

**COMPANIES ACTS 1963-1990**

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

**ARTICLES OF ASSOCIATION**

**OF**

**ARTHRITIS IRELAND**

(Formerly known as The Arthritis Foundation of Ireland)

**SEPTEMBER 2012**

**Dillon Solicitors**

**A1 Nutgrove Office Park**

**Rathfarnham**

**Dublin 14**



## TABLE OF CONTENTS

ARTICLES OF ASSOCIATION OF ARTHRITIS IRELAND .....	3
PRELIMINARY.....	3
MEMBERS .....	5
GENERAL MEETINGS .....	7
PROCEEDINGS AT GENERAL MEETINGS .....	8
VOTES OF MEMBERS .....	10
CORPORATIONS ACTING BY REPRESENTATIVES .....	12
PATRONS.....	12
THE BOARD.....	13
COMMITTEES .....	14
CHIEF EXECUTIVE OFFICER.....	15
RETIREMENT OF DIRECTORS .....	15
THE CHAIRPERSON.....	16
SOCIETIES DIRECTORS .....	17
ORDINARY DIRECTORS .....	18
ELECTED DIRECTORS .....	19
PROCEEDINGS OF THE BOARD .....	19
BORROWING POWERS.....	21
POWERS OF THE BOARD .....	21
MINUTES .....	22
THE SEAL .....	22
TREASURER.....	23
THE SECRETARY AND HONORARY SECRETARY.....	23
DEPUTY CHAIRPERSON .....	23
PRESIDENT / VICE PRESIDENTS.....	24
ACCOUNTS.....	24
AUDIT .....	26
NOTICES .....	26
WINDING UP.....	28
INDEMNITY.....	28



**ARTICLES OF ASSOCIATION OF ARTHRITIS IRELAND  
PRELIMINARY**

1. In these Articles:

1.1. If not inconsistent with the subject or context, the following words shall have the meanings set opposite them respectively

**Words**

**Meanings**

The Acts

The Companies Acts 1963 to 1990 and every other Act for the time being in force concerning companies and affecting Arthritis Ireland, as the same may be amended and be in force from time to time and for the time being

These Articles

These Articles of Association, as originally framed, or as from time to time altered by special resolution

The Auditors

The auditors from time to time and for the time being of Arthritis Ireland

The Board

The board or other governing body for the time being of Arthritis Ireland

Branch

A grouping of 5 or more Members of Arthritis Ireland

Arthritis Ireland

Arthritis Ireland

Ireland

The 26 counties of Ireland

Societies Directors

Members of the Board appointed as such pursuant to Article 45



Member	A Member of Arthritis Ireland
Month	A calendar month
The Office	The registered office of Arthritis Ireland
The CEO	The Chief Executive Officer, or person delegated by the Board to perform that function
Society Director	A Member of the Board appointed as such pursuant to Article 45
Ordinary Director	A Member of the Board appointed as such pursuant to Article 46
Elected Director	A Member of the Board appointed as such pursuant to Article 47
The Seal	The common seal of Arthritis Ireland
The Societies	The Irish Society for Rheumatology (ISR) and the Irish Rheumatology Health Professionals Society (IRHPS)
In writing	Written or produced or reproduced by any substitute for writing, or partly one and partly another
Year	A calendar year



- 1.2. The expression “Honorary Secretary” shall include any temporary, assistant or acting Secretary.
- 1.3. Words importing the singular number only shall include the plural number and vice versa: words importing the masculine gender shall include the feminine gender or neuter gender as the case may be and vice versa: and words importing persons shall include corporations.
- 1.4. Save, as aforesaid, any words or expressions defined in the Acts, if not inconsistent with the subject or the context, shall bear the same meaning as these present.
- 1.5. Reference to any provision of the Acts shall be a reference to such provisions as modified by any statute for the time being in force.
2. Arthritis Ireland is established for the purposes expressed in its Memorandum of Association
3. Any branch or kind of activity which Arthritis Ireland is authorised either expressly or by implication to undertake may be undertaken by the Board at such time or times as it may consider expedient and further may be suffered by it to be in abeyance, whether such branch or kind of activity may have been actually commenced or not, so long as the Board may consider it expedient not to commence or proceed with the same
4. The Office shall be at such a place in Ireland as the Board shall appoint from time to time.

## **MEMBERS**

5. The Subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these Articles, and none others, shall be Members of Arthritis Ireland and shall be entered in the register of Members accordingly.
6. For the purposes of registration of Arthritis Ireland the members of Arthritis Ireland are to be taken to be unlimited.
7. No person shall be admitted to membership of Arthritis Ireland unless:
  - 7.1. He has signed and sent to Arthritis Ireland an application for admission framed in such terms as the Board shall from time to time prescribe, and
  - 7.2. he has been elected to membership by the Board of Arthritis Ireland.
8. The decision of the Board as to whether or not any application to membership of Arthritis Ireland shall be admitted shall be final and conclusive. The Board



may delegate the power to confirm or refuse an application for membership to the CEO.

9. Every Member shall use his best endeavours to promote the objects and interests of Arthritis Ireland and shall observe all Arthritis Ireland's regulations affecting him contained in or effective pursuant to these Articles.
10. The rights of every Member shall be personal to himself and shall not be transferable, transmissible or chargeable by its own act, by operation of the law or otherwise.
11. A Member shall cease immediately to be a Member upon the happening of any of the following events:
  - 11.1. If he shall resign membership by writing or email under his hand left at the Office;
  - 11.2. If the Member, being an individual, shall die or become insane or bankrupt or enters into a scheme of arrangement with his creditors or, being a corporation, shall go into liquidation or have a receiver appointed of its undertaking and assets or any part thereof;
  - 11.3. If he shall fail to perform any obligation binding upon him under these Articles within one month after notice in writing required him to so perform shall have been served upon him by Arthritis Ireland or if in the opinion of the Board his conduct shall be calculated in any respect to be prejudicial to the interests of Arthritis Ireland and he shall fail to remedy such conduct to the satisfaction of the Board within one month after notice in writing requiring him to do so shall have been served upon him by Arthritis Ireland and if in either of such cases the Board shall resolve that his membership be terminated and such resolution shall be passed by a majority of not less than three-fourths of the Board Members present at a meeting of the Board of which notice specifying the intention to propose the resolution has been given and at which the Member concerned shall have been given reasonable opportunity to attend and speak on his own behalf.
12. Arthritis Ireland shall keep a register containing the names and addresses of all the Members and such other particulars as may be required by the Acts.
13. Any Member who for any cause whatsoever shall cease to be a Member shall remain liable for and shall pay Arthritis Ireland all moneys which may be payable by him by virtue of his liability under the Memorandum of Association.



14. A grouping of 5 or more Members shall be entitled to form a Branch. Each Branch may organise its own meetings but will, at all times, be bound by the decisions of the Board and these Articles. The Board will have the power to make decisions as it sees fit which govern the role, autonomy and entitlements of Branches. Any Member who wishes to be appointed as a Director by election must be nominated in writing by a Branch in accordance with procedures determined by the Board from time to time. Any payment being made by a Branch for a sum up to and including €2,000.00 (two thousand Euro) must be done so by cheque to be signed by two signatories of the Branch. If the sum in question is greater than €2,000.00 (two thousand Euro) it must be signed by one signatory for the Branch and either the CEO or Chairman for the time being of Arthritis Ireland.

### **GENERAL MEETINGS**

15. An annual general meeting shall be held once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding annual general meeting) and place as may be determined by the Board. All other general meetings of Members shall be called extraordinary general meetings.
16. An annual general meeting and an EGM shall be called by no less than twenty-one days' notice in writing or by email, exclusive of the day on which the notice is served or deemed to be served and of the day for which it is called, provided that a general meeting, notwithstanding that it is called by shorter notice than as aforesaid, shall be deemed to have been duly called if it is so agreed:
  - 16.1. in the case of an annual or extraordinary general meeting, by the Auditors and all the Members entitled to attend and vote thereat; and
  - 16.2. in the case of an extraordinary general meeting being convened for the passing of a special resolution, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90 per cent of the total voting rights at that meeting of all the Members;
  - 16.3. in the case of a majority in a number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90 per cent of the total voting rights at that meeting, deciding



that the accidental omission to give notice of any extraordinary general meeting being convened for the passing of a special resolution to any Member(s) did not materially affect the outcome of the business of the meeting.

17. Every notice calling a general meeting shall specify the place, the day and the time of the meeting and, in the case of an annual general meeting, shall specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the nature of such business; and, if any resolution is to be proposed as a special resolution, the notice shall contain a statement to that effect.
18. Routine business shall mean and include only business transacted at an annual general meeting of the following classes, that is to say:
  - 18.1. reading and considering the accounts and balance sheet, the reports of the Board and the Auditors and other accounts and documents required to be annexed to the balance sheet;
  - 18.2. the re-appointment of the retiring Auditors and fixing their remuneration or determining the manner in which such remuneration is to be fixed; and the appointment of new auditors;
  - 18.3. the appointment of Elected Directors.

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

19. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Twelve Members present in person shall be a quorum for all purposes, save as hereinafter provided.
20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
21. The Chairperson (if any) of Arthritis Ireland shall preside as chairperson at every general meeting but, if there be no such Chairperson or if at any meeting the Chairperson be not present within five minutes after the time appointed for holding the same or if he be unwilling to preside, the Directors present shall choose one of their number to preside. If at any meeting no Director is



present and willing to preside, the Members present shall choose one of their number so to do.

22. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
23. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands) by:
  - 23.1. the Chairperson; or
  - 23.2. not less than three Members present in person or by proxy and entitled to vote; or
  - 23.3. any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
24. At any meeting of the Members, in the absence of a poll, a declaration by the Chairperson that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded for or against such resolution.
25. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at an adjournment thereof, and not in that case unless in the opinion of the Chairperson it shall be of sufficient magnitude to vitiate the resolution.
26. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairperson may direct. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairperson may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.



27. In the case of 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.
28. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairperson of the meeting directs, and at any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given on a poll not taken immediately.

### **VOTES OF MEMBERS**

29. Unless the Board otherwise determines, no Member shall be entitled to vote at any general meeting either personally or by proxy unless all moneys presently payable by him to Arthritis Ireland have been paid are deemed to be paid. Subject as aforesaid, every Member shall have one vote.
30. 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.
31. On a poll, votes may be given either personally or by proxy. No person other than a Member may be appointed to act as a proxy.
32. An instrument appointing a proxy shall be in writing and (a) in the case of an individual, shall be signed by the appointer or his attorney and (b) in the case of a corporation, shall be either under its common seal or signed by its attorney or by an officer on its behalf. The Board may, but shall not be bound to, require evidence of the authority of any such attorney or officer.
33. An instrument appointing a proxy must be left at the Office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting (or, in the case of a poll, before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.
34. The instrument appointing a proxy shall be in the following form or in any form which the Board shall approve:



**ARTHRITIS IRELAND**

I/We,

Of

In the county of \_\_\_\_\_ being a Member/Members of the above named company, hereby appoint \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_

As my/our proxy vote for me/us on our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the \_\_\_ day of \_\_\_\_\_ 20

and any adjournment thereof.

\*in favour of

This form is to be used \_\_\_\_\_ the resolution.

\*against

Signed this the \_\_\_ day of \_\_\_ 20

This form is to be used in favour of or against the resolution.

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

*\*strike out whichever does not apply.*

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

A vote given by proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received at the Office of Arthritis Ireland before the commencement of the meeting or adjourned meeting or poll at which the vote is given.

- 35. A resolution in writing signed by all the Members shall be as effective as a resolution passed at a general meeting of Arthritis Ireland duly convened and held, and, if described as a special resolution, shall be deemed to have been passed as a special resolution. Any such resolution may consist of several documents in the like form, each signed by one or more of the Members, and shall be served on Arthritis Ireland.



## **CORPORATIONS ACTING BY REPRESENTATIVES**

36. Any corporation which is a Member may, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of Arthritis Ireland, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member.

## **PATRONS**

37. The Board shall have power at its discretion to appoint and remove at any time and from time to time one or more persons as Patrons of Arthritis Ireland, provided that unless and until otherwise determined by Arthritis Ireland in general meeting:
- 37.1. not more than five persons shall hold office as Patron at any one time; and
  - 37.2. each Patron shall cease to hold office not later than at the conclusion of the meeting of the Board held next after the third anniversary of the date on which his appointment as Patron shall have taken effect unless his period of office shall have been fixed at a shorter period or he shall have been removed from office or his office shall have been vacated pursuant to paragraph 37.3 below).
  - 37.3. At the end of his period of office a Patron shall be eligible for re-appointment as Patron for a further period or further periods of office. Subject to the provisions of paragraph 37.2 above, the Board shall have power to fix and vary at any time and from time to time such regulations, terms and conditions as it may think fit regarding the appointment of a Patron or Patrons generally and the terms and conditions subject to which a Patron or Patrons generally shall hold office (including the functions, powers and duties of Patrons and the period of office).  
The Office of Patron shall be vacated ipso facto:
    - 37.4. if he resigns by writing under his hand left at the Office;
    - 37.5. if he dies, or is adjudicated a bankrupt, or compounds with his creditors generally, or becomes of unsound mind; or



- 37.6. if the Board or any duly authorised committee thereof resolves to remove him from office.
- 37.7. The Office of Patron shall be an honorary one and a Patron shall not be entitled to any remuneration for his services, but the Board may authorise the payment by Arthritis Ireland to any such Patron of any reasonable and proper out-of-pocket expenses incurred by him in the performance of his duties or otherwise in connection with the affairs of Arthritis Ireland.

