

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

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**CONSTITUTION**

-of-

**IRISH GIRL GUIDES COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

**1. Name**

The name of the Company is Irish Girl Guides Company Limited by Guarantee.

**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 of Irish Girl Guides is to enable girls and young women from all backgrounds throughout Ireland to develop to their fullest potential as responsible citizens of the world by providing an environment where they can grow in self-confidence and develop a variety of skills in an unpressurised atmosphere. Through a variety of activities girls and young women are encouraged to develop leadership skills, develop a knowledge and understanding of spiritual values in their daily lives, be involved in decision-making, learn practical indoor and outdoor skills, participate in the international aspects of Guiding, behave responsibly in upholding the laws of the country, be aware of and care for the needs of others, and appreciate and use environmental resources responsibly.

**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 encourage girls and young women to live by the Guide Promise and the Guide Law,
- (b) to acquire the assets, business and undertaking, and to assume the debts and liabilities, of the unincorporated body known as "Irish Girl Guides", charity registration number 20006327, CHY number 4726 and to carry on its business in succession thereto.

**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.
- (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.
- (e) To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- (f) To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- (g) Subject to clause 6, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- (h) 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.
- (i) 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.

- (j) 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.
- (k) To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- (l) 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.
- (m) 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 thereunder.
- (n) 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.
- (o) 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.
- (p) 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.
- (q) 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.
- (r) 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 she or he acted in good faith and in the performance of her or his functions as charity trustee (as defined in the Charities Act, 2009).
- (s) 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.

- (t) 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.
- (u) To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- (v) 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.
- (w) 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.
- (x) To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- (y) To pay all expenses of and incidental to the incorporation and establishment of the Company.
- (z) 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.
- (aa) To acquire, merge with, found, subsidise, and assist any charitable companies, trusts, funds, associations or institutions calculated to promote or assist the Main Object.
- (bb) To establish and maintain links with international and national organisations having similar objectives.

- (cc) To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- (dd) 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 the Main Object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the company.
- (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) for any services rendered to the Company;
  - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the company to the Company;
  - (c) reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the Company;
  - (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
  - (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.
  - (f) 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 and the World Association of Girl Guides and Girl Scouts have 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 and WAGGGS, advance notice in writing of the proposed changes must be given to the Charities Regulator and WAGGGS for approval from both entities and the amendment shall not take effect until such approval is received. The Constitution is reviewed annually by the Board and amendments are proposed and approved by the members of the company.

**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 of the company 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 she or he is a member or is wound up within one year after the date on which she or he ceases to be a member, for

- (a) payment of the debts and liabilities of the Company contracted before she or he ceases to be a member of the company, 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:

**"Act"** means the Companies Act, 2014.

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

**"Directors"** means the members for the time being of the Board of Directors of the Company. All Directors of the Company are also Trustees of the Charity. The term "Director" shall be construed accordingly.

**"The Board"** means the Board of Directors of the Company

**"Members of the company"** means the members of the Company consisting of those persons whose appointment as members is provided for in articles 3 and 4.

**"Office Holder"** means President, Chief Commissioner, Programme and Training Commissioner, National Treasurer, Chair of a Standing Committee, Regional Commissioner.

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

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

- (b) 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 OF THE COMPANY

2. The number of members of the company is one hundred and forty five but the Company may from time to time register an increase or decrease of members of the company.
3. The members of the company shall be (i) the subscribers to the Memorandum of Association and (ii) with effect from 1<sup>st</sup> January 2020, the members of the company as listed in article 4.
4. The members of the company shall consist of:
- the President of Irish Girl Guides (Chair of General Meeting),
  - the Chief Commissioner (Chair of Board),
  - the Assistant Chief Commissioner(s),
  - the Programme and Training Commissioner,
  - the Assistant Programme and Training Commissioner,
  - the National Treasurer,
  - the Programme and Training Treasurer,
  - The International Commissioner,

the Chair of Irish Girl Guides Trust Corporation Company Limited by Guarantee,

the Chairs of such Standing Committees as shall be appointed by the Board from time to time,

the Regional Commissioners,

the Area and District Commissioners,

the former Chief Commissioners,

the former Presidents of Irish Girl Guides

the Chair or Assistant Chair of the CIGA Committee (whomever is a member of Irish Girl Guides)

the Chief Executive Officer of the Company (non-voting),

any other person or persons as shall be nominated from time to time by the Board, who shall be a member of the company for a term of three years,

on completion of their terms of office, the following Office Holders shall be members of the company for a term of three years:

- the Programme and Training Commissioner,
- the National Treasurer,
- the Chairs of Standing Committees,
- the Regional Commissioners,

on completion of her or his term of office, the Chair of Irish Girl Guides Trust Corporation Company Limited by Guarantee shall be a member of the company for a term of three years.

