

# CONSTITUTION OF SCHIZOPHRENIA ASSOCIATION OF IRELAND

(as amended by Special Resolution dated \_\_\_\_\_)

## MEMORANDUM OF ASSOCIATION

1. The name of the Company is: Schizophrenia Association of Ireland (the "**Association**").
2. The Association is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The principal object for which the Association is established is:
  - a) To act as a national organisation dedicated to upholding the rights and addressing the needs of all those affected by mental ill health, through the promotion and provision of high quality services and working to ensure the continual enhancement of the quality of life of the people it serves.

The following objects are ancillary to the principal object of the Association.

- b) To establish, provide, endow, promote, encourage, furnish, fit out with all necessary furniture, instruments and other equipment and maintain staff and manage day centres and provide workshops for people affected by mental ill health.
- c) To erect, provide, construct, build, equip, maintain, conduct and manage and to provide facilities and financial and other assistance for buildings and other places for the purposes of the Association.
- d) To employ administrators, instructors, teachers, demonstrators and all necessary staff to carry out the objects of the Association.
- e) To provide expert advice, consultancy services, courses of instruction, tuition, lectures, meetings of family members and interested persons, discussion groups, exhibitions, printed matter and literature in relation to or in furtherance of the objects of the Association and to form and encourage the formation of local groups of persons affected by mental ill health and other interested parties for the purposes of mutual support and exchange of information.
- f) To promote research into subjects related to mental health and mental ill health and related illnesses and to educate and influence public opinion by all means.

- g) To educate and train persons in the care and treatment of those affected by mental ill health.
- h) To amalgamate, associate or combine with any company or group having similar objects, or having objects that can be conveniently integrated with the objects of the Association, provided that the Association shall not amalgamate, associate or combine with any company or Association which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association by Clause 4 of this Memorandum of Association.
- i) To raise money for any objects of the Association by all lawful means, and to accept, seek and collect grants, subscriptions and donations by any means whatsoever (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of or (so far as permitted by law) to lease and accept surrenders of leases of and manage all real estate (including leasehold) so received and not required to be or capable of being occupied for the purposes of the Association and generally to manage invest and expend all monies and property belonging to track Association.
- j) To buy, sell, receive, lease, manage, repair, any lands, buildings, and hereditaments and rights and privileges and any other property, real or personal, moveable or immovable, which the Association may think necessary or convenient for the promotion of its objects and to construct maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- k) To borrow or raise or secure the payment of money in such manner as the Association shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the property and assets of the Association (both present and future) and to purchase redeem or pay off any such securities.
- l) To act in concert or make any arrangement with any Department of State, Corporation, County Council, or other local authority or body, public or private, now or hereafter constituted, or with any residents in the neighbourhood of property of the Association with reference to any of the objects aforesaid.
- m) To act as trustee of any property, real or personal, for any of the above objects of the Association or for any other purpose that may seem conducive to the objects of the Association and in particular, without prejudice to the generality of the foregoing, to hold on trust individual properties and funds, which shall have been established or purchased by, or bequeathed to the Association for the purposes of providing services for people affected by mental ill health.
- n) To acquire in any manner (including acquisition by purchase out of the funds of the Association) and hold any investments (being at the time-of

acquisition of a nature authorised by law for the investment of trust funds, or of a nature authorised by the trust of the funds out of which the same shall be acquired, or by the Donor of the same) and to apply the income thereof (subject to any trusts imposed by the Donor, or otherwise, affecting the same) at the discretion of the executive committee for the preservation and maintenance of the property of the Association or any part or parts thereof, or for any particular purpose of the Association or for its general purpose.

