

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

-of-

IRISH DEAF SOCIETY THE NATIONAL ASSOCIATION OF THE DEAF

MEMORANDUM OF ASSOCIATION

1. **Name**

The name of the Company is Irish Deaf Society The National Association Of The Deaf

2. **Company type**

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

3. **Main Object**

The main object for which the Company is established (the “Main Object”) is

- a) To be a Deaf led organisation and to empower and enable Deaf people to participate in positive action to further their independence and full and equal participation in the community.
- b) To promote the status of Irish Sign Language (hereinafter called “ISL), which is the language of the Deaf community, as their primary means of communication.
- c) To advance public education concerning the rights of Deaf people.
- d) To advance public education concerning civil and human rights in accordance with Irish and International law, directives, conventions and protocol including the ISL Act 2017 and the United Nations Convention on the Rights of Persons with Disabilities, the World Federation of the Deaf and the European Union of the Deaf.

- e) To provide assistance and support to Deaf persons who are affected by general or specific societal issues, and to promote awareness of Deaf people and Irish Sign Language and related issues amongst the wider community.
- f) To advance and promote the Company as a Disabled Peoples' Organisation as defined and characterised by the United Nations Convention on the Rights of Persons with Disabilities, as amended and modified from time to time.

4. **Subsidiary Objects**

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:

- a) To advance public education (including research) concerning the rights of Deaf people.
- b) To promote human and citizenship rights for Deaf people in Ireland;
- c) To develop, manage and promote specific activity in furtherance to the objects of the Company;
- d) To keep in touch with new developments, new methods, and approaches in the Deaf community and to disseminate information on IDS, Irish Deaf Culture and the Deaf community to its members and wider society;
- e) To promote the research of any aids – personal and equipment – designed specifically or otherwise to benefit the Deaf and distribution of aids approved by the Company for use by the Deaf Culture;
- f) To provide opportunity for constructive discussion of societal and ethical issues of Deaf people, ISL and Deaf Culture;
- g) To advise and assist, at the discretion of the Company, other bodies or individuals in Deaf related matters;
- h) To affiliate, at the discretion of the Company, to anybody, local, national and international, for the purpose of furthering the main objects of the Company;
- i) To promote the public awareness of ISL, Deaf Culture and the Deaf Community;
- j) To negotiate, where appropriate, with government departments or the other agencies or bodies on behalf of its members, affiliated groups or other parties;
- k) To negotiate, where appropriate, with national or international bodies for funding and/or support for the Company, or its projects, either independently or in partnership with other organisations;
- l) To foster the cultural and educational advancement for Deaf people.

- m) To make grants to individual Deaf people and Deaf groups;
- n) To publicise generally the aims and objectives of the Company through comprehensive media briefing with a view to raising public awareness of all aspects of Deaf related matters;
- o) To provide expert advice, constancy services, classes of instruction, tuition, lectures, meetings, discussion groups, exhibitions, printed matter and literature in relation to or in furtherance of the main objects of the Company;
- p) To employ and engage interpreters, contract interpreters, consultants or other persons to the Company for the benefit of its members.

5. Powers

The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- a) To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund, and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Company and generally to manage, invest and expend all monies belonging to the Company in furtherance of its Main Object.
- b) To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- c) To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.
- d) To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid and to appeal for and invite contributions from any person or body by way of donation, covenant, grant, loan, legacy or subscription.
- e) To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind and to obtain from any such authority any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with

any such arrangements, charters, contracts, decrees, rights, privileges and concessions.

- f) To advise and co-operate as appropriate with any relevant government departments or authorities on any matters concerned directly or indirectly with the Main Object.
- g) To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- h) Subject to clause 7, to employ such persons to perform such duties on such terms as the Company may think fit including agents for the proper promotion of the Main Object and remunerate any person, firm or company rendering services to the Company either by payment or otherwise and to pay all or any of the expenses incurred in connection with the formation, promotion, incorporation or administration of the Company; the remuneration, tenure of office and other conditions of service of every person appointed or engaged by the Company shall be such as the Company shall determine having regard to norms applying to similar posts in the public and private sectors.,
- i) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company 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 company 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 Company; 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 Company and to subscribe or guarantee money for charitable objects.
- j) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, protecting, constructing, altering, pulling down, decorating, maintaining, repairing, renewing, safeguarding, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others, as the Company may think fit.
- k) To acquire, develop, construct, erect, build, refurbish, renovate, enlarge and maintain houses and other buildings and works and to alter and improve same including any existing buildings; to provide same with such facilities and utilities as the Company deems appropriate and with light, water, drainage and

all other necessities, and to maintain same, and to provide greenhouses, gardens, and grounds for recreation and leisure.