### **THE BOARD**

- 38. The affairs of Arthritis Ireland shall be managed by a Board to be constituted as hereinafter provided. Subject to the provisions of these Articles, the Board shall consist of not more than 15 persons, to include a Chairperson, Honorary Secretary and Honorary Treasurer, such Board to be constituted as follows:
  - 38.1. Not more than four Directors from the Societies (three from ISR and one from IRHPS, including the Chairperson if a Societies Director) appointed from time to time by Arthritis Ireland as hereinafter provided;
  - 38.2. Four Directors nominated by the Branches and elected at the AGM
  - 38.3. Seven Members from the ordinary Directors to be co-opted by the remaining Members of the Board. In deciding who to co-opt, the existing Members of the Board shall have regard to the particular needs and requirements of the Board in relation to issues such as policy making, fund raising and finance.
- 39. The Board Members shall not be entitled to any remuneration for their services, but the Board may authorise the payment by Arthritis Ireland to any Board Member of any reasonable and proper out-of-pocket expenses incurred by him in the performance of his duties or otherwise in connection with the affairs of Arthritis Ireland.
- 40. No person other than a Member or a person who has been admitted to membership of Arthritis Ireland may be appointed, elected or co-opted as a Director, given the following
  - 40.1. The primary concern in forming the Board will be relevant competence and commitment and, subject to that consideration, the ordinary Directors will be mainly, but not necessarily exclusively,



drawn from those affected by arthritis directly or indirectly or persons linked to or familiar with the policy-making process; provided that all Directors are existing Members at the time of election and each remains a Member during his term of office.

- 40.2. In the event that a Member of the Board is absent without good reason, for three consecutive meetings, the Board may have the option of removing the said Board Member from the Board, by a decision of a majority of the Board.

### **COMMITTEES**

41. The Board shall appoint two standing Committees to assist in its work:
- 41.1. The Audit Committee shall consist of no less than four, two of whom should be current Directors . The Audit Committee shall meet no less than two times a year to review the accounts and finances of the Company and any relevant issues pertaining to same. The persons who are not Directors should have expertise and experience appropriate to the tasks required of a Member of an Audit Committee. The Members of the Audit Committee shall be appointed by the Board. The Audit Committee shall also be responsible for reviewing the procedures and methodology for the allocation of funds by Arthritis Ireland. The Committee may request the Auditors to be present at its meeting and shall be entitled to request such information as may be deemed reasonably necessary by them to satisfy themselves that all matters of a corporate governance nature and, in particular the audit procedures of the Company, are in order
- 41.1.1. The Members of the Audit Committee shall hold office for one year and shall be eligible for re-appointment.
- 41.1.2. The Audit Committee Members shall not be entitled to any remuneration for their services, but the Board may authorise the payment by Arthritis Ireland to any Audit Committee Member of any reasonable out-of-pocket expenses incurred by him in the performance of his duties or otherwise in connection with the affairs of Arthritis Ireland.
- 41.2. Scientific Committee: The Board shall appoint an independent committee (to be called the “Scientific Committee”) composed of



suitably qualified Clinicians or scientists who need not be Members or Directors (other than the Chairman) The Committee so appointed shall be no less than four in number and shall have such control over, and discretion as to, the application of such part of the funds of Arthritis Ireland as are specifically made available for the purpose of medical research as the Board may allot to this Committee in accordance with the Memorandum of Association

- 41.2.1. The Members of the Scientific Committee shall hold office for one year and shall be eligible for reappointment
- 41.2.2. The Members of the Scientific Committee shall not be entitled to any remuneration for their services, but the Board may authorise the payment by Arthritis Ireland to any Scientific Committee Member of any reasonable and proper out-of-pocket expenses incurred by him in the performance of his duties or otherwise in connection with the affairs of Arthritis Ireland.
- 41.3. All other Committees of the Board will be established on an ad hoc basis.
- 41.4. The Chairman of the Committee shall be known as the medical advisor of Arthritis Ireland and must be a Board Director.

#### **CHIEF EXECUTIVE OFFICER**

- 42. The Board will appoint a Chief Executive Officer or such other paid official(s) as may be deemed necessary by the Board to implement the policies and decisions of the Board. In the normal course of events the CEO shall attend all Board meetings in a reporting but non voting capacity. If it is the case that the Board wishes to discuss the terms or performance of the CEO the Board may request the CEO to be absent for the purpose of these discussions.

#### **RETIREMENT OF DIRECTORS**

- 43. The Office of a Director shall be vacated ipso facto in any of the following events:
  - 43.1. if he resigns by writing or email under his hand left at the Office;
  - 43.2. if he is adjudicated a bankrupt or if he compounds with his creditors generally;



- 43.3. if he becomes of unsound mind or if he ceases to be a Member;
- 43.4. if he is removed or retires under any of the provisions of the Acts;
- 43.5. if, being the Chairperson or the Treasurer, he is removed from that office by resolution of the Board or resigns from that office by notice in writing or email to the Board;
- 43.6. if, being a Societies Member, he is removed from that office by the Society.

