

COMPANIES ACT 2014

Constitution of Irish Stammering Association,

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

AS ADOPTED BY SPECIAL RESOLUTION ON dd/mm/yyyy

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MEMORANDUM OF ASSOCIATION OF IRISH STAMMERING ASSOCIATION

1. The name of the Company is Irish Stammering Association (the “Company”).
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main object for which the Company is established is:
 - (a) Act as first point of contact for information and support for the stammering community in Ireland;
 - (b) Raise public awareness about stammering;
 - (c) Advise on and influence policy relevant to the stammering community;
 - (d) Encourage and facilitate the development of support groups throughout Ireland;
 - (e) Strive towards the improvement of early intervention measures for children;
 - (f) Encourage and facilitate research into the causes and effects of stammering;
 - (g) Collaborate with and facilitate and encourage communication between the different stakeholders in the stammering community in Ireland.
4. To the extent that the same are essential or ancillary to the promotion of the main object of the Company, the Company may exercise all such powers and do all other such things as are incidental to the attainment of the main object of the Company.
5. The Company shall not support with its funds any objects or endeavour to impose or procure to be observed by its members or others any regulations, restriction or condition which, if an object of the Company would make it a trade union.
6. The income and property of the Company shall be applied solely towards the promotion of the main object(s) as set forth in this Constitution. No portion of the Company’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 Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money’s worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
 - a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;

- b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the company to the Company;
 - c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - e) fees, remuneration or other benefit in money or money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company;
 - f) nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).
7. The Company must ensure that the Charities Regulatory Authority has a copy of its most recent Constitution. If it is proposed to make an amendment to this Constitution which requires the prior approval of the Charities Regulatory Authority, advance notice in writing of the proposed changes must be given to the Charities Regulatory Authority for approval, and the amendment shall not take effect until such approval is received.
8. No amendment of any kind shall be made to the provisions of clauses [6] and [11] of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of Clauses [6] and [11] of the memorandum of association, such that there would be non-compliance with the requirements of section 971/1180 of the Companies Act 2014.
9. The liability of the members of the Company (the "Members") is limited.
10. Annual accounts shall be kept in compliance with the Companies Act 2014 and will be audited if required either by said act, any of the bodies that fund the Company, or by any of the regulatory bodies that oversee it, including the Charities Regulator and the Revenue Commissioners. They will be made available to the Revenue Commissioners on request.
11. If upon the winding up or dissolution of the Company 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 Company. The company or companies 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 Company under or by virtue of Clause [6] hereof. Members of the Company shall select the relevant company or companies 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 Regulatory Authority. 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.

12. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Company contracted before he ceases to be a member and 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.

ARTICLES OF ASSOCIATION TO ACCOMPANY PRECEDING MEMORANDUM OF ASSOCIATION OF IRISH STAMMERING ASSOCIATION.

The following regulations shall apply to the Company:

Interpretation

1. In these Articles:—

“Act” means the Companies Act, 2014;

“Board” means the board of the Company;

“Company” means [Name of the Company];

“Directors” means the Directors for the time being of the Company or the Directors present at a meeting of the board of Directors and includes any person occupying the position of director by whatever name called;

“in writing” means written or produced by any substitute for writing, or partly one and partly another;

“Ireland” means the territory of the Republic of Ireland;

“Member” means a member of the Company;

“Month” means calendar month;

“the Office” means the registered Office for the time being of the Company;

“the Seal” means the common Seal of the Company;

“Secretary” means any person appointed to perform the duties of the Secretary of the Company; and

“Year” means calendar year.

Expressions referring to writing shall be construed, unless the contrary intention appears, be construed as including references to email, facsimile, printing, lithography, photography and any other modes of representing or reproducing words in a visible form, provided, however, that it shall not include writing in any other electric form except as provided in these Articles and/or where it constituted writing in electric form sent to the Company, the Directors have approved its receipt in such Form. Expressions in these Articles referring to execution of any document shall include any mode of execution under Seal or under hand or any mode of electronic signature as shall be approved by the Directors.