- l) To fit out and provide property of the Company with such equipment, furniture, and machinery as the Company may think desirable for its purposes.
- m) To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- n) To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- o) To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- p) To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and to create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company and this power shall include power from time to time to vary any investments made thereunder.
- q) To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes
- r) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- s) To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- t) To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- u) To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- v) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- w) To acquire, develop, produce and make copyrights, inventions, productions, licences and privileges and other rights and interests in the publication, display, recording, presentation and reproduction of works, pictures, images, books, art, films, videos, computer programmes, computer data and other works, to deal with such rights and interests, to grant licences or copyright in respect of any property of the Company, to buy, sell and deal in musical or music producing equipment and instruments, manuscripts, scores and/or parts published or otherwise, to make all necessary arrangements, agreements and contracts with the publishers and owners of the copyrights and to act as educational and artistic agents.
- x) To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations, and to conduct, hold or promote meetings, lectures; workshops; seminars; shows, displays and exhibitions of an educational nature to further the Main Object.
- y) To arrange, hold and provide for or join in arranging, holding and providing for educational lectures, courses, conferences, instruction, exhibitions, meetings and classes.
- z) To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- aa) To enter into any arrangements, agreements, contracts and engagements with individuals, administrators, managers, groups, unincorporated associations or societies, statutory or corporate bodies, State or semi-State bodies or other persons that may seem conducive to, and necessary and proper for, the carrying into effect of the Main Object and to enter into such terms and

conditions of such arrangement, agreements, contracts and engagements, which the Company may think desirable to obtain and to carry out, exercise and comply with and to sell any resulting rights acquired by the Company, as it thinks fit.

- bb) To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 7 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.
- cc) To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- dd) To pay all expenses of and incidental to the incorporation and establishment of the Company.
- ee) To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.
- ff) To fund, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object and to make donations for charitable purposes either in cash or assets which the Company may deem expedient and appropriate thereto.
- gg) To establish and maintain links with international and national organisations having similar objectives.
- hh) To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- ii) To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

PROVIDED THAT:

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;

- (b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

6. **Income and Property**

- a) The income and property of the Company shall be applied solely towards the promotion of 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.
- b) 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 or Secretary) 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 or Secretary) to the Company;
 - (d) reasonable and proper out-of-pocket expenses incurred by any Director or Secretary 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 or Secretary may be a member holding not more than one hundredth part of the issued capital of such company.
 - (f) insurance premia in respect of any officer's liability indemnity insurance policy or policies;
 - (g) an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings)
 - (h) 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. **Additions, alterations or amendments**

The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company 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.

8. Winding Up

If upon the winding up or dissolution of the Company 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 Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. 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 Company under or by virtue of Clause 6 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9. Limited Liability

The liability of the members is limited.

10. Undertaking to Contribute

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

- (a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
- (b) the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.

ARTICLES OF ASSOCIATION

PRELIMINARY

1. (a) In these Articles, unless there is something in the subject or context inconsistent herewith:

The “**Act**” means the Companies Act, 2014.

The "**Company**" means the above named Company.

The "**Directors**" means the members for the time being of the board of directors of the Company and “Director” shall be construed accordingly.

The "**Secretary**" means any person appointed to perform the duties of the Secretary of the Company.

The "**Seal**" means the Common Seal of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in visible form.

- (b) 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.
- (c) The powers and discretions set out in these Articles are to be used only for the attainment of the Main Object of the Company as set out in Clause 3 of the Memorandum of Association and any income generated from the exercise of the said powers and discretions is to be applied for the Main Object of the Company only

MEMBERS

2. For the purposes of registration the number of members of the Company is taken to be seven but the Company may from time to time register an increase or decrease in the number of members PROVIDED THAT the number of members shall not be decreased to less than three without the prior agreement of the Revenue Commissioners.
3. The members of the Company shall be (i) the subscribers to the Memorandum of Association and (ii) such other persons as the Directors shall from time to time admit to membership and as shall sign a written consent to become a member.
4. The rights and liabilities attaching to any members of the Company may be varied from time to time by a Special Resolution of the Company.

RIGHTS OF MEMBERS

5. Membership of the Company is not transferable and shall cease:-
- (a) on the member's death or bankruptcy;
 - (b) if the member resigns by serving notice in writing to the Directors of the Company at its registered office.
 - (c) upon the Directors requiring a member to resign his or her membership by serving notice upon the member terminating his or her membership, to expire no earlier than the date of service of the notice of termination
 - (d) upon failure to pay the member's subscriptions in accordance with Article 7
6. Membership shall be divided as follows:
- (a) Ordinary membership is open to all Deaf people resident in the Republic of Ireland who support the aims and objectives of the Company and agree to abide by all rules and regulation pertaining to membership of the Company. Ordinary Members shall have voting rights.
 - (b) Associate membership is open to all hearing people resident in the Republic of Ireland, all hearing groups based inside the Republic of Ireland, who support the aims and objectives of the Company and agree to abide by all rules and regulation pertaining to membership of the Company. Associate members have no voting rights.
 - (c) Non-Residential Membership is open to all Deaf individuals that are resident outside the Republic of Ireland, all groups based outside the Republic of Ireland, all hearing individuals resident outside Ireland, who support the aims and objectives of the Company and agree to abide by all rules and regulations pertaining to membership of the Company. Non-Residential members have no voting rights

