be imposed on it by the Executive Committee (such regulations to be termed the "**Sub-committee's Terms of Reference**").

9.6.5 From time to time, the Sub-committee's Terms of Reference may be subsequently amended or varied by the Executive Committee in its absolute discretion.

9.6.6 A Sub-Committee must prepare minutes of any meeting which it holds, as soon as practicable after that meeting is held. Those minutes shall be circulated to the members of the Executive Committee at meetings of the Executive Committee.

Any report prepared or commissioned by the Sub-Committee shall be furnished to the members of the Executive Committee at meetings of the Executive Committee.

9.6.7 The Executive Committee shall nominate the chairperson of the Sub-Committee.

The chairperson of the Sub-Committee shall be a member of the Executive Committee. If no such chairperson is nominated by the Executive Committee, or if at any meeting the nominated chairperson is not

present within 15 minutes after the time appointed for holding the same, the Sub-Committee members present may choose one of their number to be chairperson of that meeting (and such individual need not be a member of the Executive Committee).

9.6.8 A Sub-Committee may meet and adjourn as it thinks proper, having due regard to its Sub-

Committee's Terms of Reference. Unless otherwise stated in this Constitution, questions arising at any meeting shall be determined by a simple majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

9.6.9 The Sub-Committee may resolve to invite representatives of other organisations or private individuals to its Sub-Committee meetings on such terms and conditions as the Sub-Committee may decide, for the purposes of gathering advice, expertise, insight and input; for the avoidance of doubt, such representatives or individuals are not to be considered to be members of the Sub-Committee and are not permitted to vote.

10. Chairperson of the Association

10.1. The Chairperson of the Association shall be elected by the Executive Committee and shall hold office for 3 years (the "**Chairperson's Term**") which term shall expire on the dissolution of the 4th AGM following his/her election, whereupon he/she shall be deemed to have retired by operation of this Constitution.

10.2. A retiring Chairperson is eligible for re-election as Chairperson by the Executive Committee for one further Chairperson's Term, subject to his/her not having served as Chairperson for more than two Chairpersons Terms, either consecutively or cumulatively (the "**Maximum Chairperson Term**").

10.3. For the purposes of calculating the Maximum Chairperson Term, the period of service of a Chairperson of the Executive Committee shall be deemed to have commenced:

10.3.1.1. If their appointment as Chairperson of the Executive Committee was at any time **before** the date of the AGM held in October 2014, then the date of commencement shall be deemed to be the date of that AGM in October 2014.

10.3.1.2. If their appointment as Chairperson of the Executive Committee was at any time **on or after** the date of the AGM held in October 2014, then the date of commencement shall be deemed to be the date the individual was appointed to be Chairperson of the Executive Committee.

10.4. For the avoidance of doubt, any person who has served as a Chairperson is, on retirement as Chairperson, eligible to take up office as an ordinary member of the Executive Committee even where he/she has served as Chairperson for the Maximum Chairperson Term, subject always to his/her having not reached or exceeded the Maximum Consecutive Term. However, even where he/she has not reached or exceeded the Maximum Chairperson Term, he/she is not permitted to serve on the Executive Committee in any of the following roles: Vice Chairperson, Honorary Treasurer or Honorary Secretary.

- 10.5. The Chairperson shall preside as chairperson at every meeting of the Association, or if there is no such chairperson, or if at any meeting he/she is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson, the Vice Chairperson, if any, of the Executive Committee if he/she is present and willing to act shall be chairperson of the meeting, failing which the members present shall choose one of their number to be chairperson of the meeting.
- 10.6. In case of an equality of votes at a meeting of the Executive Committee, the Chairperson shall have a second or casting vote.

11. Finance

- 11.1. The Honorary Treasurer shall keep account of all income and expenditure of the Association and shall prepare written accounts for the AGM, or in the alternative, the Executive Committee shall have the power to decide and shall be authorised to employ and/or retain in the name of the Association an external, independent individual or independent company for the purposes of carrying out such bookkeeping duties, on the condition that such individual or any of the shareholders and/or directors of such company is not a Connected with any current employee of the Association or any current member of the Executive Committee or any current member of any Sub-Committee.
- 11.2. The financial year shall be determined by the Executive Committee from time to time.
- 11.3. All accounts shall be audited by an Auditor (or other independent person approved by the Charities Regulatory Authority pursuant to section 50(3) Charities Act 2009) to be appointed by the Executive Committee and such accounts will be made available to the Revenue Commissioners on request.
- 11.4. The Honorary Treasurer shall open a bank account or bank accounts in the name of the Association. All cheques shall be signed by two of the three named persons authorised to sign cheques on behalf of the Association. Reconciled Accounts showing reconciliations of bank statements together with Income and Expenditure Account and Balance Sheet shall be set before and presented to the Executive Committee by the Honorary Treasurer at least once every 3 months for noting and review. This shall be recorded in the minutes of the meeting.

12. Income and Property

- 12.1. The income and property of the Association shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. No portion of the Association's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association.
- 12.2. No member of the Executive Committee shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:
- (a) reasonable and proper remuneration to any member or servant of the Association (not being a member of the Executive Committee) for any services rendered to the Association;
 - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by members of

the Executive Committee 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 member of the Executive Committee) to the Association;
- (d) reasonable and proper out-of-pocket expenses incurred by any member of the Executive Committee 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 member of the Executive Committee may be a member holding not more than one hundredth part of the issued capital of such company.
- (f) Nothing shall prevent any payment by the Association to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

13. Winding-up

If upon the winding up or dissolution of the Association 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 Association. Instead, such property shall be given or transferred to some other charitable institution or institutions having main object(s) similar to the main object of the Association. 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 Association under or by virtue of Clause 12 hereof. Members of the Association 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.

14. Additions, Alterations, Amendments

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

15. Keeping of Accounts

Annual audited accounts shall be kept and made available to the Charities Regulator and upon request to the Revenue Commissioners.

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