### **THE CHAIRPERSON**

- 44. There shall be a Chairperson of Arthritis Ireland, who shall be appointed by the Board from among the Directors and shall hold office until the conclusion of the third annual general meeting of Arthritis Ireland occurring after the date on which he shall have been appointed (a “First Term”) and shall be eligible for re-appointment for a second consecutive term of office expiring at the conclusion of the third annual general meeting after the date of his re-appointment (a “Second Term”). Immediately following any annual general meeting at which the term of office of a Chairperson shall have expired, the Board shall meet and, at its discretion, either shall re-appoint the person whose First Term has expired for a Second Term (if the person is eligible for such re-appointment) or shall appoint some other person as Chairperson or may defer such appointment. A Chairperson re-appointed for a Second Term shall not be eligible for re-appointment as Chairperson, and shall not continue to be a Board Member, on the expiry of his Second Term. A person who shall have held office as a Board Member following the expiry of his First Term without being re-appointed for a Second Term and who shall have ceased to hold such office, and a person who shall have ceased to hold office as Chairperson on the expiry of his Second Term, shall not be eligible for appointment as a Board Member until the commencement of the third annual general meeting held after such person shall have ceased to hold such office as Chairperson. Any period of office as a Board Member held by a person before his appointment as Chairperson shall not be taken into account in calculating the term of his office as Chairperson. The person holding office as Chairperson on the date on which the resolution adopting these Articles takes effect shall be deemed, for the purpose of this Article, to have been appointed as Chairperson for a First Term on such date and to be an Ordinary Director.



A Chairperson who is a Societies Member shall cease ipso facto to hold office as Chairperson if the Societies remove him from office as a Director. If any Chairperson ceases to hold office as Chairperson for any reason other than the expiration of his term of office then the Board shall fill the vacancy by appointing one of the Directors as Chairperson. The person appointed to fill the vacancy (“the Replacement”) shall hold office as Chairperson for the remainder of the term of office of the Chairperson whom he replaces. On the expiry of that term of office the Replacement shall be treated for all the purposes of these Articles as if he had held office as Chairperson for the full term of office which the person whom he replaces would have held if he had continued to be Chairperson and as if such term had been a First Term. Accordingly, the Replacement shall be eligible for reappointment for a Second Term as Chairperson and, in default of such re-appointment, shall be a Director until the conclusion of the next annual general meeting after the meeting at which he shall have ceased to hold office as Chairperson.

The appointment of any person as Chairperson shall not create a vacancy among the category of Directors to which the person so appointed belongs. The expiry of a First Term (as defined in Article 43) shall not create a vacancy among the Board Members.

### **SOCIETIES DIRECTORS**

45. Subject as provided in this Article, the Societies may appoint from time to time any person or persons to be Members of the Board (but so that not more than four persons so appointed, including the Chairperson if a medical Member, shall hold office at any time as Directors; three of whom shall be Members of the ISR and one a Member of the IRHPS) and may remove at any time any person so appointed by it from office as a Director. Subject to the provisions of these Articles relating to the appointment and retirement of Board Directors, each such Society Director shall hold office until the conclusion of the third annual general meeting of Arthritis Ireland occurring after his appointment shall have taken effect or for such shorter period, if any, as shall be specified by the Societies in the notice appointing him, provided that this restriction shall not apply to a Society Director who during his period of office as a Society Director is appointed or re-appointed as Chairperson or as Treasurer. The Board shall procure that, before each annual general



meeting of Arthritis Ireland, and not later than the time at which notice of that meeting is given to the Members in accordance with these Articles, Arthritis Ireland shall advise the Societies of any vacancy in the Societies Directors that will occur at the conclusion of that annual general meeting and shall invite the Societies to appoint a person to fill such vacancy, excepting a situation where such a vacancy arises by reason of a Director being appointed Chairperson or Treasurer, in which case the vacancy will not be filled.

45.1. Arthritis Ireland shall advise the Societies of any casual vacancies occurring among the Directors and the Societies may appoint any person to fill any such vacancy. Any appointment or removal by the Societies of a person as a Director shall be by notice in writing signed on behalf of the Societies by any officer of the Societies and served on Arthritis Ireland in accordance with Article 71. Any such appointment or removal shall take effect immediately on receipt by Arthritis Ireland of such notice. The person holding office as Honorary Secretary on the date on which the resolution adopting these Articles takes effect shall be deemed to have been appointed as a Society Director on that date.

