

COMPANIES ACT 2014

**CONSTITUTION OF BELVEDERE YOUTH CLUB,
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

AS ADOPTED BY SPECIAL RESOLUTION ON _____

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Memorandum of Association of Belvedere Youth Club

- 1) The name of the Company is Belvedere Youth Club (the “Company”).
- 2) The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
- 3) The main object for which the Company is established is to advance charitable, scientific, research and educational purposes including, without limitation:-
 - a) To establish a safe environment for the young people of Dublin’s north inner city and elsewhere for their recreational and leisure time and in so doing afford them the opportunity to participate in social and educational activities.
 - b) To provide opportunities to adults to support or participate in charitable activities relating to young people.
 - c) To give relief and provide programmes within the north inner city or any part or parts thereof respectively for young people who are in conditions of need, hardship and distress as a result of their social and economic circumstances or by reason of war or disaster.
 - d) To advance the education (including social and physical training) within the north inner city or any part or parts thereof respectively of adults and/or young people.
- 4) To the extent that the same are essential or ancillary to the promotion of the main object of the Company, the Company may exercise all such powers and do all other such things as are incidental to the attainment of the main object of the Company.
- 5) The powers of the Company are as follows:
 - a) 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 Company, provided that the Company shall not amalgamate, associate or combine with any company or association that does not prohibit the distribution of income and property amongst its members to an extent at least as great as is imposed on the Company by Clause 4 of this Memorandum.
 - b) To raise money for any of the objects of the company by all lawful means.
 - c) To exchange any land, buildings, or real or personal property held by the Company for other land, buildings or real or personal property, or to sell, lease, let, dispose of or otherwise deal with any lands, buildings, or other real or personal property of the Company.
 - d) To acquire by gift, purchase, fee farm grant, lease or otherwise, and to hold (unconditionally or subject to any conditions or restrictions) any real or personal property and any rights over or in such for the purposes of the Company.

- e) To construct, alter, restore, repair, maintain, take down or remove buildings, erections, walls, fences, railings, gates, seats or other structures on lands and property held by or under the care or management (whether jointly with any other person or not) of the Company and generally to maintain, uphold, manage, improve and develop the property of the Company.
- f) To acquire in any manner (including acquisition by purchase out of the funds of the Company) and hold any lands, buildings and hereditaments, any rights, easements or interests herein or thereover, and any chattels or moveable property, which, in the opinion of the Board as defined in the following Articles of Association, it may be desirable to hold as investments with a view to provision out of the rents and profits thereof funds applicable for the maintenance and preservation of any other part of the Company property and for the charitable purposes of the Company.
- g) To acquire in any manner (including acquisition by purchase out of the funds of the Company) 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 for the preservation and maintenance of the property of the Company or any part or parts thereof, and for the charitable purposes of the Company).
- h) 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 leaseholds) so received and not required to be or capable of being occupied for the purpose of the Company and generally to manage, invest and expend all monies and property belonging to the Company.
- i) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any assets of the Company (both present and future) and to purchase, redeem or pay off any such securities provided that the money borrowed or raised be applied for the objects of the Company.
- j) To act in concert or make any arrangements with any Department of State, Corporation, County Council, Conservancy, Fishery or other Board, or other Local Authority or Body, Public or Private, now or hereafter constituted, or with any institution of the European Union, or with any residents in the neighbourhood of property of the Company with reference to any of the objects.
- k) To act as Trustees of any property, real or personal for any of the above objects of the Company or for any other purpose that may seem conducive to the objects of the Company.
- l) To employ administrators, instructors, teachers, demonstrators and all necessary staff and other personnel to carry out the objects of the Company.
- m) To do all such other lawful things as are incidental or conducive to the preservation maintenance or attainment of the property or objects of the Company or any of them, provided that in case the Company shall take or hold any property subject to the jurisdiction

of the Commissioners of Charitable Donations and Bequests the Company shall, if required by the Commissioners, vest the same in Special Trustees thereof, provided that as regards any such property the Company shall not sell, mortgage, charge, lease, dispose of, or otherwise deal with the same without such consent as may be required by law.

- 6) The Company shall not support with its funds any objects or endeavour to impose or procure to be observed by its members or others any regulations, restriction or condition which, if an object of the Company would make it a trade union.

- 7) The income and property of the Company shall be applied solely towards the promotion of the main object(s) as set forth in this Constitution. No portion of the Company's Income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
 - a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
 - b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the company to the Company;
 - c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - e) fees, remuneration or other benefit in money or money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company;
 - f) nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

- 8) The Company must ensure that the Charities Regulatory Authority has a copy of its most recent Constitution. If it is proposed to make an amendment to this Constitution which requires the prior approval of the Charities Regulatory Authority, advance notice in writing of the proposed changes must be given to the Charities Regulatory Authority for approval, and the amendment shall not take effect until such approval is received.

- 9) No amendment of any kind shall be made to the provisions of the Memorandum and Articles of Association to such extent that there would be non-compliance with the requirements of section 971/1180 of the Companies Act 2014.