- o) For the purposes of the Association to draw, accept and make and to indorse, discount and negotiate bills of exchange and promissory notes and other negotiable instruments.
  - p) To do all such other lawful things as are incidental or conducive to the preservation and maintenance of the property of the Association or to the attainment of the objects hereinbefore described or any of them, provided that in case the Association shall take or hold any property subject to the jurisdiction of the Charities Regulatory Authority, the Association shall, if so required by the Charities Regulatory Authority, vest the same in special trustees thereof and provided that as regards any such property, the Association shall not sell, mortgage, charge, lease, dispose of, or otherwise deal with the same without such consent as may be required by law.
  - q) To carry on any other business, which may seem to the Association capable of being conveniently carried on in connection with the main object.
  - r) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Association's main object by any person or company.
  - s) To do all such other things as may be deemed incidental or conducive to the attainment of the above main object.
4. The income and property of the Association shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. No portion of the Association'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 Association. No Director shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:
- (a) reasonable and proper remuneration to any member, officer or servant of the Association (not being a Director) for any services rendered to the Association:

- (b) interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the Association to the Association:
  - (c) reasonable and proper rent for premises demised and let by any member of the Association (including any Director) to the Association:
  - (d) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Association:
  - (e) fees, remuneration or other benefit in 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.
5. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.
  6. The liability of the members is limited.
  7. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding €1.00.
  8. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
  9. (a) True accounts shall be kept of the sums of money received and expended by the Association and the manner in respect of which such receipt and expenditure took place and of the property, credits, and liabilities of the Association and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to inspection by the members.

- (b) Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

## ARTICLES OF ASSOCIATION

1. In these Articles:-

"**Act**" means the Companies Act 2014

"**Association**" means Schizophrenia Association of Ireland

"**Board**" means the board of directors of the Association for the time being

"**Directors**" means the directors of the Association for the time being, and "**Director**" means any one of them

"**Family Members**" means immediate relatives of a Service User i.e. mother, father, sister, brother, son, daughter, spouse, grandparent, grandchild, first cousin, aunt, uncle, niece or nephew

"**Service User**" means a person with a diagnosis of severe mental illness (i.e. schizophrenia, severe depression, bipolar disorder or other similar conditions) who may, or may not have used mental health care services

"**Voting Members**" means members having voting rights

Words importing the singular shall include the plural, and importing the masculine shall include the feminine and vice versa.

Words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

Unless otherwise stated, any reference to days, weeks, months or years shall mean calendar days, weeks, months and years.

2. The provisions of the Act are adopted.
3. The number of members with which the Association proposes to be registered is 7 and the number of the members of the Association is declared unlimited.
4. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Board shall be members of the Association. Each application for new membership of the Association shall be ratified by the Board at the first Board meeting following the receipt of such application. The Board may, without stated reason decline an application for membership.
5. There shall be four classes of members namely:-

- (a) Ordinary members.
- (b) Life members.
- (c) Associate members.
- (d) Honorary members.

6. Subject to the provisions of these Articles:

- (a) an Ordinary member shall have the right to receive notice of all meetings of the Association and to attend and vote thereat;
- (b) a Life member shall have the right to receive notice of all meetings of the Association and to attend and vote thereat;
- (c) an Honorary member shall have the rights of an Ordinary member; and
- (d) an Associate member shall have the right to receive notice of all meetings of the Association and to attend but not to vote thereat,

and otherwise, each class of membership shall have such rights and privileges as may from time to time be granted by the Board and prescribed by the Bye-Laws of the Association.

7. Membership of the Association shall cease

- (a) On the member's death.
- (b) If the member resigns by notice in writing to the Secretary.
- (c) If the Board resolve that he has ceased to be a member and notice in writing of such decision is given to him or sent to him by prepaid post to the address given in the register of members.
- (d) If the member's annual subscription is not renewed.

## SUBSCRIPTION

8. The annual subscription payable by Ordinary members and Associate members shall be determined from time to time by the Board and shall be payable on election to membership for the year in which election takes place and thereafter shall be payable in advance on the 1st day of January in each year. Neither Honorary members nor Life members shall be obliged to pay an annual subscription.

## GENERAL MEETINGS

9. An Annual General Meeting shall be held once in every year on such date, not being more than fifteen months after the holding of the last preceding annual general meeting, and at such place and time as the Board shall decide.
10. In addition to the Annual General Meeting, the Board may whenever they think fit, convene other meetings of the members (Extraordinary General Meetings). An Extraordinary General Meeting may also be convened on such requisition as is provided by Section 1203 of the Act.

## NOTICE OF GENERAL MEETINGS

11. Subject to the provisions of Section 181(2) of the Act, all members and the Association's auditor shall be provided with the following notice of general meetings:
  - (a) in the case of the Annual General Meeting or an Extraordinary General Meeting for the passing of a special resolution, not less than 21 days' notice; and
  - (b) in the case of any other Extraordinary General Meeting, not less than 7 days' notice.

The time periods specified in this Article 11 are "clear days" (i.e. neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted). Notice of general meetings shall specify:

- (a) the place, the date and the time of the meeting;
- (b) the general nature of the business to be transacted at the meeting;
- (c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
- (d) with reasonable prominence a statement that—
  - (i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;
  - (ii) a proxy need not be a member; and
  - (iii) the time by which the proxy must be received at the Association's registered office or some other place within the State as is specified in the statement for that purpose.

12. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member, shall not invalidate the proceedings of any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any General Meeting unless a quorum of members is present.
14. 5% of the Voting Members, must be present in person or by proxy to constitute a quorum, however, if within half-an-hour from the time appointed for a meeting a quorum is not present, then provided there is at least one Voting Member present, the meeting shall proceed regardless, with one Voting Member constituting a quorum in such circumstances.
15. The Chairperson of the Board if present, or, if he is absent, the Vice-Chairperson of the Board if present, shall preside as Chairperson at every Annual General Meeting or Extraordinary General Meeting.
16. If the Chairperson of the Board or, in their absence, the Vice-Chairperson of the Board is not present at any members meeting, one of the Directors shall chair the meeting, and if no Directors are present, those Voting Members present will choose one of their number to act as Chairperson.
17. The Chairperson, with the consent of any meeting at which a quorum is present, may adjourn the meeting from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than business left unfinished at the meeting of which the adjournment took place. When a meeting is adjourned for thirty days or more, formal notice of the adjourned meeting shall be required to be given in accordance with Article 11 above.
18. At any Annual General Meeting or Extraordinary General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded, and a declaration by the Chairperson that the 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 of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
19. Every Voting Member shall have one vote, but in the case of an equality of votes, the Chairperson of the meeting shall be entitled to a further or casting vote.



## THE BOARD

20. The Members of the Board of Directors will be the Directors of the Company and such other persons as appointed by the Board from time to time.
21. Unless and until the Association at Annual General Meeting shall otherwise determine, the Board of Directors shall not exceed 12 Directors, a maximum of 8 of whom shall be elected by those members of the Association who are entitled to vote ("**Member Elected Directors**")
22. To be eligible for election to the Board, Member Elected Directors must:
  - (i) possess knowledge and skills of value to the governance role of the Board; and
  - (ii) be fully paid up members of the Association
23. External people (non-members) can be co-opted onto the Board ("**Board Co-Opted Directors**"), a maximum of 8 may be co-opted to the Board of Directors but this should not result in the total maximum on the Board being exceeded. The Board of Directors may also co-opt members, at any point during the year, having regard to the optimum skill mix of the Board. This can be in response to a Board Member retiring unexpectedly or a general need to bring in a Member with specific skills. This Member will stand for election at the next General Meeting.
24. Board Co-Opted Directors will hold office from the date of their co-option for a period of two years from the first Board Meeting following the Annual General meeting of the Association after their co-option, and so forth, and will cease to hold office unless his or her co-option is ratified at the first Board meeting following each Annual General Meeting during the term of their co-option.
25. Member Elected Directors shall be appointed at the Annual General Meeting. Each Member Elected Director will hold office for a term of three years from the date on which he or she was elected. Member Elected Directors may be re-elected upon the expiry of their three-year term, provided however that no Member Elected Director shall be eligible for re-election to the Board if they have already served two consecutive three year terms on the Board. If a Member Elected Director has served two consecutive three year terms, a three year period must elapse before they shall be eligible for re-election to the Board
26. (a) If a Member Elected Director vacates their position (howsoever arising) (a "**Vacating Member Elected Director**"), the members may, at the next Annual General Meeting, (*or at an Extraordinary General Meeting convened by the Board at its own discretion or upon a request from the members in accordance with Section 1203 of the Act*), appoint someone to replace the Vacating Member Elected Director on the Board, and in such circumstances, that replacement Member Elected Director, shall hold office for the remainder of the Vacating Member Elected Director's three year term. Election to replace Vacating Member Elected Directors shall be by secret ballot where there are more

nominations than vacancies.