#### **ORDINARY DIRECTORS**

46. At each annual general meeting Arthritis Ireland may appoint such number of persons as shall be appropriate to fill any vacancies that shall have occurred in the number of Ordinary Directors. Each Ordinary Director shall hold office until the conclusion of the third annual general meeting after he shall have been first appointed as a Director. Where an Ordinary Director has ceased to be an Ordinary Director at the conclusion of the third annual general meeting he shall not be eligible for appointment as an Ordinary Director thereafter until the third annual general meeting occurring after the meeting at the conclusion of which he shall have ceased to hold office, provided that this restriction shall not apply to a Board Director who during his period of office as an Ordinary Director is appointed or re-appointed as Chairperson or as Treasurer.

46.1. The Board may appoint from time to time any person as an Ordinary Director, whether to fill a casual vacancy among the Ordinary Directors or to increase their number, but without causing the limits



on the numbers of Directors specified in these Articles to be exceeded. The persons holding office as Chairperson and Treasurer on the date on which the resolution adopting these Articles takes effect shall be deemed to be Ordinary Directors and shall proceed, with the person holding office on that date as Honorary Secretary, to appoint other persons as Ordinary Directors as soon as practicable after that date.

### **ELECTED DIRECTORS**

47. At each annual general meeting Arthritis Ireland may elect such number of persons as shall be appropriate to fill any vacancies that shall have occurred in the number of Elected Directors. Eligibility for voting on the election of Directors shall be determined in accordance with the rules for election of Directors that are produced by the Company and may be altered from time to time by the Company (the “Election Rules”). Each Elected Director shall hold office until the conclusion of the third annual general meeting after he shall have been first appointed as a Director. At the conclusion of the third annual general meeting he shall have the option to be appointed for one and no more than one subsequent term should he so wish and subject to the approval of the board.

### **PROCEEDINGS OF THE BOARD**

48. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The Board shall meet not less than four times in each calendar year and there shall be an interval of not more than three calendar months between each Board meeting. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote. The Secretary on the requisition of five Directors at any time shall summon a meeting of the Board. Twenty-one days’ notice at the least or such other length of notice as the Board may from time to time think fit (inclusive of the day on which the notice is served or deemed to be served but exclusive of the day for which the notice is given) specifying the place, the day and the hour of meeting and enclosing the agenda shall be given of every meeting of the



Board. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from Ireland.

49. No business not mentioned in the agenda shall be transacted at any meeting of the Board unless in the opinion of the Chairperson of the meeting supported by a majority of the other Directors present at the meeting such business arises directly out of an item included in the agenda or out of the minutes of the last preceding meeting or is a matter of urgency.
50. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be five Directors present in person being not less than one Societies Director, not less than one Ordinary Director and not less than one Elected Director. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board. The Board may act notwithstanding any vacancies in its body; but if at any time its number shall be less than the quorum fixed by or in accordance with these Articles it may act only for the purpose of filling vacancies among the Ordinary Directors, or summoning a general meeting. Any Director may participate in a meeting of the Board by means of telephonic or other similar communication whereby all persons participating in the meeting can hear each other speak; and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and any Director may be situated in any part of the world for any such meeting.
51. The Chairperson shall be Chairperson of the Board. If at any meeting the Chairperson shall not be present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their numbers to be Chairperson of the meeting.
52. A resolution in writing signed by all the Board Members for the time being in Ireland shall be as effective as a resolution passed at a meeting of the Board duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors, and shall be served on Arthritis Ireland in accordance with Article 72.
53. The Board may establish such committees, whether consisting of a Board Director or Board Directors, or a Member or Members of Arthritis Ireland, or not, for such purposes as they shall think fit and may delegate to any such committee such of their powers as they shall think fit.



54. Any committee so established shall conform to any regulations that may be imposed on them by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations so made by the Board. Provided that no resolution of a meeting of a committee shall be of any validity or effect unless either (1) a majority of the Members of the committee present at such meeting are Members of Arthritis Ireland or (2) the resolution is confirmed by the Board.
55. The Members of any committee appointed pursuant to these Articles shall not be entitled to any remuneration for their services, but the Board may authorise the payment by Arthritis Ireland to any such Member of any reasonable and proper out-of-pocket expenses incurred by him in the performance of his duties or otherwise in connection with the affairs of Arthritis Ireland.
56. All acts done by any meeting of the Board or such committee, or by any person acting as a Director, shall be, as regards all persons dealing in good faith with Arthritis Ireland, notwithstanding that there was some defect in the appointment of any Board Director or person acting as such or that any such Member or person was disqualified or had vacated office or was not entitled to vote, as valid as if every such person had been duly appointed and was qualified and had continued to be a Board Director and had been entitled to vote.

#### **BORROWING POWERS**

57. The Board may exercise all the powers of Arthritis Ireland to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of Arthritis Ireland.

#### **POWERS OF THE BOARD**

58. The business of Arthritis Ireland shall be managed by the Board which may exercise all such powers of Arthritis Ireland as are not by the Acts or by these Articles required to be exercised by Arthritis Ireland in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of



the Acts and to such regulations (not inconsistent with the aforesaid regulations or provisions) as may be prescribed by Arthritis Ireland in general meeting, but no regulation so made by Arthritis Ireland shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

59. The functions of the Board and decision-making powers of the Board will be vested in the Officers, namely Chairperson, Deputy Chairperson, Secretary and Treasurer, who shall be entitled to make decisions on behalf of the Board in between Board meetings provided that such decisions are not in contradiction, directly or indirectly, with a previous decision of the Board.

#### **MINUTES**

60. The Board shall cause minutes to be made in books provided for the purpose:
- 60.1. of all appointments of officers made by the Board, and
  - 60.2. of the names of the Board Members present at every meeting of the Board and of any committee of the Board, and
  - 60.3. of all resolutions and proceedings at all meetings of Arthritis Ireland and of the Board and of all committees of the Board.

#### **THE SEAL**

61. The Board shall provide for the safe custody of the Seal, which shall not be affixed to any instrument except by the authority of the Board. The Board shall have power to authorise the use of the Seal if the instrument to be sealed relates to a transaction which the Board has approved or if the Board has authorised a sub-committee to approve the contents of the instrument to be sealed. The Board may authorise any other committee to authorise the use of the Seal. Every instrument to which the seal shall have been so affixed shall be signed either by two Board Members or by one Board Member and either the Secretary or some other person who has been authorised to do so by the Board.



### **TREASURER**

62. The Board shall appoint any person as Treasurer of Arthritis Ireland. All the provisions of these Articles relating to the appointment and office of Chairperson shall apply mutatis mutandis to the Office of Treasurer, except that the Board may appoint as Treasurer a person who is not a Board Member and that a Treasurer who was not a Board Member at the date of his appointment shall be an Ordinary Director for the purposes of determining the numbers of Board Members. Whenever there is a vacancy in the Office of Treasurer, the Board shall procure that the number of persons holding office as Ordinary Directors does not exceed the number which is one less than the maximum number permitted by these Articles, until that vacancy has been filled.

### **THE SECRETARY AND HONORARY SECRETARY**

63. The Board shall appoint any person as Secretary of Arthritis Ireland and may remove any such person from time to time and at any time from office as such Secretary. In addition, the Board may appoint any person as Honorary Secretary of Arthritis Ireland and from time to time may determine and may vary the functions and the term of office of Honorary Secretary and may remove any such person from time to time and, at any time from office as Honorary Secretary. The person holding office as Honorary Secretary on the date on which the resolution adopting these Articles takes effect shall be deemed, for the purpose of this Article, to have been appointed as Honorary Secretary on such date. If no person is holding office as Secretary the Honorary Secretary (if any) shall perform the functions of the Secretary. It shall be the role of the Honorary Secretary to ensure that the annual returns for the company are filed in the Companies Registration Office on the due date every year.

### **DEPUTY CHAIRPERSON**

64. The Deputy Chairperson who shall be a Member of the Board shall chair all meetings of the Board in the absence of the Chairperson. The Deputy Chairperson may stand in for the Chairperson in any circumstance deemed necessary by the Chairperson and/or the Board.



## **PRESIDENT / VICE PRESIDENTS**

65. Arthritis Ireland shall, by resolution passed at an A.G.M., appoint one of its Members, who has been recommended for appointment by the Board, to be President of Arthritis Ireland. The President shall hold office for an initial period of three years but shall be eligible for reappointment for one further period of office.
- 65.1. Vice Presidents shall be appointed, on the recommendation of the Board, by resolution passed at an A.G.M. of Arthritis Ireland. A Vice President shall hold office for a period of three years. A Vice President shall not automatically succeed a President on the expiry of a term of the President. However, in circumstances where a President resigns, dies or is removed from office during his term, the Board shall appoint a temporary successor to the Office as President from the existing number of Vice Presidents who shall carry out the duties of President until the following A.G.M. when a new President shall be elected.
- 65.2. The role and duties of the President shall be determined by the Board from time to time.
- 65.3. It shall be the function of the President to convene the A.G.M. of the Company and to chair the election of the position of Chairperson.
- 65.4. The Offices of President and Vice President shall be honorary ones and a President / Vice President shall not be entitled to any remuneration for his services. The Board may authorise the payment by Arthritis Ireland to any such President / Vice President of any reasonable and proper out-of-pocket expenses incurred by him in the performance of his duties or otherwise in connection with the affairs of Arthritis Ireland.

