

Memorandum and Articles of Association of Educate Together

History of Changes

After the 2003 AGM, Board considered various changes in the Memo and Articles of the company on foot of the Prospectus report. These changes reduced the size of the Board of Directors amongst other things. They also included various changes specified by the Charities Section of the Revenue Commissioners and the Companies Office. After the circulation of these proposed changes, the Board took legal advice on an issue that had arisen over its decision making process. (i.e. if it could take a decision by circulating a resolution by email rather than calling a full meeting). This advice from McCann Fitzgerald suggested that the relevant portions of current Company legislation should be written in to Educate Together's Memo and Articles. The section of the Act covering these matters is often simply referred to as 'Table C'. McCann Fitzgerald took the approach that it is better for an organisation such as Educate Together to have a full set of Articles rather than having to scurry to a copy of the Companies Act to find out what the actual regulations are. Unfortunately, there was insufficient time for the board and membership to consider these changes at previous AGMs. They were therefore presented for consideration at the 2006 meeting and were passed unanimously.

In this document, the 2006 changes are marked in bold. Explanatory footnotes do *not* constitute part of the legal text.

COMPANIES ACTS 1963 to 2001

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

- and -

ARTICLES OF ASSOCIATION

- of -

EDUCATE TOGETHER/AG FOGHLAIM LE CHÉILE

As amended at Annual General Meeting 2006

COMPANIES ACTS 1963 to 2001

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

EDUCATE TOGETHER/AG FOGHLAIM LE CHÉILE

1. The name of the Company (hereinafter called “the Association”) is EDUCATE TOGETHER/AG FOGHLAIM LE CHÉILE.
2. The main object for which the Association is established is to promote, in furtherance of the public good, education which is multi-denominational, co-educational, child centred and democratically run. The terms multi-denominational, co-educational, child centred and democratically run as used in this document are as defined in the Educate Together Charter. (see Appendix One)
3. Schools that subscribe to this charter and are members of the association are Educate Together schools, whether or not they are so named. The term “Sector” as used in this document is the collective terms for such schools.
4. The subsidiary objects of the Association, in furtherance exclusively of the above main object, are as follows:
 - a. To support and assist in every way the main aims and objects of all member schools of the Association.
 - b. To promote and assist all groups seeking to establish Educate Together schools in Ireland.
 - c. To develop and promote policies for the advancement of education which encapsulates the principles of the Educate Together Charter.
 - d. To invite and to secure affiliation to the Association of all schools which subscribe to and support the aims and objectives of the Educate Together Charter.
 - e. To encourage the active participation of all affiliated school members in the development of the Association’s policies.
 - f. To encourage the use of the Association, for information, advice and support, by affiliated schools and groups.
 - g. To advance and develop the policies of the Association by organising Seminars, Workshops and other fora for its members.
 - h. To seek to establish education based on the principles of the Educate Together Charter as an important, constructive and progressive force in education at all levels in Ireland and in promoting this aim to:
 - i. encourage the establishment of the Educate Together sector throughout the country;
 - ii. make education-based on the principles of the Educate Together Charter, as far as is practicable an option to parents in all parts of the country;
 - iii. analyse the problems which have been faced by Educate Together schools to date with a view to further facilitating the setting up of new schools and the better administration and development of existing schools;
 - iv. where appropriate, negotiate with the Department of Education on behalf of the Educate Together sector or negotiate on behalf of individual schools or groups seeking to set up schools, as the case may be;
 - v. where appropriate, negotiate with other national or international bodies for funding and/or support for existing schools or groups who are seeking recognition and/or planning the setting up of schools;

- vi. act as the voice of the members of Educate Together at national and/or international level;
 - vii. co-operate with and co-ordinate activities with other groups, organisations or institutions which support multi-denominational, co-educational, child centred, democratically run education;
 - viii. liaise on behalf of Educate Together schools with representatives of other school associations;
 - ix. negotiate or make submissions to teachers' trade unions and parent associations and other such organisations integral to education;
 - x. participate fully in the development of the country's educational curricula by ensuring representation for Educate Together on all appropriate bodies;
 - xi. make submissions when the occasion arises to the Department of Education and all educational fora on behalf of Educate Together schools and contribute generally to the development of education in Ireland;
 - xii. liaise on behalf of those affiliated schools which are Scoileanna lán Ghaelach with "Gaelscoileanna", which is the Association for Scoileanna lán Ghaelach, and where appropriate co-operate with Gaelscoileanna to the mutual benefit of both organisations.
 - xiii. publicise generally the main aims and objects of Educate Together through comprehensive media briefing with a view to raising public awareness of what the Educate Together movement offers by way of advancement for education in Ireland;
 - xiv. raise funds and to identify sources of funds for the Association, for its members and for new groups seeking to set up Educate Together schools.
- i. Where appropriate to directly participate in the setting up of an Educate Together school, including an Educate Together Scoil lán Ghaelach and to act as patron of such school and for that purpose to:
 - i. establish, provide, endow, furnish, fit out with all necessary furniture, instruments and other equipment and maintain, staff and manage for children in Ireland, schools and other educational centres for the teaching of the natural sciences or any of them and other subjects;
 - ii. provide accommodation, education, teaching, technical or vocational training for all children admitted to any premises under the control of the Association;
 - iii. erect, provide, construct, build, equip, maintain, conduct and manage and provide facilities and financial and other assistance for buildings and other places for the purposes of the Association;
 - iv. appoint management committees for the schools and employ administrators, instructors, teachers, demonstrators and all necessary staff to carry out the main objects of the Association.
 - j. To provide expert advice, consultancy services, courses of instruction, tuition, lectures, meetings of parents and interested persons, discussion groups, exhibitions, printed matter and literature in relation to or in furtherance of the main objects of the Association.
 - k. To promote research into subjects, related to education and similar subjects, and to educate and influence public opinion by all lawful means.
 - l. To co-operate with any organisation whether engaged in educational activity or not for the purpose of furthering the main objects of the Association herein and to provide facilities, training and research in furtherance of the main objects herein especially.

4. In furtherance exclusively of the above main object the company shall have the following powers:-
- a. To purchase, take on lease or otherwise acquire any lands, buildings, farms, gardens or other property for any estate or interest whatsoever, and any rights or privileges or easements over or in respect of any property and in particular, but without prejudice to the generality of the foregoing, to acquire all property and assets of the Association.
 - b. To amalgamate, associate or combine with any company or group having similar main objects, or having main objects that can be conveniently integrated with the objects of the Association, provided that the Association shall not amalgamate, associate or combine with any company or association which is not among that class of companies eligible to apply for and hold a licence from the Minister for Industry and Commerce under the provisions of Section 24 of the Companies Act, 1963 and which does prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association by Clause 5 of this Memorandum.
 - c. To raise money for the main objects of the Association by all lawful means, including collecting, flag days, functions, sales, subscriptions, bingo, dances and any other fund raising activities.
 - d. To engage in any publicity in order to further the main objects of the Association and to produce, print, publish and distribute any literature, catalogues, posters, bill-heads, agendas, magazines, books, pamphlets, films, videos and digital media.
 - e. To exchange any land, buildings, or real or personal property held by the Association for other land, buildings or real or personal property or to sell, lease, lien, let, mortgage, encumber, charge, dispose of or otherwise deal with any lands, buildings, or other real or personal property of the Association.
 - f. Subject to the provisions of Section 24 of the Companies Act 1963 to acquire by gift, purchase, fee farm grant, lease or otherwise and to hold (unconditionally or subject to any donations or restrictions) any real or personal property and any rights over or in such.
 - g. To construct, alter, restore, repair, maintain, take down or remove buildings, erections, walls, fences, railings, gates, seats or other structures on lands or property held by or under the care or management (whether jointly with any other person or not) of the Association and generally to maintain, uphold, manage, improve and develop the property of the Association.
 - h. To acquire in any manner (including acquisition by purchase out of any funds of the Association) and hold any lands, buildings and hereditaments, and any rights, easements or interests therein or thereover, and any chattels or other moveable property, which, in the opinion of the Board, it may be desirable to hold as investments with a view to provision out of the rents and profits thereof of funds applicable for the maintenance and preservation of any other part of the Association's property or for any particular purpose of the Association for its general purposes.
 - i. To acquire in any manner (including acquisition by purchase out of the funds of the Association) and hold any investments (being at the time of acquisition of a nature authorised by law for the investment of trust funds, or of a nature authorised by the trust of the funds out of which the same shall be acquired, or by the Donor of the same) and to supply the income thereof (subject to any trusts imposed by the Donor, or otherwise, affecting the same) at the discretion of the Board for the preservation and maintenance of the property of the Association or in any part or parts thereof, or for any particular purpose of the Association or for its general purposes.
 - j. To accept, seek and collect grants, subscriptions and donations by any means whatsoever (whether real or personal estate) and devise 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 Association and generally to manage invest and expend all monies and property belonging to the Association.
 - k. To borrow or raise or secure the payment of money in such manner as the Association shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the property or assets of the Association (both present and future)

and to purchase, redeem or pay off any such securities.

- l. To lend and advance, and to procure the loan or advance of, money from time to time, with or without security, and on interest or otherwise, on such terms and in such manner as may be deemed expedient.
- m. To invest and deal with the monies of the Association not immediately required in such securities and in such manner as may from time to time be determined. Prior permission to be obtained from the Revenue Commissioners where it is intended to accumulate funds for a period in excess of two years.
- n. To aid in the support of associations, trusts or institutions having the same objectives as the Association, and to give or subscribe money to such associations, trusts or institutions and generally for charitable and benevolent purposes.
- o. To act in concert or make any arrangements with any Department of State, Corporation, County Council, Conservance, Fishery or other Board, or Local Authority or Body, Public or Private, now or hereafter constituted or with any residents in the neighbourhood of property of the Association with reference to any of the objects aforesaid.
- p. To act as or nominate Trustees of any property, real or personal, for any of the above main objects of the Association or for any other purpose that may seem conducive to the main objects of the Association, and generally to execute all the functions of Patron or Trustee of National Schools.
- q. To apply, petition for or promote any Act of the Oireachtas with a view to the attainment of the above main objects.
- r. To do all such other lawful things as are incidental or conducive to the preservation and maintenance of the property of the Association or to the attainment of the main objects hereinbefore described, provided that in the case the Association shall take or hold any property subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests, the Association shall, if required by the Commissioners, vest the same in special Trustees thereof, and provided that as regards any such property the Association shall not sell, mortgage, charge, lease, dispose of, or otherwise deal with the same without such consent as may be required by law.

Provided that the Association shall not support with its funds or endeavour or impose on or procure to be observed by its members or others, any regulation or restriction, which, if an object of the Association would make it a trade union.

5. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the main objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at the rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Board or member of a sub-committee shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or benefit in money or money's worth shall be given by the Association to any member of such Board or member of a sub-committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Board or member of such a sub-committee may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
6. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister for Industry and Commerce and the Office of the Revenue Commissioners. Provided that, in respect of Clauses 5 and 10 of the Memorandum of

Association, such approval shall be given only after consultation with the Minister for Finance and the Office of the Revenue Commissioners.

7. Paragraphs 5 and 6 of this Memorandum contain conditions to which a licence granted by the Minister for Industry and Commerce to the Association in pursuance of Section 24 of the Companies Act 1963 is subject.
8. The liability of members is limited.
9. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he/she/it is a member, or within one year after he/she/it ceases to be a member, for payment of the debts and liabilities of the Association contracted before he/she/it ceased to be a member, and of 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.
10. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to, or distributed among the members of the Association, but shall be given or transferred to some other charitable Institution or Institutions having main objects similar to the main objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, such Institution or Institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such Judge of the High Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
11. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipts and expenditure took place and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspection of same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors. The accounts shall be available to the Revenue Commissioners on request.

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

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Dated this _____ day of _____ 199 .

Witness to the above signatures:

Name:

Address:

COMPANIES ACTS 1963 to 2001

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

EDUCATE TOGETHER/ AG FOGHLAIM LE CHÉILE

GENERAL

1. ***The Regulations contained in Table C of the First Schedule of the Companies Act, 1963 shall not apply to the Association¹.***

2. **DEFINITIONS**

In these Regulations:-

“The Act” means the Companies Act 1963

“The Acts” mean the Companies Acts 1963 to 2001²

“The Association” means Educate Together/Ag Foghlaim le Chéile

“The Board of Directors” hereinafter also referred to as “The Board” mean the Board of Directors for the time being of the Association.

“In writing” means written, printed or lithographed or partly one or partly the other and other modes of representing or reproducing words in visible form.

“Member” means a fully paid up member of the Association at the relevant time.

“Month” means calendar month.

“The Office” means the registered office for the time being of the Association.

“The Seal” means the common seal of the Association.

“The Secretary” means anyone appointed to fulfil the function of the Secretary of the Association.

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

Words importing persons shall include corporations.

The headings and captions included in these Articles are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of these Articles.³

References in these Articles to any enactment or any section or provision thereof shall mean such enactment, section or provision as the same may be amended and may be from time to time and for the time being in force.⁴

¹ This makes sure that we have all the regulations that refer to us in this document and do not have to constantly refer to ‘Table C’ of the Act to check that there is something else that we have to take into account.

² This just brings the references to the Companies Acts up-to-date.

³ This ensures that there cannot be any misinterpretation caused simply by the headings of paragraphs.

⁴ This makes sure that any internal references in the document to other paragraphs are not invalidated if any of the paragraphs referred to are changed.

Subject as aforesaid any word or expression defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Regulations as in the Act.

3. MEMBERSHIP

- a. For the purpose of registration it is hereby declared that the number of members of the Association is declared unlimited.
- b. The Members of the Association shall be:
 - i. The founding Members being the incorporated patrons of the following Educate Together schools whose nominees have subscribed to the Memorandum of Association:
 - Bray School Project
 - Cork School Project
 - Dalkey School Project
 - Galway School Project
 - Limerick School Project
 - Kilkenny School Project
 - North Bay National School Project
 - North Dublin National School Project
 - North Kildare National School Project
 - Ranelagh Multi-denominational School
 - Sligo School Project
 - South City School Project

AND/OR

The Board of Management⁵ of each of the following:

- Bray School Project National School
- Cork School Project National School
- Dalkey School Project National School
- Galway School Project National School
- Limerick School Project National School
- Kilkenny School Project National School
- North Bay National School Project
- North Dublin National School Project
- North Kildare National School Project
- Ranelagh Multi-denominational National School
- Sligo School Project National School
- South City School Project National School

⁵ These are vital changes. When we set up the company in 1998. At that time, Boards of Management of National Schools were not corporate bodies under law. The only way a Board of Management could be a member of the company was through an individual nominee being a company member as a person. The Education Act made Boards “bodies corporate with perpetual succession” in 1998 (activated in 2000). This allows the Boards to be members as corporate entities and prevents individual members of a Board of Management being liable for the actions of the company.

- ii. Any incorporated patron of an Educate Together school which applies for, and which otherwise satisfies the criteria for membership as laid down by the Association.
 - iii. ***The Board of Management of schools⁵*** whose incorporated patron is the Association or is a Member of the Association or, in the case of schools under other patronage, where the Board of Management of such schools satisfy the criteria for membership as laid down by the Association.
 - iv. Such nominee of any patron or sponsor of a school or school project who are unincorporated which applies for and which otherwise satisfies the criteria for membership as laid down by the Association.
- c. Subject to the provisions of these Regulations, the Members shall have the right to receive notice of all general meetings of the Association and attend and vote thereat.
- d. Membership of the Association shall cease:
- i. On the voluntary winding-up of the member company and the consequent dissolution of the related Board of Management.
 - ii. On the liquidation of the member company and the consequent dissolution of the related Board of Management.
 - iii. On the dissolution of a member Board of Management⁵.***
 - iv. On the dissolution of any other member organisation which is an unincorporated group.
 - v. If the Board considers that a Member of the Association is acting in a way which is contrary to the policy of, and inimical to the interests of the Association, such a Member may be suspended or expelled, using the procedure set out in the Bye Laws.
 - vi. Within seven days of any Member giving notice in writing of its or their resignation to the Secretary at the Office.

4 ANNUAL SUBSCRIPTION

The annual subscription payable by the Members shall be determined from time to time by the Members in general meeting and shall be payable on application for membership and on the 1st January in each subsequent year.

5 GENERAL MEETINGS

- a. All general meetings shall be held in the State.
- b. Other than annual general meetings, all general meetings shall be extraordinary general meetings.

6 ANNUAL GENERAL MEETINGS

- a. The first annual general meeting of the Association shall be held within 18 months of its incorporation and therefore need not necessarily be held in the year of incorporation or in the following year.
- b. The annual general meeting shall be held at such time and at such place in the State as the Board shall appoint.
- c. After the first annual general meeting each succeeding annual general meeting shall be held every calendar year at such time not being more than 15 months after the holding of the last preceding annual general meeting.

7 EXTRAORDINARY GENERAL MEETINGS

- a. The Board may whenever it thinks fit convene an extraordinary general meeting.
- b. An extraordinary general meeting may also be convened on such requisition as is provided for by Section 132 of the Act.

- c. ***If at any time there are not within the State sufficient members of the Board capable of acting to form a quorum, any member of the Board or any two Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.***⁶

8 CHAIRING OF GENERAL MEETINGS

- a. The Chairperson of the Board shall preside at every general meeting.
- b. If the Chairperson of the Board is not present at any general meeting the Vice Chairperson shall preside as Chairperson. If neither the Chairperson nor the Vice Chairperson is present at any general meeting, the Members present shall choose one of their number to be Chairperson pro-tempore.
- c. The Chairperson at any meeting at which a quorum is present may with consent (***and shall, if so directed by the meeting***)⁷ adjourn the meeting from time to time and from place to place but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

9 QUORUM

- a. No business shall be transacted at any general meeting unless a quorum of Members is present. A quorum shall consist of not less than sixty percent of the Members, representing at least forty percent of member schools.
- b. If within half an hour from the time appointed for a meeting a quorum is not present the meeting if convened upon a requisition of Members shall be dissolved; in all other cases it shall stand adjourned to the same day in the next week at the same time and place or such other ***time and***⁸ place as the Board may appoint, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
- c. When a meeting is adjourned for ***30***⁹ days or more notice of the adjourned meeting shall be given as in the case of the original meeting.

10 NOTICE OF GENERAL MEETINGS

- a. Subject to the provisions of Section 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 (exclusive of the day upon which the notice was served or deemed to be served but inclusive of the day for which the notice was given) specifying the place, the day and hour of the meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such or other manner (if any as may be prescribed by the Association in general meeting) to all persons as are entitled under the Articles of Association to receive such notice.
- b. The accidental omission to give notice of a meeting to or the non-receipt of a notice by any Member shall not invalidate the proceedings of any general meeting.

11 BUSINESS AT GENERAL MEETINGS

⁶ This enables an Extraordinary Meeting to be called in a genuine emergency when it is impossible to call a quorate meeting of the Board of Directors.

⁷ This enables the meeting to direct the Chairperson to adjourn the meeting – without this addition, it was actually at the discretion of the Chair.

⁸ This allows the Board to change the time as well as the place. If left unchanged only the place could be changed.

⁹ In order to be consistent with the following section, where 21 day's notice is required, the period specified here must be more than 21 days. The Companies Acts suggest 30 days. That seemed reasonable.

All business shall be deemed special that is transacted at an extraordinary general meeting, and all business at an annual general meeting shall be deemed special with the exception of the consideration of the accounts, balance sheets and the ordinary reports of the Board and its officers and the Auditors and the fixing of the remuneration of the Auditors, the re-appointment of the retiring Auditors and the election of the Board.

12 VOTING

a. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is demanded and a declaration by the Chairperson that the resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution. A secret ballot may be demanded by:

- i. the Chairperson; or
- ii. not less than one tenth of the voting Members present

A demand for a secret ballot may be withdrawn.

b. ***Except as provided in article 27, if a secret ballot is duly demanded it shall be taken in such manner as the Chairperson directs and the result of the secret ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.***

c. ***A secret ballot demanded on the election of a Chairperson, or on a question of adjournment shall be taken forthwith. A secret ballot demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a secret ballot has been demanded may be proceeded with pending the taking of the secret ballot.***

d. ***A resolution in writing (other than one in respect of which extended notice is required by the Acts to be given) signed by all the Members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Association duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act¹⁰.***

e. Every Member present shall have one vote, but in the case of an equality of votes the Chairperson of the meeting shall be entitled to a further or casting vote.

f. No Member shall be entitled to vote at any general meeting unless their nominee has been notified to the Secretary prior to the meeting, ***they have been*** officially accredited, ***and all moneys immediately payable by them to the Association have been paid in full.***¹¹

g. ***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.***¹²

¹⁰ This allows the organisation to take a decision on the basis of ***all*** members signing a resolution rather than having to wait for an EGM or AGM. The protection is in the necessity for ***all*** members to formally agree to this.

¹¹ This ensures that only paid-up members can vote at general meetings and that only officially accredited nominees can cast their votes.

¹² This ensures that bone-fide decisions made at a meeting cannot be afterward overturned if it turns out that someone voted in error. Challenges can only take place on the day.

13. BOARD OF DIRECTORS

- a. The Board shall consist of ten persons elected at the Annual General Meeting and not more than two to be co-opted by those elected. No person shall be eligible for election as a member of the Board who is not an officially accredited nominee of a Member of the Association.
- b. The first Board shall be elected at a general meeting of the Association to take place at a date to be fixed by the Secretary within six weeks of the date of incorporation.
- c. The Board shall meet not less than four times a year.
- d. ***The Board may be paid all travelling, hotel and other expenses properly incurred in attending and returning from meetings of the Board or any sub-committee of the Board or general meetings of the Association or in connection with the business of the Association.***¹³

14. OFFICERS OF THE BOARD OF DIRECTORS

- a. The Chairperson of the Board, the Vice-Chairperson, and the Secretary shall be elected annually at the Annual General Meeting.
- b. The Board may appoint in addition to the officers mentioned in paragraph 36 above such additional officers, honorary or salaried, as they may think from time to time desirable and in the case of salaried officers fix their respective remuneration and in all cases determine their respective duties and the tenure of their office with regard at all times to the proviso as set out in No.5 of the Memorandum of Association in relation to salaried officers.
- c. ***A provision of the Act or these articles requiring or authorising a thing to be done by or to a member of the Board and the Secretary shall not be satisfied by its being done by or to the same person acting both as member and as, or in place of, the Secretary***¹⁴.

15. PROCEEDINGS OF THE BOARD OF DIRECTORS

- a. ***The Board may meet for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote. A member of the Board may, and the Secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board. If the Board so resolves it shall not be necessary to give notice of a meeting of the Board to any member who being resident in the State is for the time being absent from the State.***¹⁵
- b. The quorum of the Board shall consist of not less than ~~sixty per cent of the six~~¹⁶ members of the Board.
- c. ***The continuing members of the Board may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed pursuant to these Articles as the necessary quorum of the Board, the continuing member or members of the Board may act for the purpose of increasing their number to that number, or of summoning a general meeting of Association, but for no other purpose.***

¹³ This formalises the practice of paying Directors their out-of-pocket expenses.

¹⁴ This means that if something is needed to be signed by Chair and another person (the Secretary or another Director) then the Board cannot assign both functions to the same person.

¹⁵ This merely writes in what is in the Companies Act.

¹⁶ Our old Articles specified 60%. The actually meant that as members resign, the quorum got smaller and will in effect never come into effect. Replacing this with a specified number resolves this. It also makes sense of the following clause which allows the Board to act if there are vacancies and to call a General Meeting in emergency situations.

- d. The Board may from time to time delegate any of its powers to sub-committees consisting of such number of its members and other persons as it thinks fit. Any such sub-committee shall exercise the powers delegated by and conform to any regulations that may be imposed on it by the Board.
- e. ***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 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting***¹⁷.
- f. ***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.***
- g. All acts done by any meeting of the Board or by any person acting as a member of the Board or any sub-committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid or that he or any of the Board was disqualified be as valid as if every such person had been duly appointed.
- h. ***A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more members of the Board (or their duly appointed alternates)***¹⁸.

16. POWERS OF THE BOARD OF DIRECTORS

- a. The business of the Association shall be managed by the Board who may exercise all such powers of the Association as are not by the Acts or by these Articles required to be exercised by the Association in general meeting, subject nevertheless to any regulations of these Articles to the provisions of the Acts and to such regulations, not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in general meeting; but no regulations made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- b. The Board may borrow, raise or secure the payment of money in such manner as the Board shall think fit and in accordance with the powers of the Association as are not by the Acts or by these Articles required to be exercised by the Association in general meeting. Where so required by law the power conferred shall be exercised only with the consent of the Commissioners of Charitable Donations and Bequests.
- c. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution by the Board and in the presence of a member of the Board and of the Secretary of the Board and the Secretary and the member of the Board shall sign every instrument to which the Seal of the Association is so affixed in their presence.
- d. ***The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think***

¹⁷ The Board of Directors increasingly delegates functions to sub-committees. These clauses ensure that there is a solid, transparent legal basis for their powers and decisions.

¹⁸ Critical to allowing the Board to take a decision outside a meeting. It is very limited and requires a unanimous decision.

fit, and may also authorise any such attorney to delegate all or any powers, authorities and discretions vested in him¹⁹.

- e. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such persons and in such manner as the Board shall from time to time by resolution determine²⁰.*

17. DUTIES OF THE BOARD OF DIRECTORS

The Board shall cause minutes to be made in the books provided for the purpose:

- (a) of all appointments of members of the Board and of its officers;
- (b) of the names of the members of the Board present at each meeting of the Board;
- (c) of all resolutions and proceedings at all meetings of the Association and of the Board.

18. ROTATION OF THE BOARD OF DIRECTORS²¹

- a. *At the annual general meeting one-third of the Board for the time being, or, if its number is not three or a multiple of three, then the number nearest one-third, shall retire from office.*
- b. *The members of the Board to retire in every year shall be those who have been longest in office since the last election but as between persons who become members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.*
- c. *The Association, at the meeting at which a member of the Board retires in the manner aforesaid, may fill the vacated office by electing a person thereto and in default the retiring member shall if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member has been put to the meeting and lost.*
- d. *No person other than a member of the Board retiring at the meeting shall, unless recommended by the Board, be eligible for election to the Board at any general meeting unless not less than 21 days before the date appointed for the meeting there has been left at the Office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that proposed person of his willingness to be elected.*
- e. Vacancies among members of the Board shall be filled annually by election at the Annual General Meeting of the Association, such election to be held by ballot where there are more nominations than vacancies.
- f. *The Association may from time to time by ordinary resolution increase or reduce the number of members of the Board and may also determine in what rotation the increased or reduced number is to go out of office.²²*
- g. *The Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board, either to fill a casual vacancy or as an addition to the existing members, but so that the total number of members of the Board shall not at any time exceed the number fixed in accordance with*

¹⁹ This authorises the Board to appoint lawyers to act on the board's behalf and to protect any officer managing such a function.

²⁰ This allows the Board to make regulations as to how cheques etc. are signed. This enables day-to-day operations to be carried out in the National Office.

²¹ Introduces a mechanism for the rotation of Directors. Comes from the Companies Acts.

²² Writes into the Articles the relevant pieces of the Companies Acts.

these Articles. Any member of the Board so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members who are to retire by rotation at such meeting.

19. REMOVAL OF MEMBERS OF BOARD OF DIRECTORS

- a. *The Board may by ordinary resolution of which extended notice has been given, in accordance with Section 142 of the Act, remove any member of the Board before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the Association and such member. Such removal shall be without prejudice to any claim such member may have for damages for breach of any contract of service between him and the Association.*
- b. *The Association may by ordinary resolution appoint another person in place of a member removed from office under Article 66. Without prejudice to the powers of the directors under Article 65, the Association in general meeting may appoint any person to be a member of the Board either to fill a casual vacancy or as an additional member. A person appointed in place of a member so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a member on the day on which the member in whose place he is appointed was last elected a member.*

20. DISQUALIFICATION FROM THE BOARD OF DIRECTORS

The office of member of the Board shall be vacated if the member:

- a. *without the consent of the Association in general meeting holds any other office or place of profit under the Association; or*
- b. becomes prohibited from being a member of the Board by reason of any Order made under Section 184 of the Act; or
- c. becomes of unsound mind; or
- d. resigns his office by notice in writing to the Association; or
- e. is convicted of an indictable offence unless the Board otherwise determine; or
- f. is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required by Section 194 of the Companies Act 1963, as amended by Section 47 of the Companies Act 1990; or
- g. dies; or
- h. becomes a bankrupt or enters into any compositions or arrangement with creditors; **or**
- i. *without due cause accepted by the Board, fails to attend three consecutive Board Meetings²³.*

21. VOTING OF CONTRACTS

A member of the Board may vote in respect of any contract in which he is interested or any matter arising thereout provided that he has beforehand disclosed his interest in full in any such contract to his fellow members of the Board or to the Members in General Meeting.

22. ACCOUNTS

- a. *The Board shall cause proper books of account to be kept relating to:²⁴*

²³ The paragraphs on removal of Board members are from the Companies Acts except the last which ensures the integrity of Board meetings and membership.

²⁴ Inserts stronger controls on Accounts as specified in the Companies Acts.

- i all sums of money received and expended by the association and the matters in respect of which the receipt and expenditure takes place;*
 - ii all sales and purchases of goods by the Association*
 - iii the assets and liabilities of the Association.*
- b. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.**
- c. The books of account shall be kept at the Office or, subject to section 202 of the Companies Act, 1990, at such other place as the Board thinks fit, and shall at all reasonable times be open to the inspection of the Board.**
- d. The Board shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members and no Member shall have any right of inspection of any account, book or document of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.
- e. Board shall from time to time and in accordance with Sections 148, 157 and 158 of the Act cause to be prepared and placed before the Association in general meeting such profit and loss accounts, balance sheets and reports as are referred to in such sections.
- f. A copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before the Association in general meeting together with a copy of the Auditor's Report and Board's Report shall, not less than 21 days before the date of the meeting, be sent to all persons entitled to receive notice of general meetings of the Association.

23. AUDIT

Auditors shall be appointed and their duties regulated in accordance with Sections 160, 161, 162 and 163 of the Companies Act 1963 as amended and extended by Section 182 to 200 of the Companies Act 1990.

24. NOTICES

- a. A notice may be given by the Association to any Member either personally or by sending it to him/her/it by post to his/her/its registered address or office. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and prepaying and posting a letter containing the notice and to have been effected at the expiration of forty eight hours after the letter containing the same was posted.
- b. A notice of every general meeting shall be given in any manner hereinbefore authorised to:
 - i every Member of the Association;
 - ii the Auditor for the time being of the Association

25. BYE-LAWS

Bye-laws shall be developed to codify routine good practice of the Board. They must be ratified by the Board on the basis of a two-thirds majority of those present and voting.

26. WINDING UP

The provisions of Clause 7 of the Memorandum relating to winding up or dissolution shall have effect and be observed as if the same were repeated in full in these presents.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Dated this _____ day of _____ 199 .

Witness to the above signatures:

Name:

Address:

Appendix One

The Educate Together Charter

RECALLING Article 26.3 of the Universal Declaration of Human Rights:

“Parents have a prior right to choose the kind of education that shall be given to their children”

and Article 42.4 of the Constitution of Ireland:

“The state shall provide for free primary education and shall endeavour to supplement and give reasonable aid to private and corporate education initiative, and, when the public good requires it, provide other educational facilities or institutions with due regard, however, for the rights of parents, especially in the matter of religious and moral formation”,

and RECOGNISING:

- 1.1. That many parents have a valid preference for schools in which boys and girls of all social, cultural and religious backgrounds can be educated together in an atmosphere of mutual understanding and respect
- 1.2. That the multi-denominational schools established under the banner of EDUCATE TOGETHER are a distinctive response to the growing demand for such an option within the Irish educational system

EDUCATE TOGETHER AFFIRMS THAT:

- 2.1 Children of all social, cultural and religious backgrounds have a right to an education that respects their individual identity whilst exploring the different values and traditions of the world in which they live
- 2.2 Parents are entitled to participate actively in decisions that affect the education of their children. In particular, they have the right to decide what kind of school reflects their conscience and lawful preference
- 2.3 Multi-denominational schools have the right to be treated no less favourably than other schools within the Irish educational system, in accordance with their needs and their identity
- 2.4 The state has a duty to take identity of the multi-denominational sector fully into account when deciding on policy that affects the establishment and development of schools

and COMMITS ITSELF TO:

- 3.1 Support the establishment of schools which are:
 - Multi-denominational** i.e. all children having equal rights of access to the school, and children of all social, cultural and religious backgrounds being equally respected
 - Co-educational** and to encouraging all children to explore their full range of abilities and opportunities
 - Child centred** in their approach to education
 - Democratically run** with active participation by parents in the daily life of the school, whilst positively affirming the professional role of the teachers

In areas where the demand for such a school exists,
- 3.2 Promote fuller awareness and recognition of the identity of the multi-denominational sector at all levels in Irish society and abroad
- 3.3 Participate in appropriate structures and activities concerned with the future development of education in Ireland and abroad
- 3.4 Promote a future where multi-denominational education will be as freely available to parents as any other educational option they may choose.

Formally launched on 12th May 1990 at the Aula Maxima, University College Galway; amended at AGM 17th April 1999