

**COMPANIES ACTS 1963 TO 2009**

**MEMORANDUM OF ASSOCIATION**

**of**

**AMACH! LGBT Galway Limited**

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

1. The name of the Company is **AMACH! LGBT Galway Limited**. In this Memorandum the expression 'company' means AMACH! LGBT Galway Limited
2. The main objects for which the company is established are:
  - A) To reflect equally the diversity within the lesbian, gay, bisexual and transgender (LGBT) community of Galway city and county and to encourage positive participation in the work of the company.
  - B) To actively advocate to achieve a solid and safe support structure for the lesbian, gay bisexual and transgender (LGBT) community in Galway city and county.
  - C) To do all such other things as are incidental or conducive to the attainment of the above objects including:
    - a) To develop strong, active and confident LGBT communities through enabling people to work together and participate in the development of the LGBT communities.
    - b) To address the division in the social structure of Galway city and county and the need for the co-ordination and integration of LGBT services and facilities.
    - c) To work with other organisation and groups, both statutory and voluntary to provide an integrated approach to LGBT issues.
    - d) To co-ordinate, manage and deliver an agreed work-plan to address LGBT issues in the area. To monitor and evaluate the effectiveness of the work-plan and based on this to plan for the future.
    - e) To work to influence policy at a local, regional and national level.
    - f) To purchase or otherwise acquire, hold as an investment and deal in any shares, debentures, stocks, treasury bonds, scrip bills, notes and other securities issued by an company or association or any supreme, municipal, local or other authority wheresoever;
    - g) To engage in any business or activity and to undertake, provide and carry out any service or contract of works and provide any facility and carry out any research which is deemed necessary or advantageous in promoting the objects of the company or for the purpose of generating capital or income to facilitate the furthering of the objects of the company;
    - h) To promote and further the objects of the company by conferences, public or private meetings, discussions, publications, conducting studies and surveys, and by such other means as may be deemed desirable or necessary;
    - i) To advertise and make known the company and its objects, purposes ad aims by such means as may be deemed expedient and to solicit, receive and hold donations, subscriptions, gifts and bequests of all kinds;
    - j) To act as trustees of any property real or personal for any of the objects of the company, or for any other purpose that may seem conducive to the objects of the company;
    - k) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property that may be legally held, any rights or privileges which the company may think necessary or convenient for the purposes of its undertaking;
    - l) To invest and deal with the monies and property of the company not immediately required in such manner as may from time to time be determined;
    - m) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the company in such manner as may be thought fit and, in particular (without limitation), by the creation of charges or mortgages (whether legal or equitable) or floating charges upon the undertaking and all or any of the property are rights of the company both present and future, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description;

- n) To guarantee the payment of any debts or the performance of any contract or obligation of any company or association or undertaking or of any person and to give indemnities of all kinds either with or without the company receiving any consideration or benefit and to secure any such guarantee and any such indemnity in any manner and, in particular (without limitation), by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon all or any of the property and rights of the company both present and future;
- o) To apply for, promote and obtain any Act of the Oireachtas, order or licence of any Minister of the Government of Ireland or other authority for enabling the company to carry any of its objects into effect or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the company's interests;
- p) To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the attainment of the company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions;
- q) To pay all or any expenses incurred in connection with the promotion, formation or incorporation of the company, or to contract with any person, firm or company to pay the same;
- r) To support and subscribe to any charitable or public object, or any institution, society or club which may be for the benefit of the company or its employees, to give pensions gratuities or charitable aid to any person or persons who may have served the company, or to the spouses, children or other relatives of such persons, to make payments towards insurance, or to form and contribute to provident and benefit funds, for the benefit of any persons employed by the company;
- s) To draw, make, accept, endorse or issue promissory notes and other negotiable instruments;
- t) To sell or dispose of the undertaking or property of the company or any part thereof for such consideration as the company may think fit; to sell, improve, manage, develop, exchange, lease, mortgage, charge, dispose of, turn to account or otherwise deal with all or any of the property and rights of the company;
- u) To acquire and become registered proprietors of copy rights and trade marks and any other form of intellectual property;
- v) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them;

3. The liability of the members is limited.

4. Every member of the company undertakes to contribute to the assets of the company in the event of the same being wound up during the time that he/she is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before the time at which she ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding €2.

5. The income and property of the company shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. 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 a rate not exceeding five per cent per annum on money lent by Directors or other members of the Company to the Company;
- c) reasonable and proper rent for premises demised or 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;

Provided however that nothing shall prevent the payment and remuneration to the Staff Representative for services rendered to the Company as an employee (for as long as this is a requirement of the funding Department) and provided that this salary is commensurate with comparable positions in other similar organisations and provided that he/she is not present at meetings of the Directors when his/her remuneration is discussed and voted upon.

6. If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the company and which shall prohibit the distribution of its or their income and property among its or their members to an extent as least as great as is imposed on the company under or by virtue of clause 5 hereof; such institution or institutions to be determined by the members of the company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

7. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners

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

**COMPANIES ACTS 1963 TO 2009**

**ARTICLES OF ASSOCIATION OF**

**AMACH! LGBT Galway Limited**

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

**INTERPRETATION**

1. In these Articles, the following expressions shall have the following meanings:

“Committee” means the Board of Directors of the company hereby constituted;

‘Companies Acts’ means the Companies Acts 1963 to 2009 and any Act amending, extending or replacing them and every Act for the time being in force regulating companies;

“Company” means AMACH! LGBT Galway Limited

“Member’ means a member of the company

“Office’ means the registered office of the company;

“Seal’ means the Common Seal of the Company;

“Secretary’ means any person appointed to perform the duties of the secretary of the company;

Expressions referring to writing shall, unless the contrary intention appears, be constructed as including references 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 Companies Acts.

Words importing the singular number shall include the plural number and vice versa and, unless the contrary intention appears, words importing the female gender only shall include the male and neutral gender and reference to persons shall include bodies corporate and unincorporated associations.

**MEMBERS**

2. The number of members with which the Company proposes to be registered is unlimited but the Committee may from time to time register an increase of members. Members shall be drawn predominantly from the community of intended beneficiaries and shall consist of people who have first-hand experience of lesbian, gay, bisexual and transgender (LGBT) issues in their own lives. While the Committee may also include professionals and staff of other agencies working in the community, there shall be no reserved places for any statutory or professional agency.
3. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the company in accordance with Article 6.

4. An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made.
5. The subscribers to the Memorandum of Association and all who apply in writing for membership and are duly elected shall be members of the Company.

#### **GENERAL MEETINGS**

6. All general meetings of the company shall be held in the State.
7. 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 meeting 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. Provided that 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. The annual general meeting shall be held at such time and place in the State as the Committee shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The Committee may, whenever it thinks 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 requisition as provided by section 132 of the Companies Act 1963. If at any time there are not within the State sufficient members of the Committee capable of acting to form a quorum, any member of the Committee or any two members 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 Committee.

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

9. Subject to sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by **21 days notice** in writing at least. Other meetings shall be called by at least 7 days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of the business and shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles of the company, entitled to receive such notices from the company.
10. 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 that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

11. The business to be transacted at an annual general meeting shall include the considerations of the accounts, balance sheets and the reports of the Committee and auditors, the election of members of the Committee in place of those retiring and the appointment of, and fixing of the remuneration of, the auditors.
12. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted as an annual general meeting with the exception of the consideration of accounts, balance sheets and the reports of the Committee and auditors, the election of members of the Committee in place of those retiring and the re-appointment of, and the fixing of the remuneration of, the auditors.
13. 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. **One half plus one of the**

**Management Committee Membership shall be a quorum, subject to a minimum of four.**

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 Management Committee may determine. 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.

- 14 The chairperson, if any, of the Committee shall chair every general meeting, or if there is no such chairperson, or if he/she shall not be present within 15 minutes after the time appointed for holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to chair the meeting.
- 15 If at any meeting no Committee member is willing to act as chairperson or if no Committee member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.
- 16 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no other 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. Otherwise it shall not be necessary to give any notice of an adjournment or of business to be transacted at an adjourned meeting.
- 17 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 demanded (before or on the declaration of the result of the show of hands):  
a) by the chairperson; or  
b) by at least two members present
- Unless a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.
- 18 A poll demanded on the election of a chairperson or on a question of an adjournment shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairperson directs and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
- 19 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
- 20 Subject to section 141 of the Companies Act 1963, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being organisations by their duly authorised representatives) shall be valid and effective as if it 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 Companies Acts.

**VOTES OF THE MEMBERS**

- 21 Each member shall have one vote.
- 22 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him/her to the company have been paid.

23 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 and tendered, and every vote not disallowed at such meetings shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

24 Votes shall be given in person.

#### **MANAGEMENT COMMITTEE**

25 The **maximum number of Committee members shall be fifteen and the minimum number of Committee members shall be seven.** The names of the first Committee members shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

#### **BORROWING POWERS**

26 The Committee may exercise all the powers of the company to borrow money, 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 THE COMMITTEE**

27 The business of the company shall be managed by the Committee who may pay all expenses incurred in the formation of the company, and may exercise all such powers of the company as are not required to be exercised in general meetings. Any such requirement may be imposed by the Companies Acts or by these Articles or by any directions, not being inconsistent with the Companies Acts or the Articles, made by the company in General Meeting; but no direction given by the company in general meeting shall invalidate any prior act of the Committee which would have been valid if that direction had not been given.

28 All cheques and other negotiable instruments, and all receipts for money paid to the company shall be signed, drawn, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine.

29 The Committee shall cause minutes to be made in books provided for the purpose:  
(a) of all appointments of officers made by the Committee  
(b) of the names of Committee members present at each Committee meeting and at any meetings of sub-committees.  
(c) of all resolutions and proceedings of all members of the company, and of the Committee and of sub-committees.