## **ACCOUNTS**

66. The Board shall cause to be kept at the Office or at such other place within Ireland as the Board thinks fit, proper books of account with respect to:



- 66.1. all sums of money received and expended by Arthritis Ireland and the matters in respect of which the receipt and expenditure takes place;
- 66.2. all sales and purchases of goods by Arthritis Ireland; and
- 66.3. the assets and liabilities of Arthritis Ireland.
- 66.4. 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 Arthritis Ireland's affairs and to explain its transactions.
- 66.5. The Board shall determine from time to time whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of Arthritis Ireland or any of them shall be open to the inspection of Members not being Board Directors and no Member (not being a Board Director) shall have any right to inspect any account or book or document of Arthritis Ireland except as conferred by statute or authorised by the Board or by Arthritis Ireland in general meeting. The books of account shall always be open to the inspection of the Directors.
- 66.6. In accordance with the Acts, the Board shall cause to be prepared from time to time and to be laid before Arthritis Ireland in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are required by the Acts.
- 66.7. The Board shall cause a copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before Arthritis Ireland in general meeting, together with a copy of the Board's report and of the Auditor's report, to be sent, not less than twenty-one days before the date of the meeting, to the Auditors and to every Member, and holder of debentures of, Arthritis Ireland, provided that this Article shall not require such copies to be sent to any person of whose address Arthritis Ireland is not aware or to more than one of the joint holders of any debentures.



## AUDIT

67. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts.

## NOTICES

68. Any notice or document may be served by Arthritis Ireland on any Member or other person (“the recipient”) by means of delivery, post, electronic mail or any other means of communication including the website, approved by the Board to the address or number of the recipient appearing in the register of Members or, as the case may be, notified to Arthritis Ireland by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to Arthritis Ireland). Any notice or document so served shall be deemed, in the absence of any agreement to the contrary between Arthritis Ireland and the recipient, to have been served at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 24 hours after despatch in the case of post, cables and telegrams and at the expiration of 12 hours after despatch in the case of telefax, electronic mail or other method of communication approved by the Board. Where Arthritis Ireland serves notice or document on a Member by telefax, electronic mail or other means of communication approved by the Board, Arthritis Ireland shall not need to confirm the service by delivering or posting to the Member of a copy of the notice or document. All Members must be served with notice of EGM/AGM by ordinary post. Any notice so served on a Member by post shall be deemed to have been duly served notwithstanding that such Member be then dead or bankrupt and whether or not Arthritis Ireland has notice of his death or bankruptcy.
69. A Member described in the register of Members by an address or number not within Ireland who has not supplied to Arthritis Ireland an address or number within Ireland for the giving of notices to him shall not be entitled to receive any notice from Arthritis Ireland. In proving service by post it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted.



70. Notice of every general meeting of Arthritis Ireland shall be given in the manner hereinbefore authorised to:
- 70.1. every Member; and
  - 70.2. every person being a personal representative or the official assignee in bankruptcy of a Member where the Member, but for his death or his bankruptcy, would be entitled to receive notice of the meeting; and
  - 70.3. the Auditor for the time being.
71. No other person shall be entitled to receive notices of general meetings.
72. Any document (including, but not limited to, any notice, appointment, removal and resolution) required or authorised by these Articles to be sent to or served on Arthritis Ireland shall be in writing sent to or served on Arthritis Ireland at its principal office or at the Office and may be sent or served by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the Board and may bear a printed or facsimile signature of the person or persons required by these Articles to sign such document. The communication of such a document by such means shall be confirmed as soon as possible by delivery to Arthritis Ireland at its principal office or at the Office of such document bearing an original signature of the person by whom it is required to be signed but (provided that the Board are satisfied as to the authenticity of the document communicated as aforesaid) shall be acted upon by Arthritis Ireland and the Board meanwhile; provided that any such document shall be valid and effective for all purposes notwithstanding that for any reason the document is not subsequently so confirmed. Any such document shall take effect, in the absence of any agreement to the contrary between Arthritis Ireland and the person by whom or on whose behalf the document was sent or served, at the time of receipt in the case of delivery and post and at the expiration of six hours after receipt thereof at Arthritis Ireland's principal office or at the Office in any other case.



### **WINDING UP**

73. If Arthritis Ireland shall be wound up, the provisions contained in clause 9 of the Memorandum of Association shall be performed and have effect in all respects as if the same were repeated in these Articles.

### **INDEMNITY**

74. Subject to the provisions of the Acts and of clause 3 of the Memorandum of Association every Board Member and every Member of a committee appointed by it, Auditor, Secretary and other officer for the time being of Arthritis Ireland, shall be indemnified out of the assets of Arthritis Ireland against any liability incurred by him in defending any proceedings whether civil or criminal in relation to his acts while acting in such capacity in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 391 of the Companies Act 1963 in which relief is granted to him by the Court.