- (b) If a Board Co-Opted Director vacates their position (howsoever arising), (a “**Vacating Board Co-Opted Director**”), the Board may, by resolution at a meeting of the Board, appoint someone to replace the Vacating Board Co-Opted Director on the Board, and in such circumstances, that replacement Board Co-Opted Director, shall hold office for the remainder of the Vacating Co-Opted Director’s two-year term.
27. The Board, where practicable, shall comprise an equal number of Family Members and Service Users past and present. For the avoidance of doubt however, a member does not have to be a Family Member or a Service User in order to be eligible for election to the Board.
28. The Office of Director shall be vacated if a Director:
- (i) is adjudged a bankrupt in any jurisdiction or makes any arrangement or composition with their creditors generally; or
  - (ii) becomes prohibited from being a member of the Board by reason of any order by the High Court; or
  - (iii) resigns their office by notice in writing to the Association; or
  - (iv) ceases to be a member of the Association; or
  - (v) is convicted of an indictable offence (other than a road traffic offence) unless the Board otherwise determine; or
  - (vi) is requested in writing to resign by at least two thirds of the other Directors; or
  - (vii) attends less than 50% of the Board Meetings from the date on which he or she was elected or co-opted to the next Annual General Meeting and thereafter, in the period between Annual General Meetings, following which he or she will not be eligible for re-election unless the Chairperson is satisfied that there were special circumstances excusing such non-attendance.
29. Member Elected Directors and/or Board Co-Opted Directors entitled to attend and vote at a Board meeting shall be entitled to participate by conference call, video link or by telephone in accordance with Section 161 of Companies Act 2014.

#### POWERS OF THE BOARD

30. The business of the Association shall be managed by the Board who may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to these Articles, the provisions of the Act, and to such directions, not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting. However, no direction made by the Association in General meeting shall invalidate any prior act of the Board which would have been valid if such

direction had not been made.

31. The Board may from time to time make, vary and repeal Bye-Laws for the regulation of the affairs of the Association (including the establishment of Regional Committees to advise the Board of local conditions and requirements) and the conduct of its officers, servants and members and such Bye-Laws may prescribe the subscription to be paid by members and associates and the privileges to be enjoyed by any class of members provided that no Bye-Laws shall be made which is inconsistent with the provisions of the Act or the Memorandum or Articles of Association for the time being of the Association or which would amount to such an addition to or alteration of these Articles as could legally only be made with the approval of the Association's members.
32. The Board may from time to time delegate any of their powers to Committees (including Regional Committees) consisting of such member or members of the Association as they think fit. Any Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as same are applicable hereto and are not superseded by the provisions of these Articles or any regulations made by the Board under this Article.
33. The Board may borrow, raise or secure the payment of money in such manner as the Board shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Association's property (both present and future) and may purchase, redeem or pay off any such securities, and apply the money so raised to the purposes of the Association. And every mortgage made in pursuance of this power may contain a power of sale and all usual mortgage provisions. As regards any property taken by the Association, not for general purposes of the Association, but on special trusts the power of mortgaging shall apply only to such extent as is consistent with the trusts on which power the Association holds the property. Where so required by law, the power conferred shall be exercised only with consent of the Charities Regulatory Authority.
34. The common seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board and any instrument to which the Association's common seal is to be affixed shall be signed by any two Directors or such other person or persons as the Board shall appoint for the purpose.