- 10) The liability of the members of the Company (the "Members") is limited.

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

- 12) 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. The company or companies to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof. Members of the Company shall select the relevant company or companies at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulatory Authority. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

- 13) Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Euro.

- 14) Prior permission of the Revenue Commissioners shall be obtained where it is intended to accumulate funds for a period in excess of two (2) years.

Articles of Association to accompany preceding Memorandum of Association of Belvedere Youth Club

The following regulations shall apply to the Company:

Interpretation

1) In these Articles:—

“Act” means the Companies Act, 2014;

“Board” means the board of the Company;

“Company” means Belvedere Youth Club;

“Directors” means the Directors for the time being of the Company or the Directors present at a meeting of the board of Directors and includes any person occupying the position of director by whatever name called;

“in writing” means written or produced by any substitute for writing, or partly one and partly another;

“Ireland” means the territory of the Republic of Ireland;

“Member” means a member of the Company;

“Month” means calendar month;

“the Office” means the registered Office for the time being of the Company;

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

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

“Year” means calendar year.

Expressions referring to writing shall be construed, unless the contrary intention appears, be construed as including references to email, facsimile, printing, lithography, photography and any other modes of representing or reproducing words in a visible form, provided, however, that it shall not include writing in any other electric form except as provided in these Articles and/or where it constituted writing in electric form sent to the Company, the Directors have approved its receipt in such Form. Expressions in these Articles referring to execution of any document shall include any mode of execution under Seal or under hand or any mode of electronic signature as shall be approved by the Directors.

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.

The Act

2) The provisions of the Act are adopted subject to Article 3 and the modifications contained herein.

- 3) The Company notes the sections of the Act specifically disappplied in respect of companies limited by guarantee under Part 18 of the Act and further disapplies the following Sections of the Act: 188 (2)(b), 618(1)(b), 1196, and 1198.

Members

- 4) The number of Members the Company proposes to be registered with is twelve (12) however, the Directors may increase this number and, where an increase is made, it shall notify the Companies Registration Office of the details of the increase within 15 days of the date on which the increase was resolved or took place.
- 5) The subscribers to this Constitution and such other persons and categories of eligible entities as determined by the Directors shall be the members of the Company and shall be entered in the register of members kept in accordance with the Act.

Obligations of Members

- 6) Every member shall as a continuing condition of membership be bound by the provisions of the Constitution of the Company and any amendment thereof, and shall observe all (if any) rules or regulations made from time to time by the Company in general meeting or by the Board.
- 7) Membership of the Company shall cease:
 - a) on the Member's death or bankruptcy;
 - b) if the Member resigns by notice in writing, to the Secretary at the Company's Office; or
 - c) if the Directors determine that such member has failed to observe the membership terms as set down in the Company Governance Handbook/Terms of Membership of the Company.

General Meetings

- 8) The quorum for a general meeting shall be five [5] Members present in person or by proxy.
- 9) An extraordinary general meeting may be called at any time by the Secretary on request from at least 10% of Members entitled to vote at a general meeting.

Votes of Members

- 10) Every Member shall have one vote.

Directors

- 11) The number of the Directors shall be six (6) and unless and until determined by the Company in general meeting, not more than twelve (12).
- 12) The requirements for directorship, election rules and provisions supplemental to the requirements of the Act in relation to removal and vacation of the office of Director are as set out in the Company Governance Handbook/Terms of Elections of the Company.
- 13) The quorum for a meeting of Directors shall be 3 Directors present in person or by suitable electronic means to allow them to actively participate in the board meeting.

Powers and Duties of Directors

- 14) The Directors 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 the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors. The membership structure and terms of reference of any committee established by the Directors shall be as set out in the Company's Governance Handbook

Voting on Contracts

- 15) A Director may not vote in respect of any contract in which he is interested or any matter arising thereout.

Qualification for position of Charity Trustee

- 16) In addition to the circumstances set out in section 148 (sub-section 2) of the Act, the office of the Director shall be vacated if a director ceases to be qualified for the position of Charity Trustee under Section 55 of the Charities Act 2009.

Rotation of Directors

- 17) The rotation of Directors shall be in accordance with the provisions of the Company Governance Handbook/Terms of Elections of the Company.

Secretary

- 18) The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

19) A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the Secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the Secretary.

The Seal

20) The Seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Directors for the purpose.

Audit

21) Auditors shall be appointed and their duties regulated in accordance with Sections 333 to 337 of the Act.

We¹, the several persons whose names² and addresses are subscribed, wish to be formed into a company in pursuance of this constitution².

Names, addresses and descriptions of the original subscribers

¹ This clause states that the persons subscribing with their signatures at the end of the Constitution work to legally establish a company towards the pursuance of the objects specified in the Constitution.

² The minimum number of members for a CLG has been reduced in the Companies Act from seven to one. However, the Revenue Commissioners are unlikely to grant charitable tax exemption or the Charities Regulatory Authority to grant charitable status to companies having one single member. They both require the company to have at least three members.

Witness to the above signatures:

Name:

Occupation:

Address: