"ZY"

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

-of-

EARLY ONSET PARKINSON'S DISEASE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. **Name**

The name of the Company is EARLY ONSET PARKINSON'S DISEASE Company Limited by Guarantee (the "**Company**").

2. **Company type**

The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

3. **Main Object**

The main object for which the Company is established (the "**Main Object**") is:

3.1 To provide information and support in relation to Parkinson's disease to all persons but especially those with early onset or young onset Parkinson's disease.

3.2 To support members of the public affected by early onset or young onset Parkinson's disease in Ireland with a view to endeavouring to bring about positive change to their lives.

3.3 To promote in every possible way the welfare of all people in Ireland with Parkinson's disease especially those with early onset or young onset Parkinson's disease.

3.4 To encourage and support every discipline within the medical profession in its research, study, and development of medicine or therapeutics for Parkinson's disease, in particular early onset, and/or young onset Parkinson's disease.

3.5 To raise awareness of Parkinson's disease in Ireland, in particular early onset or young onset Parkinson's disease.

4. **Subsidiary Objects**

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:

4.1 To promote public or general awareness of early onset or young onset Parkinson's disease.

4.2 To organise suitable classes and activities for these suffering from early onset or young onset Parkinson's disease.

4.3 To advocate to government, health authorities and other such bodies for the specific needs of those who are affected by early onset Parkinson's disease.

4.4 To provide peer support and information.

4.5 To collaborate with other national and international organisations to enhance services.

4.6 To organise public meetings, scientific and professional conferences, seminars, symposia, press conferences, media events and workshops in order to encourage participation in the study and research of all developments within the area of early onset Parkinson's disease and create a public awareness of the needs of members of the public living with early onset Parkinson's disease, and the needs of their carers.

4.7 To solicit, and accept, grant aid assistance from the European community, the government of Ireland, government agencies, local authorities or philanthropic organisations, to be applied in accordance with terms laid down and to enter into any arrangements with the European Commission, the government of Ireland or any other government body, agency or philanthropic organisation, in the promotion of the objects of the Company.

4.8 To take steps by personal written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of the Company and to solicit contributions to the funds of the Company in the form of donations, annual subscriptions, raffles, lotteries, draws, sponsorship, grants and otherwise.

4.9 To establish a programme of meetings for members of the public from time to time, to choose subjects of interest to interested parties.

4.10 To establish forums for the early onset Parkinson's disease community in order to facilitate the exchange of ideas, attitudes and experiences relating to early onset Parkinson's disease.

4.11 To collect or produce information in the form of booklets and leaflets or any other method acceptable to the Company for the distribution to any person who has early onset Parkinson's disease, health care professionals, relatives and carers and those persons interested in the care, counselling and rehabilitation of any person who has early onset Parkinson's disease.

4.12 To inform members and the general public about early onset Parkinson's disease.

4.13 To participate in research and development in the area of early onset Parkinson's disease.

4.14 To enable and empower people with early onset or young onset Parkinson's disease to live to their fullest potential.

4.15 To encourage and support every discipline within the medical and other appropriate professions in their research, study and development of rehabilitation medicine and other community rehabilitation services.

4.16 To provide a framework to develop a continuum of services, some life long, that are transferable and sustainable and relevant to the lives of people with early onset or young onset Parkinson's disease.

4.17 To set up, monitor and evaluate a service model for the management of the rehabilitation services.

4.18 To provide services for families and carers of people with early onset or young onset Parkinson's disease.

4.19 To be a model for community rehabilitation services for people with early onset or young onset Parkinson's disease.

4.20 To provide a supported living environment for people with early onset or young onset Parkinson's disease.

4.21 To liaise with other service providers on behalf of the person with early onset or young onset Parkinson's disease.

4.22 To provide a national information/research resource on Parkinson's disease.

4.23 To define and articulate the rights and needs of the members of the Company and to carry out advocacy on their behalf.

5. **Powers**

The Company, in addition to the powers conferred on it by law, shall have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

5.1 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.

5.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.

5.3 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.

5.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes of the Main Object.

5.5 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.

5.6 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.

5.7 Subject to Clause 6 to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.

5.8 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the Company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

5.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

5.10 To acquire, develop and produce copyrights, inventions, rights or productions, licences and privileges and other rights and interests in the publication, display, recording, presentation and reproduction of works or music, pictures, books, songs, art, films, videos, computer programmes, computer data and other works, to deal with such rights and interests, to grant licences or copyright in respect of any property, to buy, sell and deal in musical instruments, musical manuscripts, scores and/or parts published or otherwise, to make all necessary arrangements, agreements and contracts with the publishers and owners of the copyrights and to act as musical, educational and artistic agents.

5.11 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.

5.12 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.

5.13 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

5.14 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.

5.15 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.

5.16 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.

5.17 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

5.18 To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.

5.19 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as a charity trustee (as defined in the Charities Act).

5.20 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the media, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.

5.21 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.

5.22 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

5.23 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and

securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.

5.24 To procure the registration or incorporation of any company in or under the laws of any place outside Ireland.

5.25 To pay all expenses of and incidental to the incorporation and establishment of the Company.

5.26 To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.

5.27 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.

5.28 To establish and maintain links with international and national organisations having similar objectives.

5.29 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.

5.30 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

5.31 To comply with the highest standards of Governance, Accountability and Transparency as applicable to the Company (SORP Compliant),

PROVIDED THAT:

(a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts; and

(b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable in accordance with the Charities Act.

6. **Income and Property**

6.1 The income and property of the Company shall be applied solely towards the promotion of 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.

6.2 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; and

(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.

6.3 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 (as for the time being amended, extended or replaced).

7. **Additions, alterations, or amendments**

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

8. **Winding Up**

If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9. **Limited Liability**

The liability of the members is limited.

10. **Undertaking to Contribute**

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

(a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and

(b) the adjustment of the rights of the contributories among themselves,

such amount as may be required, not exceeding €1.

ARTICLES OF ASSOCIATION

PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent herewith:

   The "**Act**" means the Companies Act, 2014.

   The "**Board**" means the Board of Directors of the Company.

   The "**Charities Act**" means the Charities Act, 2009.

   The "**Charities Governance Code**" means the Charities Governance Code issued by the Charities Regulator under section 14(1)(i) of the Charities Act.

   The "**Company**" means the above-named Company.

   The "**Directors**" means the members for the time being of the board of Directors of the Company and "Director" shall be construed accordingly.

   The "**Election Rules"** means the document entitled the Election Rules of the Company, as may be amended by the Directors from time to time, relating to the election of Directors to the Board.

   The "**Secretary**" means any person appointed to perform the duties of the Secretary of the Company.

   The "**Seal**" means the Common Seal of the Company.

   The "**Terms of Membership of the Company**" means the document entitled the Terms of Membership of the Company, as may be amended by the Directors from time to time.

2. Expressions in these Articles referring to writing shall be construed, unless the contrary intention appears, 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 electronic form except as provided in these Articles and/or where it constitutes writing in electronic 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. Expressions in these Articles referring to receipt of any electronic communications shall, unless the contrary intention appears, be limited to receipt in such manner as the Directors have approved.

MEMBERS

3. The number of members of the Company is unlimited subject to there being a minimum of 3 members.

4. The subscribers to the Memorandum of Association, and such other persons who meet the membership terms as set down in the Terms of Membership of the Company shall be the members of the Company and shall be entered in the register of members kept in accordance with section 1201 of the Act.

RIGHTS OF MEMBERS

5. There are different categories of membership in the Company in accordance with, and as detailed in, the Terms of Membership of the Company. The two categories of membership are:

   5.1 Full Member; and

5.2 Friend of Company Member.

Admission of Members shall be subject to the provisions of the Terms of Membership of the Company.

6. Membership of the Company is not transferable and shall cease upon the first to occur of the following:

6.1 on the member's death or bankruptcy;

6.2 if the member (a) resigns by serving notice in writing to the Secretary of the Company at its registered office or (b) fails to pay the annual subscription fee in accordance with the terms contained in the Terms of Membership of the Company: and

6.3 if the Directors determine that such member has failed to observe the terms as contained in the Terms of Membership of the Company.

GENERAL MEETINGS

7.

7.1 The Company shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Directors and shall specify the meeting as such in the notices calling it provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Company holds its first Annual General Meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.

7.2 General meetings of the Company, including an Annual General Meeting pursuant to Article 7.1, may be held by electronic means.

7.3 The Company need not hold a general meeting at a physical venue but may conduct the meeting wholly or partly by the use of electronic communications technology as long as all attendees have a reasonable opportunity to participate in the meeting in accordance with this Article 7.

7.4

(a) Where any general meeting is held by electronic means, the Company shall provide for participation in a general meeting by providing or facilitating, for that purpose, the use of electronic communications technology, including a mechanism for casting votes by a member, whether before or during the meeting.

(b) The mechanism referred to in paragraph (a) shall not require the member to be physically present at the general meeting or require the member to appoint a proxy who is to be physically present at the meeting.

7.5 The Company shall inform Members entitled to attend any general meeting being held electronically, before the general meeting concerned, of any requirements or restrictions which it has put in place to ensure the identification of attendees and the security of the electronic communications technology.

7.6 Any temporary failure or disruption of electronic communications technology shall not invalidate the general meeting or any proceedings relating to the meeting which is being held electronically.

7.7 Unless such failure or disruption is attributable to any wilful act of the Company, the Company shall not be liable in respect of any failure or disruption relating to the equipment used by an attendee to access a general meeting by electronic communications technology that occurs and which failure or disruption prevents or interferes with the attendee's participation, by way of such technology, in the meeting.

8. All general meetings other than the Annual General Meeting shall be known as Extraordinary General Meetings.

9. Directors may, whenever they think fit, convene an Extraordinary General Meeting.

10. If, at any time, there are not sufficient Directors capable of acting to form a quorum any Director of the Company or any member of it may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

11. The Directors of the Company shall, on the requisition of one or more members holding or together holding, at the date of the deposit of the requisition, not less than 10% of the total voting rights of all the members having, at the date of the deposit, having the right to vote at general meetings of the Company, forthwith proceed duly to convene an Extraordinary General Meeting of the Company.

12. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.

13. If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "**requisition date**"), the requisitionists, or any of them representing at least 50% in number of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.

14. Any reasonable expenses incurred by the requisitionists by reason of the failure of Directors duly to convene a meeting shall be repaid to the requisitionists by the Company.

15. For the purposes of Articles 11 to 13, the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by section 181 of the Act.

16. A meeting convened under Articles 11 or 13 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Directors.

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

18. The chairperson of the Board of Directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting. A quorum of fifteen members entitled to vote at the meeting shall be present in person or by proxy.

19. If at any meeting no Director is willing to act as chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present entitled to vote at the meeting shall choose one of their number to be chairperson of the meeting.

20. 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. However, no 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 but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21. Unless a poll is demanded in accordance with Article 39, at any general meeting:

    21.1 a resolution put to the vote of the meeting shall be decided on a show of hands; and

    21.2 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 book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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

23. Subject to section 193 of the Act (as modified by section 1208 of the Act) a resolution in writing signed by all the of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed 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. Any such resolution in writing may consist of several documents in like form each signed by one or more members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, this statement shall be prima facie evidence that it was signed by him or her on that date.