#### PROCEEDINGS OF THE BOARD

35. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The Board shall at its first meeting following each Annual General Meeting, appoint from among its members a Chairperson, Vice Chairperson, an Honorary Secretary and an Honorary Treasurer who shall hold such offices until the next Annual

General Meeting and shall be eligible for re-election to these offices at the first meeting of the Board to be held after the next Annual General Meeting,

provided however that no individual person shall hold the office of Chairperson, Vice Chairperson, Honorary Secretary or Honorary Treasurer for more than three consecutive years, after which the individuals must step down for at least one year. Notwithstanding the foregoing, the Board may, with the approval of two thirds or more of its number (excluding the particular officer in question), change any of the officers appointed pursuant to this Article 32 before the expiry of their term of office, whereupon, their replacements shall hold the office until the next Annual General Meeting (unless they too, are replaced by the Board in the manner described in this Article 32).

36. Questions arising at any meeting of the Board shall be decided by a majority of votes, with each Director having one vote. In case of an equality of votes, the Chairperson shall have a further or casting vote.
37. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Board.
38. No business shall be transacted at any Board meeting unless a quorum is present. Save as herein otherwise provided, not less than 50% of the Board must be in attendance at a meeting to constitute a quorum.
39. All acts done by any meeting of the Board or by any Director (acting in such capacity) or any sub-Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Board was disqualified, be as valid as if every such person had been duly appointed.
40. The Board shall cause minutes to be made of all meetings of the Board and the members.

#### OFFICERS

41. The Association shall have a Secretary who shall be appointed by the Board and who may at any time be removed by the Board by notice addressed to him in writing. The Board may from time to time appoint a temporary substitute for the Secretary, and any person so appointed shall for all purposes of these Articles be deemed during the term of their appointment to be the Secretary.
42. The Board may appoint, in addition to the four officers specified in Article 32, such additional Officers honorary or salaried, as they may think from time to time desirable, and in the case of salaried Officers, fix their salaries and remuneration and in all cases determine their respective duties and the tenure of their office.
43. The Board shall cause proper books of accounts to be kept

- (a) With respect to all sums of money received or expended by the Association and the matters in respect of which the receipt and expenditure takes place.
  - (b) With respect to the assets and liabilities of the Association; and
  - (c) With respect to all sales and purchases of goods by the Association.
44. The books of account shall be kept at the registered office of the Association or at such other place or places as the Board shall think fit.
45. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Association or any of them shall be open to the inspection of members, and no member shall have any right of inspection of any account book or document of the Association, except as conferred by statute or authorised by the Board or by the Association in General Meeting.
46. A copy of every balance sheet, including every document required by law to be annexed thereto which is to be laid before the Association in General Meeting together with a copy of the Auditor's Report and the Director's Report shall, be sent to all members.

#### AUDIT

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

#### NOTICES

48. All notices provided by the Association to its members shall be in writing and may be delivered by hand or sent by post to members, at their postal address as specified in the Register of Members, or sent by fax or by email to a fax number or email address notified in writing by the member to the Association for the purposes of receiving notices. A notice delivered by hand is deemed to have been received when delivered. A correctly addressed notice sent by post will be deemed to have been received 24 hours after posting. A notice sent by fax is deemed to have been delivered at the time it is stated to have been received in a transmission report or if sent by email, as soon as the email is sent.
49. Notice of every General Meeting shall be given to:
- (a) every member;
  - (b) the Directors and secretary of the Association; and

(b) the Auditor for the time being of the Association.

No other persons shall be entitled to receive notice of General Meetings.

WE the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

O. V. Mooney,  
6 Brewery Road, Stillorgan, Co.  
Dublin, Forester.

G. Donnellan,  
12 St. Brigid's Park, Foxrock, Co.  
Dublin, Teacher.

Kathleen Troy,  
6 Rock Road,  
Blackrock, Social  
Worker.

Rosemary Thompson,  
14 Finsbury Park, Dublin  
14. Housewife.

Lavinia Campbell,  
Barn Close, Ballybrack Road, Shankill, Co.  
Dublin, Housewife.

Alan Montgomery,  
54 Killiney Tower, Killiney, Co.  
Dublin, Public Relations Consultant.

M. J. Cleary,  
5 Arkendale Road,  
Glenegeary, Civil Servant.

Dated the 18th day of April 1979. Witness to the above Signatures:

---

Karl Hayes, Solicitor, Dublin.