

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

Constitution

Of

EPIC Empowering People In Care

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

Memorandum of Association

Of

EPIC Empowering People In Care Company Limited by Guarantee

1. Name

The name of the company is EPIC Empowering People In Care.

2. Company type

The company is a company limited by guarantee registered under Part 18 of the Companies Act 2014 (The “Act”).

3. Main Object

The main objects for which the Company is established are:

to advance the interests and welfare of young people with care experience in Ireland by:

- Giving a voice to what young people with care experience are saying
- Promoting the education of the rights of children and young people with care experience
- Providing information, advice, support and advocacy to young people with care experience
- Promoting the participation of young people with care experience

such that it facilitates their full development and to positively contributes to the development of care services, locally and nationally, for the benefit of others.

4. Subsidiary Objects

The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefore is to be applied for the main objective only.

- To provide information, training and skills development to young people
- To liaise with government and statutory bodies for the advancement of the interests of young people with care experience.

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 carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above main objects, or calculated, directly or indirectly, to enhance the value of, or render more productive any of the Company's property.
- 5.2. To import, export, buy, sell, barter, exchange, pledge, make advances on, take on lease or hire or otherwise acquire, alter, treat, work, manufacture, process, dispose of, let on lease, hire or hire purchase, or otherwise trade or deal in and turn to account as may seem desirable goods, articles, equipment, machinery, plant, merchandise and wares of any description and things capable of being used or likely to be required by persons having dealings with the Company for the time being.
- 5.3. To purchase take on lease or in exchange, hire or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- 5.4. To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, dams, tramways, machinery, engines, walls, fences, banks, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same or join with others in so doing.
- 5.5. 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.

- 5.6. To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, charge, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company for the time being of the company for such consideration as the Company may think fit.
- 5.7. To receive and acquire money by donation, gift, subscription or otherwise and to apply or expend such funds to or upon all or any of the objects of the company, directly or indirectly.
- 5.8. To advance money or give credit to such persons, firms or companies including clients and others, with or without security, and upon such terms as may seem expedient as the Company may approve.
- 5.9. To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, bonds, obligations and securities of all kinds (perpetual or otherwise) and either redeemable or otherwise and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake and to purchase, redeem or pay off any such securities.
- 5.10. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 5.11. To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as, directly or indirectly to benefit this Company.
- 5.12. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- 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 thereunder.
- 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 two years for any purposes.

- 5.15. To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities (to include death benefits) or charitable aid to any persons who may have been officers or employees or ex-officers or ex-employees of the Company, or, its predecessors in business, or to the spouses, children or other relatives or dependants of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any such person or of their spouses, children or other relatives or dependants.
- 5.16. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any Company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- 5.17. To amalgamate with any other Company whose main objects are to include main objects similar to those of this company.
- 5.18. To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.
- 5.19. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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. Limited Liability

The liability of the members is limited.

7. Undertaking to Contribute

Every member of the Company undertakes to contribute to the assets of the Company, if the company is wound up while he or she is a member or is wound up within 1 year after the date on which he or she ceases to be a member, for –

- 7.1. the payment of the debts and liabilities of the company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up: and
- 7.2. the adjustment of the rights and contributories among themselves, such amount as may be required not exceeding €1.00.

8. Income and Property

The income and property of the Company shall be applied solely towards the promotion of main objects as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.

No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- a) Reasonable and proper remuneration to any member, officer or servant of the company (not being a Director) for any services rendered to the Company;
- b) Interest at any rate not exceeding 1% per annum above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
- c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
- d) Reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- e) Fees, remuneration or other benefit in money or money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company.
- f) Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

9. 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.

10. Winding Up

If upon winding up or dissolution of the Company there remains, after the 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.

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE

Articles of Association
Of
EPIC Empowering People In Care Company Limited by Guarantee

PRELIMINARY

1. The optional provisions of the Act (as defined by Section 1177 of the Act) shall apply to the Company save and so far as they are disapplied, modified or supplemented by this Constitution and such optional provisions together with the provisions of this Constitution shall constitute the Regulations of the Company.

MEMBERS

2. The number of members with which the Company proposes to be registered is 5 (five) but the Directors may from time to time register an increase of members in accordance with Subsection 4 of Section 1199 of the Act.
3. The members will normally be the Directors and will be approved formally each year by the Board of Directors.
4. Every member shall have one vote.
5. The Board of Directors may designate different classes of members from time to time. These classes of members will be defined in the Governance Manual and may or may not have voting rights.

COMPANY SEAL

6. The Company's seal shall be used only by authority of its directors, or of a committee of its directors authorised by its directors in that behalf and any instrument to which a Company's seal shall be affixed shall be:
 - (a) signed by a director of the Company; and
 - (b) be countersigned by the secretary or by a second director (if any) of

- the Company or by some other person appointed for the purpose by a foregoing committee of them
(c) or authorised person (normally the CEO)

and Subsection 2 of Section 43 is modified accordingly.

7. The Company's seal may also be used by a registered person and any instrument to which the Company's seal shall be affixed when it is used by the registered person shall be signed by that person and countersigned by a director of the Company and Subsection 3 of Section 43 of the Act is modified accordingly.
8. In accordance with Subsection 2 of Section 44 of the Act the company may have for use in any place abroad an official seal which shall resemble the common seal of the company with the addition on its face of the name of every place abroad where it is to be used.

DIRECTORS

9. The directors of the Company (and for the purposes of Subsection 4 (a) of Section 69 of the Act, any committee of the directors so authorised by the directors and any person so authorised by the directors or such committee) may without prejudice to Subsection 1 of Section 158 of the Act:
 - (a) issue, grant options over and otherwise dispose of shares in the company;
 - (b) exercise the Company's powers under Regulation 9

on such terms and subject to such conditions as they think fit, subject only to the provisions of the Act.

10. The number of directors shall be a minimum of 5 (five).
11. A director appointed to fill a casual vacancy or as an addition to the existing directors shall not be required to retire from office at the annual general meeting next following his appointment and Subsection 3 (c) of Section 144 shall not apply.
12. For the purpose of Subsection 1 of Section 161 of the Act, the signature of an alternate director shall suffice in place of the signature of the director appointing him or her.
13. For the purposes of Subsection 1(d) of Section 228 of the Act, the reasonable personal use by a director of any property of the company and made available for use by the director in connection with the business or affairs of

the Company shall be permitted, subject to any restrictions imposed by the Company under contract or otherwise.

GENERAL MEETINGS

14. Proxies for the purposes of a meeting as defined in Section 183 of the Act shall be deposited not later than the following times:
- (a) before the appointed 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 before the time appointed for the taking of the poll.

ANNUAL SUBSCRIPTIONS

15. The Directors shall be entitled from time to time to determine any Annual Subscription to be payable by any member or class of member of the Company. Such subscription shall be payable in advance on the 1st day of January each year. A person becoming a member of the Company after the 1st day of January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to the 1st day of January in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attached to the Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

VACATION OF OFFICE

16. The Office of a Director shall be vacated.
- (a) Adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
 - (b) If he or she becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act ;or
 - (c) The director resigns his or her office by notice in writing to the company; or
 - (d) The health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or
 - (e) Declaration of restriction is made in relation to the director in accordance with Section 819 of the Act, and the directors, at any time during the currency of the declaration, resolve that his or her office be vacated; or

- (f) The director is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence (other than an offence under the Road Traffic Act, 1961, or any Act amending the same) unless the Directors otherwise determine.; or
- (g) The director is for more than 6 months absent, without the permission of the directors, from meetings of the directors as during that period.

NOTICES

17. In any case in which a provision of the Act, or of the company's constitution, requires or authorises a notice to be served on or given to a member of the company by the company or an officer it may be delivered in one of the following ways:

- (a) by delivering it to the member;
- (b) by leaving it at the registered address of the member;
- (c) by sending it by post in a prepaid letter to the registered address of the member;
- (d) by electronic means provided the conditions as specified in subsection (4) of Section 218 of the Act are satisfied.

INDEMNITY

18. Every officer of the Company :

- (a) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour in which he or she is acquitted or in connection with any proceedings or application referred to in or under Sections 233 or 234 of the Act in which relief is granted to him or her by the court.
- (b) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office in relation thereto. This regulation shall have effect only in so far as its provisions are not void under Section 235 of the Act.

I/We, the several person(s) whose name(s), address(es) and description(s) is/are subscribed, wish to be formed into a Company in pursuance of this Constitution.

Names, Addresses and Descriptions of Subscribers

Breda O'Donovan,
7 Endsleigh Drive, Carrigaline, Co. Cork
Secretary of Irish Foster Care Association

Ray Dooley,
Childrens Rights Alliance
13 Harcourt Street, Dublin 2.
Chief Executive Office of Childrens Rights Alliance

Helen McGree,
Clonbrennan, Roscrea, Co. Tipperary
Social Work Team Leader, Midland Health Board

Alice O'Flynn,
Eastern Regional Health Authority, Mill Lane, Palmerstown, Dublin 20.
Health Authority Manager

Ken Hodgins,
South West Area Health Board, 15 City Gate, St. Augustine Street, Dublin 8
Social Work Manager

Grainne Burke,
Barnardos, 14 Tivoli Terrace South, Dun Laoghaire, Co Dublin.
Regional Manager Barnardos

Eifion Williams,
South Western Area Health Board, Unit 1 54-55 Marrowbone Lane, Dublin 8
Social Inclusion Manager

Dated: 26th of January 2004

Witness to the above Signatures:

Name: D. Lyons

Address: Solicitor, Thurles, Co. Tipperary

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BREDA O'DONOVAN *Breda O'Donovan*
7 ENDSLEIGH DRIVE CARRIGALINE CO CORK
SECRETARY OF IRISH FOSTER CARE ASSOCIATION

RAY DOOLEY *Ray Dooley*
CHILDRENS RIGHTS ALLIANCE 13 MARCOURT DUBLIN 2
CHIEF EXECUTIVE OFFICER OF CHILDRENS RIGHTS ALLIANCE

HELEN MCGREE *Helen McGree*
CLONBRENNAN ROSCREA CO TIPPERARY
SOCIAL WORK TEAM LEADER MIDLAND HEALTH BOARD

ALICE O'FLYNN
EASTERN REGIONAL HEALTH AUTHORITY MILL LANE PALMERSTOWN
DUBLIN 20
HEALTH AUTHORITY MANAGER *Alice O'Flynn*

KEN HODGINS *Ken Hodgins*
SOUTH WEST AREA HEALTH BOARD 15 CITY GATE ST AUGUSTINE STREET
DUBLIN 8
SOCIAL WORK MANAGER

GRAINNE BURKE
BARNARDOS 14 TIVOLI TERRACE SOUTH DUNLAOGHAIRE CO DUBLIN
REGIONAL MANAGER BARNARDOS *Grainne Burke*

EIFION WILLIAMS
SOUTH WESTERN AREA HEALTH BOARD UNIT 1 54-55 MARROWBONE LANE
DUBLIN 8
SOCIAL INCUSION MANAGER *Eifion Williams*

Dated this *26th* day of *JANUARY* 2004

Witness to the above Signatures:-

D. Loyal
Solicitor
Llunell
Co. Liffenny