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COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

**CONSTITUTION**

-of-

**AONTAS, National Adult Learning Organisation**

**MEMORANDUM OF ASSOCIATION**

**1. Name**

The name of the Company is AONTAS, National Adult Learning Organisation.

**2. Company Type**

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

**3. Main Object**

The Company is established as the National Adult Learning Organisation to promote and develop adult education in Ireland.

**Subsidiary Objects**

**4.** As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects to promote and develop lifelong learning, primarily community, adult and further education in Ireland by:

**4.1** Promoting quality adult learning through continuous professional development and the creation of shared spaces for learning and the exchange of best practice;

**4.2** Encouraging and facilitating cooperation between adult learning practitioners, organisations and institutions in Ireland and at European level;

**4.3** Cooperating with other organisations and agencies which seek to support greater equity of access and participation in adult learning including influencing Government Departments, agencies, and other relevant stakeholders to develop positive and relevant learner-centred adult, further and community education policies and legislation;

**4.4** Being the primary advisory and consultative body for the development of adult and community education in Ireland;

**4.5** Reflecting the interests, hopes and aspirations of all groups, agencies and individuals concerned with adult education;

**4.6** Being a reference centre for all those seeking information concerning adult education;

**4.7** Creating a positive public awareness of the needs and opportunities of lifelong learning;

**4.8** Being an intermediary for communication and cooperation between all individuals and groups involved in adult education in Ireland;

**4.9** Supporting adult education providers to develop their skills;

**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:

**5.1** 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.

**5.2** To undertake, accept, execute and administer, without remuneration, any charitable trusts.

**5.3** 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.

**5.4** To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.

**5.5** To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.

**5.6** To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.

**5.7** Subject to clause 6, to employ such staff, arid on such terms, as are necessary or desirable for the proper promotion of the Main Object.

**5.8** To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the spouse, 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.

**5.9** 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, constructing, altering, pulling down, decorating, maintaining, 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.

**5.10** 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.

**5.11** To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.

**5.12** 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.

**5.13** 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 this power shall include power from time to time to vary any investments made there under.

**5.14** 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 five years for any purposes.

**5.15** 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.

**5.16** 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.

**5.17** 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.

**5.18** 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 they acted in good faith and in the performance of their functions as charity trustee (as defined in the Charities Act, 2009).

**5.19** 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.

**5.20** 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.

**5.21** To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.

**5.22** To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

**5.23** 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 6 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.

**5.24** To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.

**5.25** To pay all expenses of and incidental to the incorporation and establishment of the Company.

**5.26** 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.

**5.27** To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.

**5.28** To establish and maintain links with international and national organisations having similar objectives.

**5.29** To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.

**5.30** 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.

**5.31** To Communicate clearly and raise awareness of the wider benefits and potential of adult learning at local, national, European and international level; .

**5.32** To communicate and cooperate between all those involved in adult and community education in Ireland;

**5.33** To provide mechanisms for supporting learner voice activities across the lifelong learning spectrum;

**5.34** To encourage the involvement of adult learners in all aspects of adult learning provision;

**5.35** To be an expert body for all those seeking information concerning adult and community education;

**5.36** To engage in any other activities, independently or in association with other agencies, which assist the development of quality adult learning; and

**5.37** To undertake and execute any trusts for the advancement of the objectives of the Organisation.

**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**

**6.1** 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.

**6.2** 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 CompanyHowever, 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 InterbankOffered 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; reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;

(d) 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.

(e) 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).

(f) Reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company

**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 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 but shall be given or transferred to another company whose objects are the promotion of charity and which has main objects similar to the main objects of the Company, which other company also meets the requirements of paragraph (b) of Section 971(1)/1180(1) of the Companies Act 2014, such company to be determined by the members of this Company at or before the time of dissolution, or in default thereof by such Judge of the High Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.

**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 they are a member or is wound up within one year after the date on which they cease to be a member, for:

(a) payment of the debts and liabilities of the Company contracted before they cease 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. 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.

Categories of membership are as follows:

A. Individual members
B. Organisational members
C. Honorary members
D. Contra-Members
E. Learner Council or Learner Voice Group Members

**"Community education"** means a process of personal and community transformation, empowerment, challenge, social change and collective responsiveness. It is community-led, reflecting and valuing the lived experiences of individuals and their community. Through its ethos and holistic approach community education builds the capacity of groups to develop a social teaching and learning process that is creative, participative and needs-based. Community education is grounded on principles of justice, equality and inclusiveness. It differs from formal adult education provision due to its political and radical methodologies.

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

**"Individual member"** means any individual directly involved or interested in adult learning who is admitted as a paid-up member of the Company.

**"Adult learner"** means in the context of these Articles of Association any person who is interested and/ or engaged in learning and who is an individual member or a representative of an organisational member of the Company.

**"Honorary Membership"** means such other persons as the Directors shall from time to time admit to membership and who meet the membership terms as set out as set out by the Directors. This is typically in acknowledgement of their long-term voluntary contribution to the organisation. This membership includes voting rights.

A **"Contra-Member"** is an organisation that AONTAS has a mutual membership with agreed by both parties and approved by respective Directors. A Contra-Member will not be charged a membership fee, due to this agreement, and they have the same voting rights as fellow organisational members.

**"Learner Council or Learner Voice Group"** membership means such representatives that exist on behalf of an adult learning centre or group such as an Education and Training Board or a Community Education centre. They have the same voting rights as an Organisational Member.

**"Membership year"** shall be the calendar year to coincide with the financial year.

**"Organisational member"** means any organisation involved in the provision, promotion or advancement of adult learning, and/or community education who is admitted as a paid-up member of the Company.

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.

**Members**

**2.** For the purposes of registration the number of members of the Company is taken to be 200 but the Company may from time to time register an increase or a decrease of members.

(a) 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 who meet the membership terms as set out as set out by the Directors.

(b) Any organisation member or individual may apply to be a member of the Company and such application shall be considered by the Directors. If the Directors are satisfied that the applicant qualifies for membership it shall admit the applicant to membership and shall enter them in the register of members kept in accordance with Section 1201 of the Act.

(c) Applicants seeking membership of the Company shall provide such information as the Directors shall require from time to time.

(d) When an application for membership is accepted by the Directors in accordance with Article 2 (b) hereof the Directors shall determine whether an application for membership will be granted and shall notify the applicant accordingly.

(e) Membership shall expire six months after the end of the financial year unless renewed by the payment of the Company's membership invoice for the said year.

(f) The Directors shall set out an appeal process for applicants whose application to become a member of the Company has been refused and/ or members who have had their membership revoked.

**Rights of Members**

**3.**

(a) Membership of the Company is not transferable and shall cease:-

(i) on the member's death or bankruptcy;

(ii) if the member resigns by serving notice in writing to the Directors of the Company at its registered office such notice to expire no earlier than the date of service of the notice of resignation;

(iii) if the Directors require the member to resign their membership by serving notice in writing to the member terminating their membership, such notice to expire no earlier than the date of service of the notice of termination.

(b) Each member shall be entitled to a current membership certificate and subject to the provisions of these Articles shall be entitled to full voting rights.

(c) Each member shall use their best endeavours to promote the objects and interests of the Company and shall observe all of the Company's regulations affecting them contained in or effective pursuant to this Constitution or the Act.

(d) The rights of an individual member as such shall be personal and shall not be transferable, transmissible or chargeable by their own act, by operation of law or otherwise.

(e) The rights of an organisational member as such shall not be transferable to any other organisation or individual member.

(f) register shall be kept by the Company containing the names and addresses of all the members, together with such particulars as may be required by the Act.

**General Meetings**

4.

(a) The Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and the place shall be determined by the Directors.

(b) Motions to be discussed at the Annual General Meeting must be submitted by members in writing to the Company 28 days before each meeting.

(c) The business of the Annual General Meeting shall include but not be limited to:

(i) The consideration of the Company's statutory financial statements and the reports of the Directors and the reports of the statutory auditors on those statements and that report;

(ii) the review by the members of the Company affairs;

(iii) election and re-election of Directors and Chairperson;

(iv) the appointment or reappointment of the statutory auditors; and

(v) the authorisation of the Directors to approve the remuneration of the statutory auditors.

5. All general meetings other than Annual General Meetings shall be known as extraordinary general meetings.

6. Directors may, whenever they think fit, convene an extraordinary general meeting and such extraordinary and general meetings shall also be convened on such a requisition or in default may be convened by such requisitions as are provided in Section 178 of the Act {as modified by Section 1203 of the Act). A general meeting convened pursuant to Section 178 (3) of the Act may not proceed if less than 50% of those members that requisition the meeting are present at the meeting.

7. Save as otherwise provided, a minimum of 20 members of which 15 are organisational member representatives present in person shall constitute a quorum for a general meeting. If, at any time, there are not sufficient members 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.

8. 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.

9. 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 they are 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.

10. 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.

11. 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.

12. Unless a poll is demanded in accordance with Article 31 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.

13. 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.

14. 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 their signature thereof by any member, this statement shall be prima facie evidence that it was signed by them on that date.

**Notice of General Meetings**

15. Subject to Section 181 of the Act 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 21days' notice;

(b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.

16. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 15, be deemed to have been duly called if it is so agreed by:

(a) all the 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.

17. Notices may be given electronically for a meeting in accordance with Article 79. However where the Company gives a notice of a meeting by ordinary prepaid post to the registered address of a member, then, for the purpose 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. 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.

18. 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 them;

(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.

19. 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**

20.

(a) Where a matter is being decided (whether on a show of hands or on a poll), every organisational member shall have the right to three votes at the Annual General Meeting, and extraordinary general meetings provided they send their representative. Individual members representing organisational members at general meetings may not exercise their individual votes.

(b) Each individual member shall have the right to one vote at the annual general and extraordinary meetings. Individual member or organisational member representative shall be present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote and no organisation member shall have more than three votes.

(c) Every Honorary Member shall have the right to one vote at the Annual General Meeting, and extraordinary general meetings provided they meet the membership terms, and provided they send their representative. Individual members representing Honorary Members at general meetings may not exercise their individual votes.

(d) Every Contra-Member shall have the right to three votes at the Annual General Meeting, and extraordinary general meetings provided they meet the membership terms, and provided they send their representative. Individual members representing Contra-Members at general meetings may not exercise their individual votes.

(e) Every Learner Council or Learner Voice Group Member shall have the right to three votes at the Annual General Meeting, and extraordinary general meetings provided they send their representative. Individual members representing Learner Council or Learner Voice Groups Members at general meetings may not exercise their individual votes.

21. Where an objection shall be raised to the qualification of any voter to vote at any meeting such objection shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive on the matter.

22. Votes may be given either personally or by proxy. 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. Any person holding an office or appointment in more than one organisation shall be entitled to represent and vote on behalf of one organisation only at general meetings or extraordinary general meetings. Further they shall indicate on each renewal of membership or or, request which organisation they opt to represent.

**Proxies**

24. 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 their proxy to attend and vote instead of them. 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.

The proxy shall cast the number of votes to which the Member is entitled in accordance with Article 20

25. The instrument appointing a proxy (the **"Instrument of Proxy")** shall be in writing-

(a) If the member is an individual member in their writing; or

(b) if the member is an organisational member, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

26. 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; or

(c) Electronically in accordance with Article 27.

27. 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.

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

*[Name of Company]* (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 them [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 they think fit.

Signature of Member .

Dated [date]

**Voting in a Poll**

29. At any general meeting or an extraordinary general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll or secret ballot is demanded:-

(a} by the chairperson of the meeting;

(b) by at least three members present in person or by proxy;

(c) by any member or members present in person 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.

30. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 32, 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.

31. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.

32. 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.

33. 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 30

and 31, a demand by a person as proxy for a member shall be the same as a demand by the member.

**Directors**

34. The number of the Directors shall be not less than five (5) and unless and until determined by the Company in general meeting, not more than fourteen (14). The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act.

35. The Board of Directors shall comprise:-

(a) Chairperson (which can appointed from an organisational member or individual category of membership);

(b) A Vice Chair (appointed by the Board from among the Directors)

(c) A maximum of 10 organisational members' representatives of which three shall come from community education;

(d) One individual member; and

(e) Two adult learners (which can be appointed from an organisational member or be an individual member)

Provided always the Directors shall on an ongoing basis assess the skill set required at board level and may identify from time to time additional skills required which are in the best interests of the Company. In this regard the Directors shall in the first instance try and recruit such skills from the members. However in the event that such skills are not available within the membership, the Directors may at their sole discretion co-opt specialist expertise as identified and required from time to time from persons who are not members of the Company and the Directors shall appoint them as co-opted Directors of the Company up to a maximum of three co- opted Directors at any one time.

36. No remuneration shall be payable under any circumstances to any of the Directors in respect of their services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article [38]. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in accordance with the Company's Expenses Policy in respect of 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.

37. The business of the Company shall be managed by the Directors, who may pay all expenses in accordance with the Company's Expenses Policy 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.

38. Without prejudice to Section 40 of the Act, 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.

39. 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.

40. 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**

41. 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**

42. 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 Chairperson / Directors**

43. The term of office for Directors shall be three years. Directors may serve a maximum of two terms as a Director and a maximum of two terms as a chairperson and in any event no more than nine consecutive years as a member of the Board subject to the once off exception that at the extraordinary general meeting in 2018 elections and at the Annual General Meeting in 2019 elections all Directors whose terms are due to expire in 2018 and 2019 are eligible to serve another term on the Board.