NOTICE OF GENERAL MEETINGS

24. A meeting of the Company, other than an adjourned meeting, shall be called:

    24.1 in the case of the Annual General Meeting or an Extraordinary General Meeting for the passing of a special resolution, by not less than 21 days' notice;

    24.2 in the case of any other Extraordinary General Meeting, by not less than 7 days' notice.

25. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified in Article 24, shall be deemed to have been duly called if it is so agreed by:

    25.1 all the members entitled to attend and vote at the meeting; and

    25.2 unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.

26. Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.

27. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

28. The notice of a meeting shall specify:

    28.1 the place, date and time of the meeting;

    28.2 the general nature of the business to be transacted at the meeting;

    28.3 in the case of a proposed special resolution, the text or substance of that proposed special resolution;

        (a) with reasonable prominence a statement that:

        (b) 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;

        (c) a proxy need not be a member; and

        (d) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

29. 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 the meeting.

VOTES OF MEMBERS

30. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and entitled to vote at the meeting and every proxy shall have one vote, but so that no individual member shall have more than one vote.

31. 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 or tendered, and 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 chairperson of the meeting, whose decision shall be final and conclusive.

32. Votes may be given either personally or by proxy.

PROXIES

33. A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.

34. The instrument appointing a proxy (the "**Instrument of Proxy**") shall be in writing –

34.1 under the hand of the appointer or of his or her attorney duly authorised in writing; or

34.2 if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

35. The Instrument of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time:

35.1 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

35.2 in the case of a poll, 48 hours before the time appointed for the taking of the poll.

36. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.

37. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

[**Name to be inserted**] (the "**Company**")

[Name of member] (the "**Member**") of [Address of Member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows: -

Voting instructions to proxy

(Choice to be marked with an "X")

Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			

3.			

Unless otherwise instructed, the proxy will vote as he or she thinks fit.

Signature of Member……..

Dated …….

VOTING ON A POLL

38. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).

39. A demand for a poll may be made by:

39.1 the chairperson of the meeting;

39.2 at least three members present in person or by proxy;

39.3 any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.

40. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 41, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.

41. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.

42. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.

43. The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Articles 39 and 40, a demand by a person as proxy for a member shall be the same as a demand by the member.

44. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes:

44.1 use all his or her votes; or

44.2 cast all the votes he or she uses in the same way.

DIRECTORS

45. The number of the Directors shall be not less than three (3) and unless and until otherwise determined by the Company in general meeting, not more than nine (9). The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to section 22 of the Act.~~.~~

46. ~~The Board of Directors shall consist of up to five elected Directors (the "**Elected Directors**") and up to four co-opted Directors (the "**Co-Opted Directors**"), if at any time there are no Elected Directors, the Board may appoint such additional Co-Opted Directions provided there are no more than five Co-Opted Directors at any time. To be eligible to serve as an Elected Director, the person must be diagnosed with Parkinson's disease. The Board shall designate in respect of the period from the date of incorporation of the Company until the Annual General Meeting of the Company in 2022 which Directors are Elected Directors and which are Co-Opted Directors.~~ The election~~appointment~~ of Directors shall be conducted in accordance with the provisions of the Election Rules.

47. No remuneration shall be payable under any circumstances to any of the Directors in respect of his services as Director, or as a member on any committee of the Directors to which the Directors may delegate powers under Article 49. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.

48. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Company in general meeting may (by special resolution) give. No such direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

49. Without prejudice to section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors, and subject thereto, shall conduct its activities in accordance with Articles 69-77 "Proceedings of Directors".

50. All cheques, promissory notes, drafts, electronic fund transfers, 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 Directors shall from time to time by resolution determine.

51. The Company shall cause minutes to be entered in books kept for the purpose:

    51.1 of all appointments of officers made by the Directors;

    51.2 of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;

    51.3 of all resolutions and proceedings at all meetings of the Company and, of the Directors and of committees of the Directors.

POWERS OF ATTORNEY

52. The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

DISQUALIFICATION OF DIRECTORS

53. In addition to the circumstances set out in section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act.

ROTATION OF DIRECTORS

54. The nomination, election and rotation of ~~Elected~~ Directors shall be conducted in accordance with the Election Rules, and without prejudice thereto in accordance with the provision of this Article 54 and Articles 55-60. At the Annual General Meeting in 2024 and in every subsequent year, one-third of the ~~Elected~~ Directors 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.

55. The ~~Elected~~ Directors to retire in every year shall be first those (if any) who have volunteered to retire and second those who have been longest in office since their last election or appointment, but as between persons who became ~~Elected~~ Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

56. A retiring ~~Elected~~ Director shall be eligible for re-election, subject to Article 59.

57. The Company, at a meeting at which a~~n Elected~~ Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default of the Company doing so, the retiring ~~Elected~~ Director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless (a) at such meeting it is expressly resolved not to fill such vacated office; or (b) a resolution for the re-election of such ~~Elected~~ Director has been put to the meeting and lost.

58. If one-third or more of the ~~Elected~~ Directors indicate their intention in writing to volunteer to retire at the Annual General Meeting, such resignations shall be accepted, and an equivalent number of persons shall be proposed for election as Directors subject to Article 46. In the event of there being less candidates for election than vacant positions ~~amongst the Elected Directors~~, the number of positions to be filled at the Annual General Meeting shall be reduced to the same number as there are candidates.

59. ~~Elected~~ Directors may stand for re-election for a second three-year term following their first elected term. ~~Elected~~ Directors may stand for a third term at the discretion of the Board of Directors subject to serving a maximum period of nine years. Any ~~Elected~~ Director requesting to stand for a third three-year term may not participate in the vote of the other Directors in relation to such request.

60. The procedure of the election of ~~Elected~~ Directors shall be in accordance with the Election Rules. In the event of conflict between the provisions of these Articles and the Election Rules, these Articles shall prevail. A copy of the Election Rules shall be made available to every member of the Company on request.

61. The Company may by Ordinary Resolution of which extended notice has been given in accordance with the provisions of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director.

62. The Company may by Ordinary Resolution appoint another person in place of an Elected Director removed from office pursuant to Article 61, provided however such person shall hold office only until the next following Annual General Meeting when such person shall retire from office but shall be eligible for re-election pursuant to the Election Rules and these Articles, at that Annual General Meeting.

63. Co-Opted Directors may be co-opted at the sole discretion of the Board of Directors provided that they are persons who:

63.1 are qualified to make a substantial contribution to the management and corporate governance of the Company through having regard to their professional/technical expertise, and/or fundraising activities;

63.2 are able to facilitate liaison with other community and voluntary groupings and/or sectors; and/or

63.3 will contribute to gender, geographical or sectoral balance on the Board of Directors.

Without prejudice to the foregoing allAll appointments of all Directors shall be in compliance with the Charities Act and the Charities Governance Code. [Without prejudice to Article 62, Co-Opted Directors may be removed and replaced at the sole discretion of the Board of Directors.]

64. The Board of Directors shall have a Chairperson and Vice Chairperson and such other Officers as the Board of Directors may from time to time decide. The Chairperson and Vice Chairperson shall (unless they cease to be a Director) serve for a period of three years. The outgoing Chairperson shall remain in office until the Board meeting immediately following the Annual General Meeting in the year in which they are to resign so as to preside over the election of the new Chairperson. In the event of a casual vacancy arising in respect of the Chairperson, the Vice Chairperson shall serve as Chairperson on a temporary basis until a new Chairperson has been appointed by the Board.

65. A Director shall vacate that office if he:

65.1 resigns his office by notice in writing to the Company;

65.2 becomes of unsound mind;

65.3 is adjudged bankrupt in Ireland or Northern Ireland or Great Britain or makes any arrangement with his creditors generally;

65.4 becomes prohibited from being a Director by reason of any order made under Part 14 of the Act;

65.5 is convicted of an offence, unless the Board of Directors otherwise determines; or

65.6 if the Directors resolve that he or she should cease to be a Director:

(a) on the grounds that, by his or her conduct or actions, he or she has brought the good name of the Company into disrepute; or

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(b) on the grounds that, he or she has failed to adopt or promote the principles and policies of the Company; or

(c) on such grounds that, in the opinion of the Directors justifies the cessation of his or her Directorship, including if the Director is incapacitated and unable to perform their duties.

66. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there has been left at the Company's registered office (a) notice in writing, signed by a member (other than the person proposed for election as Director) duly qualified to attend and vote at the meeting for which such notice is given, of his or her intention to propose such a person for election, and (b) notice in writing signed by the person concerned of his or her willingness to be elected.

67. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to retire.

68. TheIn addition to the power to appoint Co-Opted Directors, the Directors may at any time appoint any person to be a Director of the Company, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors of the Company shall not at any time exceed the number provided for in these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, subject always to the provisions of Article 46.

PROCEEDINGS OF DIRECTORS

69. The Directors may meet together for the dispatch 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. In case of equality of votes the chairperson shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who, being resident in the State, is for the time being absent from the State.

70. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three (3)., provided always that such quorum is to include at least one Elected Director and one Co-Opted Director.

71. The continuing Directors 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 Act as the necessary quorum of Directors, the continuing Directors or director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

72. If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.

73. The Directors may appoint the chairperson of any Committee; if no such chairperson is elected, or if at any meeting of a Committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.

74. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

75. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any 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 Directors was disqualified, be as valid as if every such person had been duly appointed.

76. A resolution in writing, signed by all the Directors 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. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.

77. A meeting of the Directors or of a committee established by the Directors may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:

77.1 a Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and

77.2 such a meeting shall be deemed to take place –

(a) where the largest group of those participating in the conference is assembled;

(b) if there is no such group, where the chairperson of the meeting then is;

(c) if neither sub-paragraph (a) or (b) applies, in such location as the meeting itself decides.

SECRETARY

78. The Secretary shall be appointed by the Directors for such term they think fit and any Secretary so appointed may be removed by them. A Director may be appointed Secretary; provided however, a provision of the Act or of 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 Secretary.

79. The Secretary will be responsible for overseeing the recording of the meetings of the Directors and that all decisions of the Directors are properly recorded.

80. The Secretary will be responsible to the Directors for ensuring that membership of the Company is fully registered in accordance with these Articles and for overseeing procedures for the admission of membership of the Company, in accordance with these Articles and the Terms of Membership of the Company.

SEAL

81. 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:

81.1 signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and

81.2 be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

ACCOUNTS

82. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

83. The accounting records shall be kept at the registered office or, subject to section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.

84. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.

85. The Directors shall in accordance with the Act cause to be prepared and to be laid before the Annual General Meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report if~~as are~~ required by the Act to be prepared and laid before the Annual General Meeting of the Company.

86. Save where the Company is exempted under the Act, a~~A~~ copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty-one days before the date of the Annual General Meeting, be sent to every person entitled under section 338(1) of the Act to receive them.

AUDIT

87. Subject to any applicable exemption under the Act, auditors ~~Auditors~~ shall be appointed, and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

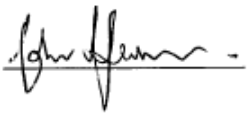
NOTICES

88. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Company). Section 218(5) of the Act shall apply.

WE, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Constitution, and we agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers

John Kernan
31 Stradbrook Lawn
Blackrock
Co. Dublin
A94 XP99

Accountant
Signed by John Kernan: 

Signatures in writing of the above subscriber, attested by witness as provided for below;

Dated the 04 day of DECEMBER 2020

Witness to the above Signatures: _____

Name: Aoife Mooney, Trainee Solicitor

Address: 3 Burlington Road
Ballsbridge
Dublin 4