5. All office holders must be resident in Ireland.

#### **RIGHTS OF MEMBERS OF THE COMPANY**

6. Any member of the company shall vacate office and cease to be a member of the company:
- (i) upon termination or expiry of her or his tenure of, or upon disqualification from, the office which entitles her or him to be a member of the company under Article 4 above,
  - (ii) if by notice in writing to the Board she or he resigns,
  - (iii) if after two consecutive years in which a member of the company has taken no part in the responsibilities of a General Meeting, and there are no exceptional conditions to be taken into consideration, she or he shall be regarded as having resigned,



- (iv) if a General Meeting, by a majority of 2/3rds of such of its members of the company as shall be present and voting, shall resolve in general meeting that such member retire.

### **GENERAL MEETINGS**

- 7. 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.
- 8.
  - (a) The quorum for a general meeting shall be 10% of the members of the company having the right to receive notice of and to attend and vote at general meetings.
  - (b) All general meetings other than annual general meetings shall be known as extraordinary general meetings.
- 9. The business of the annual general meeting shall include:
  - (i) consideration of the statutory financial statements of the Company for the financial year most recently ended together with the Directors' report and (if required) the statutory auditor's report thereon;
  - (ii) the review by the members of the company of the Company's affairs;
  - (iii) the election of the President from such persons as shall be nominated by the Board
  - (iv) the ratification of members of the company from such persons as shall be nominated by the Board;
  - (v) the appointment or re-appointment of the auditors;
  - (vi) the authorisation of the Directors to approve the remuneration of the auditors;
  - (vii) the ratification of the appointments of the Chief Commissioner, the Programme and Training Commissioner, the National Treasurer, the Chairs of the Standing Committees and the Regional Commissioners in accordance with their respective periods of office;
  - (viii) the proposal and approval of amendments to the Constitution and Bye-Laws; and
  - (ix) any resolutions in respect of which the due and proper notice shall have been given.
- 10. The Board may, whenever they think fit, convene an extraordinary general meeting.

11. If, at any time, there are not sufficient members of the company capable of acting to form a quorum, any Director of the Company or any member of the company 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 of the company.
12. The Board shall, on the requisition of one or more members of the company 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 of the company 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 Board does 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 15, 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 President of Irish Girl Guides shall preside as chair at every general meeting of the Company, or if there is no such chair, or if she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Chief Commissioner, or, in her absence, the Programme and Training Commissioner, or, in her absence, an Assistant Chief Commissioner or, in her absence, Directors present shall elect one of their number to be chair of the meeting.
19. If at any meeting no Director is willing to act as chair 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 chair of the meeting.
20. The chair 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 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 chair 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.

#### **NOTICE OF GENERAL MEETINGS**

22. 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 14 days' notice.
23. A general meeting may consist by way of a conference between some or all of the members of the company or, as the case may be, members 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 member of the company 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 in such location as the members decide and failing that where the chairperson of the meeting is located.
24. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 22, be deemed to have been duly called if it is so agreed by:
- (a) all the members of the company 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.
25. Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member of the company, 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.

26. 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.
27. 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.
  - (d) with reasonable prominence a statement that:
    - (i) a member of the company 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 needs to be a member of the company;
    - (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.
28. 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 OF THE COMPANY**

29. Where a matter is being decided (whether on a show of hands or on a poll), every voting member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote.
30. 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 chair of the meeting, whose decision shall be final and conclusive.

#### **PROXIES**

31. 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.
32. 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.
33. 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.
34. 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.
35. 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 of the company] (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.			
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Unless otherwise instructed, the proxy will vote as he or she thinks fit.

Signature of member of the company.....

Dated [date] .....