44. Nominations for the office of chairperson shall be supported by not less than five members of the Company and it is preferable {but not compulsory) that the proposed chairperson may have served a minimum of one term of three years previously as a Director of the Company.

45. Directors shall be elected for a three year term with the option of going forward for re-election for a further one term as a Director.

46. At the first Annual General Meeting of the Company, all the Directors shall retire from office and at the AGM in every subsequent year all Directors whose terms of office have expired shall retire with the exception that the 2018 elections for Directors and Chairperson shall be held at the extraordinary general meeting in November 2018 and not the Annual General Meeting.

47. Subject to Article 43 the Directors to retire in every year shall be those whose terms have expired.

48. Subject to Article 43 a retiring Director shall be eligible for re-election.

49. The Company, at a meeting at which a Director retires may fill the vacated office by electing a person thereto, unless the retiring Director shall agree to put themselves forward for re-election, unless:-

(a) at such meeting it is expressly resolved not to fill such vacated office; or
(b) a resolution for the re-election of such Director has been put to the meeting and lost.

50. All nominations for appointment of Directors shall be submitted to the Company Secretary on the forms provided for that purpose by the Company at least 28 days before the relevant general meeting at which Directors are to be elected. Members shall be provided with the list of candidates running for election as part of their AGM notification pack issued 21 days in advance to members. Votes cast in an election for Directors or for the position of chairperson shall be cast by secret ballot.

51. 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.

52. 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 their 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 them and the Company.

53. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 52. 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.

54. The Directors may at any time appoint from the members or co-opt any person who is not a member (subject to Article 43) 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 shall then be eligible for re- election.

55. In the event of a vacancy occurring in the office of chairperson during the incumbency of the holder the Directors shall forthwith co-opt one of its members as a Director to fill the vacancy of chairperson for the unexpired period of office until the next Annual General Meeting.

56. Nomination papers shall be returned to the Company Secretary no less than twenty eight (28) calendar days before the relevant general meeting.

57. In the event that there are insufficient candidates nominated to require a contest on a position on the Board, the election of the nominees put forward at the relevant general meeting shall not be automatic and the election of each candidate must be ratified by at least 50% of the eligible votes cast whether present in person or by proxy at the relevant general meeting. In the event that a contest is required for a position on the Board, each organisational member shall have three votes and each individual member shall have one vote and the candidate(s) with the most votes shall be deemed to be elected.

58. The organisational members shall be entitled to nominate a maximum of 10 Directors from the organisational members, three of which shall come from community education. The individual members shall be entitled to nominate one Director from the individual members. All members shall be entitled (both organisational and/ or individual members) to nominate a chairperson and two adult learners. In the event that there are more nominations to the post of Director than vacancies the candidates deemed elected as Directors shall be those with the most number of votes as per Article 35.

**Proceedings of Directors**

59. 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 if 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.

60. The quorum necessary for the transaction of the business of the Directors shall be half plus one of all the Directors then in office.

61. 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.

62. At the first meeting of directors held following the Annual General Meeting, the directors shall elect a Vice Chair from amongst their number. The Vice Chair shall hold office until the end of their term of office as a director. They may be eligible for reappointment as Vice Chair, if they have a further term of office as a director. No additional time will be given in this role. If at any meeting of the directors, the Chair is not present within [15] minutes after the time appointed for holding same, the Vice Chair will act in their place and if the Vice Chair is also not present, the directors present may choose one of their number to be chair of that meeting.

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 they 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.

**Secretary**

70. 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.

71. 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**

72. 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**

73. 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.

74. 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.

75. 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.

76. 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.

77. 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**

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

**Notices**

79. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member at their 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.

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

Dated this day of 20

Witness to the above signatures:- Address of the witness

Names, Addresses and descriptions of subscribers:

Seamus Ryan, University College, Galway. Extra-mural Studies Officer
Sheila Conway 52 Adair Sandymount Cres Director Pobal Dhe College Dhe
Mary McBarron (Chief Executive Officer) 6a. Roscommon Vocational Education Committee Abbey St. Roscommon
Brendan Conway 6. Park View, Kilkenny.
William Corcoran S.J. (Lecturer) College of Industrial Relations, Sandford Road, Dublin 6.
Peter Diomond Rogers 13 Glenville Dr Clonsilla Co. Dublin (Teacher)
Margaret H. Parker Mulroy Gdns. N. Circular Rd Limerick (Administrator)

Dated this A dey of Deen0bex? 1980.

WITNESS OF THE ABOVE SIGNATURES:

Liam W. Murchan, Director, Aontas, 14 Fitzwilliam Place, Dublin 2.