#### **DISQUALIFICATION OF COMMITTEE MEMBERS**

30 A person shall not be eligible to serve (or continue to serve as the case may be) as a member of the Committee if he/she:

- (a) is an undischarged bankrupt or makes any arrangement or composition with his/her creditors generally; or
- (b) has been and remains prohibited from being a director of any company by reason of any order made under the Companies Acts or is deemed to be so disqualified under Part VII of the Companies Act 1990 or has been within the previous 5 years a person to whom section 150 of the Companies Act 1990 applies; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her property and affairs; or
- (d) resigns his/her office by oral or written notice to the company; or

(e) is directly or indirectly interested in any contract with the company and fails to declare the nature of his/her interest as required by section 194 of the Companies Act 1963.

#### VOTING ON CONTRACTS

- 31 A Committee member shall not vote in respect of any contract in which s/he is interested or any matter arising thereout, and if s/he does so vote his/her vote will not be counted.

#### ELECTION OF COMMITTEE MEMBERS

- 32 At the first and every subsequent annual general meeting of the company at least one third of the Committee members shall retire from office. The Committee members to retire in every year shall be those who have been longest in office, but as between persons who became Committee members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.  
**A retiring Committee member shall be eligible for re-election subject to a maximum of five consecutive years service.**

- 33 The Committee shall have the power at any time, and from time to time, to appoint any person to be a member of the Committee as an addition to the existing members up to a **maximum of 3 additional members**. The Committee shall also have the power to appoint any person to be a member of the Committee to fill a casual vacancy. Any member appointed in accordance with this Article shall hold office only until the next annual general meeting and shall then be eligible for re-appointment.

- 34 The company may by ordinary resolution of which extended notice has been given in accordance with section 142 of the Act remove any member of the Committee before the expiration of her period of office, notwithstanding anything in these Articles and in any agreement between the Company and such member. The company may by ordinary resolution appoint another person in place of a Committee member removed under this Article.

#### PROCEEDINGS OF THE COMMITTEE

- 35 The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as it sees fit, provided that **the Committee shall meet at least six times in each calendar year**. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairperson shall have a second or casting vote. A Committee member may, and the secretary on the request of a Committee member shall, at any time summon a Committee meeting.
- 36 The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be **half plus one of the membership of the Committee, subject to a minimum of four**.
- 37 The Committee may act notwithstanding any vacancy in its number, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles of the company as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the company, but for no other purpose.
- 38 The Committee may elect a chairperson for their meetings and determine the period for which she is to hold office; but if no such chairperson is elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting.
- 39 The Committee may delegate any of its powers to sub-committees consisting of such persons as it thinks fit; any sub-committees so formed shall, in the exercise of powers so delegated, conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.

- 40 A sub-committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- 41 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
- 42 All acts done by any meeting of the Committee or of a sub-committee, or by any persons acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member 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 Committee or sub-committee.
- 43 A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held.

#### **SECRETARY**

- 44 The secretary shall be appointed by the Committee for such term and upon such conditions as the Committee may think fit; and any secretary so appointed may be removed by it.
- 45 A provision of the Companies Acts or these Articles requiring or authorising a thing to be done by or to a Committee member and the secretary shall not be satisfied by its being done by or to the same person acting both as Committee member and as, or in place of, the secretary.

#### **THE SEAL**

- 46 The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a sub-committee authorised by the Committee in that behalf and every instrument to which the seal shall be affixed shall be countersigned by the secretary or a second Committee member or by some other person appointed by the Committee for the purpose.

#### **THE ACCOUNTS**

- 47 The Committee 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) all assets and liabilities of the company

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

The books of accounts shall be kept at the office or, subject to section 147 of the Companies Act 1963, at such places as the Committee thinks fit and shall always be open to inspection of the officers of the company.

- 48 The Committee 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 inspection of members not being Committee members, and no member (not being a Committee member) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the Committee or by the company in general meeting.
- 49 The Committee shall from time to time in accordance with sections 148, 150, 157 and 158 of the Companies Act 1963 cause to be prepared and laid before the annual general meeting of

the company such profit and loss (or income and expenditure) accounts, balance sheets and reports as are required by those sections to be prepared and laid before the annual general meeting of the company.

50 A copy of each balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditors' report and the Committee's report, shall not less than 21 days before the date of the meeting be sent to every person entitled under the provisions of the Companies Acts to receive them.

51 Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

#### **AUDIT**

52 Auditors shall be appointed and their duties regulated in accordance with sections 160 to 163 of the Companies Act 1963.

#### **NOTICES**

53 A notice may be given by the company to any member either personally or by sending it by post to her or to her registered address. Where a notice is sent by post, service shall be deemed effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

54 Notice of every general meeting shall be given in any manner herein before authorised to:  
(a) every member and  
(b) the auditor for the time being of the company

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

#### **INDEMNITY**

55 Every Committee member, agent, auditor, secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him/her in defending any proceedings whether civil or criminal in relation to his/her acts while acting in such office in which judgement is given in his/her favour or in which he/she is acquitted or in which relief is granted to him/her by the Court.

#### **ADDITIONS, ALTERATIONS AND AMENDMENTS**

56 No addition, alteration or amendment shall be made to or in the provisions of these Articles for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

#### **WINDING UP**

57 The provisions of Clause 6 of the Memorandum of Association of the company relating to the winding up or dissolution of the company shall have effect and be observed as if the same were repeated in full in these Articles.