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

The Act

2. The provisions of the Act are adopted subject to Article 3 and the modifications contained herein.
3. The Company notes the sections of the Act specifically disapplied in respect of companies limited by guarantee under Part 18 of the Act and further disapplies the following Sections of the Act: 188 (2)(b), 618(1)(b), 1196, and 1198.

Members

4. The number of Members the Company proposes to be registered with is eight; however, the Directors may increase this number and, where an increase is made, it shall notify the Companies Registration Office of the details of the increase within 15 days of the date on which the increase was resolved or took place.
5. The subscribers to this Constitution and such other persons and categories of eligible entities as determined by the Directors [who meet the membership terms as set down in the document entitled the Irish Stammering Association Company Board and Company Governance Handbook ,as may be amended by the Directors from time to time] shall be the members of the Company and shall be entered in the register of members kept in accordance with the Act.

Obligations of Members

6. Every member shall as a continuing condition of membership be bound by the provisions of the Constitution of the Company and any amendment thereof, and shall observe all (if any) rules or regulations made from time to time by the Company in general meeting or by the Board.

7. Membership of the Company shall cease:
 - (a) on the Member's death or bankruptcy;
 - (b) if the Member resigns by notice in writing, to the Secretary at the Company's Office; or
 - (c) if the Directors determine that such member has failed to observe the membership terms as set down in the Irish Stammering Association Board and Company Governance Handbook

General Meetings

8. The quorum for a general meeting shall be two. Members present in person or by proxy.
9. An extraordinary general meeting may be called at any time by the Secretary on request from at least 20% of Members entitled to vote at a general meeting.

Votes of Members

10. Every Member shall have one vote.

Directors

11. The number of the Directors shall be seven, but shall never be less than 3.
12. The requirements for directorship, election rules and provisions supplemental to the requirements of the Act in relation to removal and vacation of the office of Director are as set out in the Irish Stammering Association Board and Company Governance Handbook.
13. The quorum for a meeting of directors shall be three directors [present in person or by suitable electronic means to allow them to actively participate in the board meeting].
14. The Directors may be paid travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

Powers and Duties of Directors

15. The Directors may delegate any of their powers to committees consisting of such Member or Members of the board as they think 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 Directors. The membership structure and terms of reference of

any committee established by the Directors shall be as set out in the Company's Board and Governance Handbook

Voting on Contracts

16. A director may not vote in respect of any contract in which he is interested or any matter arising thereout.

Rotation of Directors

17. The rotation of Directors shall be in accordance with the provisions of the Irish Stammering Association Board and Company Governance Handbook.

Secretary

18. The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
19. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the Secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the Secretary.

The Seal

20. The Seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Directors for the purpose.

Audit

21. Where required, auditors shall be appointed and their duties regulated in accordance with Sections 333 to 337 of the Act.

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

Names, addresses and descriptions of the original subscribers
Michael C. Ryan, Whitefield, Templemore, Co. Tipperary, Sales Assistant Sarah S McCormack, 17 Cherrygarth, Portlaoise, Co. Laois, Housewife
Veronica Lynch, 18 Summerfield Green, Blanchardstown, Dublin 15, Retired Manager
Callum Wells, 2 Highthorn Park, Mounttown, Dun Laoghaire, Co. Dublin, Speech and Language Therapist
Stephen Greene, 7b Cul Rua, AGLISH, Cappoquin, Co. Waterford, Senior Supervisor
Michael O'Shea, "Fairwinds", Cloone Road, Ferrybank, Co. Waterford, Construction Engineer
David Heney, 1 Kilcross Drive, Sandyford, Dublin 18, Civil Servant
James McCormack, Cartron, Oranmore, Co. Galway, Psychotherapist

Witness to the above signatures:

Name:

Occupation:

Address: