

**COMPANIES ACTS, 1963 TO 1999**

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

**ARTICLES OF ASSOCIATION  
Of**

**THE NATIONAL NETWORK OF WOMEN'S REFUGES  
AND SUPPORT SERVICES LIMITED**

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**PRELIMINARY**

The Regulations contained in Table C of the Companies Acts, 1963 to 1990 shall apply to the Company save in so far as they are excluded or verified hereby.

1. In these Articles:-

“the Act” means the Companies Act, 1963, including any statutory modification or re-enactment thereof for the time being in force

”the Company” means ‘the National Network of Women’s Refuges and Support Services Limited’

”Board of Management” means and shall be the equivalent of and shall fulfil the functions of, respectively, the Board and Directors of the Company as defined in the Act.

“member” means an organisation or individual who becomes a member of the Company pursuant to Article 2

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

“standing orders” means regulations made in accordance with Articles 41 of the Articles of Association

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

“the office” means the registered office for the time being 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 a visible form.

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

## **MEMBERS**

2. The Company proposes to be registered with 35 members but will be unlimited in number. The Board of Management may from time to time register an increase of members
3. The subscribers to the Memorandum of Association and such other organisations and individuals as the members of the Board of Management shall admit to membership shall be members of the Company.
4. The Company will have two categories of members:
  - (i) Voting members will be voluntary or community organisations directly providing services to women and their children who experience domestic violence, which subscribe to the objects of the Company.
  - (ii) Non-voting members will be organisations and individuals, which subscribe to the objects of the Company and which, by virtue of their interest in the Company's activities, would further the objects of the Company.
5. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.
6. The prospective member must have been in existence for one year prior to application

## **GENERAL MEETINGS**

7. All general meetings of the Company shall be held in the State.
8. (1) Subject to paragraph (2), the Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
9. (2) So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 5, the

Annual General Meeting shall be held at such time and at such place in the State as the members of the Board of Management shall appoint.

10. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. The members of the Board of Management may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the State sufficient members of the Board of Management capable of acting to form a quorum any member of the Board of Management or any five members of 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 members of the Board of Management.

## **NOTICE OF GENERAL MEETINGS**

12. Subject to Sections 133 and 141 of the Act an annual General Meeting and a meeting called for by passing of a special resolution shall be called by 21 days notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business and general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the company entitled to receive notices from the company.
13. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Board of Management

and Auditors, the election of members of the Board of Management in the place of those retiring, the re-appointment if the retiring Auditors and the fixing of the remuneration of the Auditors.

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, one-third of voting members present in person shall be a quorum.

15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the members of the Board of Management may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
16. The Chairman, if any, of the Board of Management shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Board of Management present shall elect one of their number to be Chairman of the meeting.
17. If at any meeting no member of the Board of Management is willing to act as Chairman or if no member of the Board of Management is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be Chairman of the meeting.
18. The Chairman 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at 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 the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the Chairman, or

(b) by at least three members present in person

(c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairman 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 proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

20. Except as provided in Article 20 if a poll is duly demanded it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman 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.

22. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has demanded may be proceeded with pending the taking of the poll.

23. Subject to Section 141 of the Act, a resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised 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.

24. Every member present shall have one vote.
25. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or in a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote on a show of hands or on a poll.
26. No member shall be entitled to vote at any general meeting unless all money's immediately payable by him to the Company have been paid.
27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered, any 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 Chairman of the meeting whose decision shall be final and conclusive.

## **BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS.**

28. A member of the Company may by annual resolution of its directors or other governing body authorise such person(s) as it thinks fit to act as its representative to meetings of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which she represents as that body corporate could exercise if it were an individual member of the company.

## **ANNUAL SUBSCRIPTIONS**

29. The MEMBERS OF THE board of Management shall be entitled from time to time to determine any Annual Subscriptions to be payable by any member of the Company. Such subscriptions shall be payable in advance of the 1st day of April in each year. An organisation becoming a member of the Company after the 1st day of April in any year may be required by the Board of Management 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 1st day of April in any year that member shall not be entitled to any rebate of its Annual Subscription paid for that year.

## **MEMBERS OF THE BOARD OF MANAGEMENT**

29. The members of the Board of Management shall be women.
30. The number of Members of the Board of Management and the names of the first members of the Board of Management shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.
31. Once elected to the Board of Management, the Board of Management member will cease to be the representative of any member and the member will be requested to nominate another representative.

## **RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP**

32. (a) A member may by notice in writing to the Secretary of the Company resign his/her membership of the Company.
- (b) Membership of the Company shall automatically cease on the winding up of the member organisation.
- (c) If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the members of the Board of Management either shall have rendered him unfit to remain a member of the Company or shall be injurious to the Company or if the members of the Board of Management shall for any other good reason require that a member shall be expelled such members may by a Resolution of the Board of Management be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Board of Management any explanation or defence as he may think fit.
- (d) Every member shall be bound to use all reasonable endeavours to further the objects and interests of the Company.

Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 70 of these Articles whether or not it is actually received by the member intended to be served with such notice.

## **BORROWING POWERS**

33. The Board of Management may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## **POWERS AND DUTIES OF BOARD OF MANAGEMENT**

34. The business of the Company shall be managed by the Board of Management, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Board of Management which would have been valid if that direction has not been given.
35. The Board of Management may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board of Management to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Management and under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board of Management may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
36. 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 Board of Management shall from time to time by resolution determine.

37. The Board of Management shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Board of Management;
  - (b) of the names of the Board of Management present at each meeting of the Board of Management and of any committee of the Board of Management;
  - (c) of all resolutions and proceedings at all meetings of the Company, and the Board of Management and of committees of Board of Management.

## **DISQUALIFICATION OF BOARD OF MANAGEMENT MEMBERS**

38. The Office of Board of Management member shall be vacated if the Board of Management member:-
- (a) holds any office or place of profit under the Company;
  - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally;
  - or
  - (c) becomes prohibited from being a Board of Management member by reason of any order made under Section 184 of the Act; or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the Company; or
  - (f) is convicted of an indictable offence unless the Board of Management otherwise determine;
  - or
  - (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 194 of the Act.
  - (h) Is an elected member of any local authority or of either house of the Oireachtas.

## **VOTING ON CONTRACTS**

39. A Board of Management member may not vote in respect of any contract in which he is interested or any matter arising there out.

## **ROTATION OF DIRECTORS**

40. At the first Annual General Meeting of the Company, all the Board of Management members shall retire from office and at the Annual General Meeting in every subsequent year one-third of the Board of Management members for the time being, or if their number is not

- three or a multiple of three, then the number nearest one-third, shall retire from office.
41. Of the elected Board of Management a minimum of five shall be of support service background and the total shall not exceed nine. The elected Board of Management members shall meet at least six times each year.
  42. The Board of Management members to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Board of Management members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
  43. A retiring Board of Management member shall be eligible for re-election. The term of office shall be two years; members are eligible for re-election for a further two years, until close of second Annual General Meeting.
  44. The Company, at the meeting at which a Member of the Board of Management retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring member of the Board of Management shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of Board of Management has been put to the meeting and lost.
  45. No person other than a member of the Board of Management retiring at the meeting shall, unless recommended by the Board of Management, be eligible for re-election to the office of member of the Board of Management at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office in writing, signed by a Member duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
  46. The Company may from time to time by ordinary resolution increase or reduce the number of members of the Board of Management, and may also determine in what rotation the increased or reduced number is to go out of office.
  47. The members of the Board of Management shall have power at any time, and from time to time, to appoint any person to be a member of the Board of Management either to fill a casual vacancy or as an addition to the existing members of the Board of Management, but so

that the total number of members of the Board of Management shall not at any time exceed the number fixed in accordance with these Articles. Any Member of the Board of Management so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Members of the Board of Management who are to retire by rotation at such meeting.

48. The Company may by ordinary resolution of which extended notice given in accordance with Section 142 of the Act remove any Member of the Board of Management before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Member of the Board of Management. Such removal shall be without prejudice to any claim such Member of the Board of Management may have for damages for breach of any contract of service between him and the Company.
49. The Company may by ordinary resolution appoint another person in place of a Member of the Board of Management removed from office under Article 50. Without prejudice to the powers of the Members of the Board of Management under Article 49 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as additional member of the Board of Management. A person appointed in place of a member of the Board of Management so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become member of the Board of Management on the day on which the member of the Board of Management in whose place he is appointed was last elected a member of the Board of Management.

## **PROCEEDINGS OF BOARD OF MANAGEMENT**

50. The members of the Board of Management may meet together for the despatch 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. Where there is any equality of votes, the Chairman shall have a second or casting vote. A member of the Board of Management may, and the Secretary on the requisition of a member of the Board of Management shall, at any time summon a meeting of Board of Management. If the members of the Board of Management so resolve it shall not be necessary to give notice of a meeting of the Board of Management to any member of the Board of Management who being resident in the State is for the time being absent from the State.

51. The quorum necessary for the transaction of the business of the members of the Board of Management may be fixed by the members of the Board of Management and unless so fixed shall be five.
52. The continuing members of the Board of Management 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 Articles of the Company as the necessary quorum of members of the Board of Management, the continuing members of the Board of Management may act for the purpose of increasing the number of members of the Board of Management to that number or of summoning a general meeting of the Company, but for no other purpose.
53. The Board of Management may co-opt as additional Board of Management members up to four persons with relevant skills and/or experience. The selection of co-opted Board of Management members shall be in accordance with standing orders.  
A co-opted Board of Management member may vote at meetings of the Board of Management as a member of the Board of Management with a right to receive notice to attend and speak at meetings of the Board of Management and to be counted in the quorum.  
A co-opted Board of Management member shall hold office for as long as the Board of Management considers her expertise/skills as relevant, or until the close of the Annual general Meeting following her co-option, whichever is the sooner. She shall be eligible to be co-opted for a maximum of two further years.
54. The members of the Board of Management may elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members of the Board of Management present may choose one of their number to be Chairman of the meeting.
55. The members of the Board of Management may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the members of the Board of Management.
56. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their numbers to be Chairman of the meeting.

57. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairman shall have a second or casting vote.
58. All acts done by any meeting of the members of the Board of Management or of a committee of members of the Board of Management or by any person acting as a member of the Board of Management shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Management or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Management.
59. A resolution in writing, signed by all the members of the Board of Management 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.

### **SECRETARY**

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

### **THE SEAL**

62. The seal shall be used only by the authority of the members of the Board of Management or of a committee of members of the Board of Management authorised by the members of the Board of Management in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board of Management and shall be countersigned by the Secretary or by a second member of the Board of Management or by some other person appointed by the member of the Board of Management for that purpose.

## ACCOUNTS

63. The members of the Board of Management shall cause proper books of accounts to be kept relating to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

64. The books shall be kept at the office or, subject to section 147 of the Act, at such other place as the members of the Board of Management think fit, and shall at all reasonable times be open to the inspection of the members of the Board of Management.

65. The members of the Board of Management shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board of Management, and no member (not being a member of the Board of Management) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the members of the Board of Management or by the Company in general meeting.

66. The members of the Board of Management shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Company.

67. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Board of Management's report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

## **AUDIT**

68. Auditors shall be appointed and their duties regulated in accordance with Section 160 to 163 of the Act.

## **NOTICES**

69. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.

Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every member

(b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.