### VOTING ON A POLL

36. 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).
37. A demand for a poll may be made by:
  - (a) the chair of the meeting;
  - (b) at least three members of the company present in person or by proxy;
  - (c) any member of the company or members of the company 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.
38. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 33, if a poll is demanded it shall be taken in such manner as the chair 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.
39. A poll demanded with regard to the election of a chair or on a question of adjournment shall be taken forthwith.
40. A poll demanded on any other question shall be taken at such time as the chair 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.

### DIRECTORS

41. 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 sixteen (16).
42. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
43. No remuneration shall be payable under any circumstances to any of the Directors in respect of her or his services as Director, or on any Committee of the Directors to which the Directors may delegate powers

under Article 54. 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.

44. 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.
45. 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.
46. 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.
47. 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.

All Directors shall be entitled to a copy of the minutes.

#### **POWERS OF ATTORNEY**

47. 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**

48. 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.

### **APPOINTMENT OF THE BOARD/DIRECTORS**

49. (a) The General Meeting shall elect the President who shall hold office for three years from the conclusion of the annual general meeting at which she is elected. Other than the President, the members of the Board shall not be elected by the General Meeting and none of them shall retire by rotation. The Board shall consist of:
- (i) the Chief Commissioner (Chair of Board),
  - (ii) the President of Irish Girl Guides (Chair of General Meetings),
  - (iii) the Programme and Training Commissioner,
  - (iv) the International Commissioner,
  - (v) the National Treasurer,
  - (vi) the Chair of Finance and Audit Committee,
  - (vii) the Chair of the Governance Committee,
  - (viii) the Regional Commissioners
  - (ix) One IGG Delegate to the National Youth Council of Ireland,
  - (x) the Chair or Assistant Chair of the CIGA Committee (whomever is a member of Irish Girl Guides).
- (b) Voting members may send a deputy to represent them who shall have a vote.
- (c) The Board of Directors are entitled to meet in private session.
50. The following shall be entitled to attend meetings of the Board as non-voting participants:
- (i) the Assistant Chief Commissioner(s) (up to two)
  - (ii) the Chief Executive Officer,
  - (iii) the Chief Commissioner who has most recently retired, for a period of one year following the completion of her term.
  - (iv) the Minutes Secretary,
  - (v) any person that the Board shall co-opt for a specific purpose for a period of time.
51. The Board shall have power to remove from office, suspend or terminate the membership of any member or office holder of the Company, subject to the right of appeal to General Meeting. Procedures to be used are stated in "IGG Safeguarding and Child Protection Policy".



52. The Company may from time to time by ordinary resolution increase or reduce the number of Directors.
53. 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 her or 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 her or him and the Company.
54. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 47. The Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or specified role or as an additional Director.

### **PROCEEDINGS OF THE BOARD**

55. The Board shall meet at least four times a year at such time and place as the Chief Commissioner (Chair of Board) may determine. At least 10 days' notice of such meeting and of the business to be transacted shall be given by the Secretary to the members.
56. Subject to Article 55, the Board 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 Chair shall not have a casting vote. The vote may be reintroduced at the next meeting with clarifications or amendments completed. A Director may, with agreement of a minimum of 6 members, 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.
57. The quorum necessary for the transaction of the business of the Board shall be 10 members.
58. 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.
59. If at any meeting the chair is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chair of the meeting.
60. 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.
61. The Chairs of the Standing Committees shall be elected according to the Bye Laws and each committee's Terms of Reference.
62. 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. The chair shall not have a second or casting vote. The vote is deemed defeated. The vote may be reintroduced at the next meeting with clarifications or amendments completed.

63. 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 she or he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.
64. 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.
65. A meeting of the directors or of a committee of them 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 a 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 in such location as the directors, or members of the committee, decide and failing that where the chairperson of the meeting is located.

#### **SECRETARY**

66. 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.
67. 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**

68. 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 the Company 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 the Company or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

#### **ACCOUNTS**

69. 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.
70. 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 Directors and the Secretary and by other persons entitled pursuant to the Act.
71. 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.
72. 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.
73. 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**

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

#### **NOTICES**

75. A notice may be given by the Company to any member of the company either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member of the company at her or his registered address or email address (or, if not so registered, then to the address or email address of the member of the company last known to the Company). Section 218(5) of the Act shall apply.