ANNUAL SUBSCRIPTIONS

7. The Directors shall be entitled from time to time to determine any annual subscriptions to be payable by any member of the Company. Such subscriptions should be paid on or before of the 1 January in each year but in any event in advance of the AGM. A person becoming a member of the Company after 1 January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to 31 December in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attached to each form of membership subscription shall be determined by the Board of Directors in its absolute discretion from time to time.

GENERAL MEETINGS

8. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Directors 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 annual general meeting and that so long as the Company holds its first annual general meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.
9. All general meetings other than annual general meetings shall be known as extraordinary general meetings.
10. Directors may, whenever they think fit, convene an extraordinary general meeting.
11. If, at any time, there are not sufficient directors capable of acting to form a quorum, any Director of the Company or any member of it may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
12. The Directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10% of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.
13. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
14. If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.
15. Any reasonable expenses incurred by the requisitionists by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitionists by the company and any sum so repaid shall be retained by the company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.
16. For the purposes of Articles 12 to 16, the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.
17. A meeting convened under Articles 12 or 14 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.

18. The chairperson of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
19. If at any meeting no director is willing to act as chairperson or if no director 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.
20. 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. However, 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 but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
21. Unless a poll is demanded in accordance with Article 41, at any general meeting:
 - (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
 - (b) a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company 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.
22. 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.
23. Subject to section 193 of the Act (as modified by section 1208 of the Act) a resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. Any such resolution in writing may consist of several documents in like form each signed by one or more members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, this statement shall be prima facie evidence that it was signed by him or her on that date.

NOTICE OF GENERAL MEETINGS

24. A meeting of the Company, other than an adjourned meeting, shall be called:

- (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
 - (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.
- 25. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 24, be deemed to have been duly called if it is so agreed by:
 - (a) all Ordinary members entitled to attend and vote at the meeting; and
 - (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.
- 26. Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, or electronic mailing to the registered email address of the member then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.
- 27. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
- 28. The notice of a meeting shall specify:
 - (a) the place, date and time of the meeting;
 - (b) the general nature of the business to be transacted at the meeting;
 - (c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
 - (d) with reasonable prominence a statement that:
 - (i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;
 - (ii) a proxy need not be a member;
 - (iii) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.
- 29. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings

at the meeting.

VOTES OF MEMBERS

30. Where a matter is being decided (whether on a show of hands or on a poll), every ordinary member present in person and every proxy for an ordinary member shall have one vote, but so that no individual ordinary member shall have more than one vote.
31. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.
32. Votes may be given either personally or by proxy, as provided for in Article 30. 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.

PROXIES

33. A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
34. The instrument appointing a proxy (the “**Instrument of Proxy**”) shall be in writing –
 - (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
35. The Instrument of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time:-
 - (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll, 48 hours before the time appointed for the taking of the poll.
36. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to

the Company by electronic means (as defined in section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.

37. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

Irish Deaf Society The National Association of the Deaf (the “**Company**”)

[Name of member] (the “**Member**”) of [Address of Member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:-

Voting instructions to proxy

(Choice to be marked with an “X”)

Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			

Unless otherwise instructed, the proxy will vote as he or she thinks fit.

Signature of Member.....

Dated [date]

VOTING ON A POLL

38. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
39. A demand for a poll may be made by:
- (a) the chairperson of the meeting;
 - (b) at least three members present in person or by proxy;
 - (c) any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.
40. A demand for such a poll may be withdrawn by the person or persons who have made

the demand. Subject to Article 42, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.

41. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.
42. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.
43. The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Articles 40 and 41, a demand by a person as proxy for a member shall be the same as a demand by the member.
44. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes:-
 - (a) use all his or her votes; or
 - (b) cast all the votes he or she uses in the same way.

DIRECTORS

45. The number of the Directors shall be not less than three (3) and unless and until determined by the Company in general meeting, not more than eight (8). At least two thirds of of the Directors will be Deaf.
46. No remuneration shall be payable under any circumstances to any of the Directors in respect of his services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article 64. The Directors may be paid all 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 otherwise in connection with the business of the Company.
47. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Company in general meeting may (by special resolution) give. No such direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

48. Without prejudice to Section 40 of the Act, and subject to Article 64, the Directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company 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 Directors shall from time to time by resolution determine.
50. The Company shall cause minutes to be entered in books kept for the purpose:-
 - (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company and, of the Directors and of committees of the Directors.

POWERS OF ATTORNEY

51. The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

DISQUALIFICATION OF DIRECTORS

52. In addition to the circumstances set out in section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

ROTATION OF DIRECTORS

53. Subject to Article 54, a Director shall hold office for a term of three years and unless his or her office is vacated in accordance with Article 57 he or she shall retire at the third Annual General Meeting after his or her appointment. A Director shall in the normal course be eligible for reappointment for 2 further terms of office, whether consecutive or otherwise. However, in exceptional circumstances where the resignation of a Director who has served three terms would result in the Board having less than the minimum number of Directors required pursuant to Article 45 or if such a Director is deemed by the Board to be of such significant value based on his or her qualifications, that Director may be re-elected for a further term PROVIDED THAT the Board shall at all times consist of a majority of Directors who have served less than 9 years.

54. The company, at the meeting at which a Director retires, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself or herself 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.
55. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there has been left at the Company's registered office (a) notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and (b) notice in writing signed by the person concerned of his willingness to be elected.
56. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
57. The Company may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
58. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 57. Without prejudice to the powers of the Directors under Article 59, the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
59. The Directors may at any time appoint any person to be a Director of the Company, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors of the Company shall not at any time exceed the number, if any, provided for in these Articles. Any Director so appointed shall hold office only until the next annual general meeting, and, subject to Articles 53-54, shall then be eligible for re-election.

PROCEEDINGS OF DIRECTORS

60. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the chairperson shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who, being resident in the State, is for the time being absent from the State.
61. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two (2).

62. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Act as the necessary quorum of Directors, the continuing Directors or director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
63. If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.
64. The Directors may delegate any of its powers to Committees consisting of such member or members of the Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.
65. The Directors may appoint the chairperson of any Committee; if no such chairperson is elected, or if at any meeting of a Committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
66. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
67. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.
68. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.
69. A meeting of the Directors or of a committee established by the Directors may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and –
 - (a) a Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
 - (b) such a meeting shall be deemed to take place –

- (i) where the largest group of those participating in the conference is assembled;
- (ii) if there is no such group, where the chairperson of the meeting then is;
- (iii) if neither sub-paragraph (i) or (ii) applies, in such location as the meeting itself decides.

DISCLOSURE OF INTERESTS

70. On his or her appointment and thereafter where any change occurs, each Director shall furnish to the Company Secretary full particulars of his or her interests which shall include his or her employment, all business interests and community involvement, including voluntary work for charities (hereinafter referred to as “Interests”) which might involve a conflict of interest or might materially influence the Director in relation to the performance of his or her functions as a member of the Board or his or her partiality.
71. Nothing herein contained shall prevent the Directors from voting on (and being counted in the quorum at any meeting to pass) a resolution to purchase Directors’ and Officers’ Liability Insurance against any liability referred to in section 235 of the Act for any Director or officer, past or present, of the Company.

CHAIRPERSON AND VICE-CHAIRPERSON

- 72.
- (i) The Directors shall elect from among their number a Chairperson of their meetings and determine the period for which he or she is to hold office, but if at any meeting the Chairperson or the Vice-chairperson is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to chair their meeting.
 - (ii) The Chairperson will be a Deaf person.
 - (iii) The Directors shall elect from among their number a Vice-Chairperson, who shall also be a Deaf person, whose role will be to deputise for the Chairperson

THE CHAIRPERSON’S DUTIES

73. The duties and responsibilities of the Chairperson shall include (but not be limited to):
- (i) overseeing the governance and performance of the Company, setting the agenda for meetings and facilitating the effective contribution of other Directors;
 - (ii) in conjunction with the other Directors, ensuring that there are appropriate strategies in place to implement the policies of the Company; and

- (iii) chairing meetings of the Board of Directors and ensuring that the Board functions effectively and efficiently.

74. In the event of an equality of votes, the Chairperson shall have a second or casting vote.

SECRETARY

75. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

76. 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.

SEAL

77. 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

- (a) signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and
- (b) be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

ACCOUNTS

78. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

79. The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.

80. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.

81. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
82. A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

AUDIT

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

NOTICES

84. A notice may be given by the Company to any member either personally or by sending it by post in a prepaid letter or by electronic means (as defined in section 2(1) of the Act) to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.
85. Without prejudice to Articles 84 and 24 of these Articles, a notice shall be deemed to have been served or given:
 - (b) in the case of it being delivered personally, at the time it is delivered or left;
 - (c) in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address) –
 - (i) on a Friday – 72 hours after despatch; or
 - (ii) on a Saturday or Sunday - 48 hours after despatch; or
 - (d) in the case of electronic means being used in relation to it, 12 hours after despatch.

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 Subscribers
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