

COMPANIES ACT 2014

CONSTITUTION

of

THE MULTIPLE SCLEROSIS SOCIETY OF IRELAND

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of
THE MULTIPLE SCLEROSIS SOCIETY OF IRELAND

**As amended by special resolution dated the
24th September, 2016**

1. The name of the company is "The Multiple Sclerosis Society of Ireland" (hereinafter referred to as "MS Ireland").
2. MS Ireland is a company limited by guarantee to which Part 18 of the Companies Act 2014 (the "Act") applies.
3. The principal objects for which MS Ireland is established are:-
 - (1) To enable and empower people with multiple sclerosis (hereinafter referred to as "PwMS") to live the life of their choice to their fullest potential;
 - (2) To provide support for the families and carers of PwMS;
 - (3) To co-operate with the medical, scientific, social and caring professions to promote scientific research into the causes of, cure for and management of Multiple Sclerosis (MS), and the alleviation of its medical and social symptoms;
 - (4) To exchange and disseminate information relating to MS;
 - (5) To provide an identifiable focal point by developing an efficient, effective and caring organisation to serve the needs of PwMS;
4. For the purpose of attaining the objects aforesaid, but not otherwise, the following are the powers of MS Ireland:-
 - (1) To take over all the undertaking, property and assets and all debts, liabilities and engagements of the unincorporated society under the style or title of "The Multiple Sclerosis Society of Ireland" whose principal office is situate at 80 Northumberland Road in the City of Dublin, and to take over all undertaking, property and assets and all debts, liabilities and engagements of the incorporated body under the style or title of The M.S. Care Foundation (the Foundation) whose registered office is situated at 65 Bushy Park Road in the City of Dublin and to enter into such agreements and to make, do and execute all such acts, deeds, matters or things as may be necessary for the purpose of taking over such assets and liabilities or any part thereof and continuing the operation and management of the Society and the Foundation;

- (2) To establish Branches (as defined in the Articles of Association) and to regulate such Branches under regulations and bye-laws of MS Ireland made in accordance with Article 45 of the Articles of Association;
- (3) To sell, improve, let, manage, develop, maintain, alter, rebuild, decorate, exchange, lease, hire, mortgage, dispose, turn to account or otherwise deal with all or any part of the undertaking real and personal property and rights of MS Ireland or any part thereof for such consideration as MS Ireland may deem fit;
- (4) To borrow and raise money and to secure or discharge any debt or obligation of or binding on MS Ireland in such manner as may be thought fit and in particular (without limitation) by creation of charges or mortgages (whether legal or equitable) or floating charges upon the undertaking and all or any of the property and rights of MS Ireland both present and future including its goodwill, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or any other securities of any description;
- (5) To guarantee the payment of any debts or the performance of any contract or obligation of any company or association or undertaking or of any person and to give indemnities of all kinds either with or without MS Ireland receiving any consideration or benefit and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charges upon all or any part of the property and rights of MS Ireland both present and future, including its goodwill;
- (6) To invest and deal with the moneys of MS Ireland not immediately required in such manner as may from time to time be determined including the establishment of trust funds to be kept separate to the general funds of MS Ireland;
- (7) To undertake the office of manager, secretary, registrar, trustee, treasurer or any other office of trust or confidence;
- (8) Subject to Clause 5, to insure the property of MS Ireland against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect MS Ireland
- (9) To employ such staff as may be required by MS Ireland from time to time in furtherance of the objects;
- (10) Subject to Clause 5, to grant pensions, gratuities, allowances or charitable aid to any person who may have served MS Ireland as an employee, or to the wives, husbands, children or other dependents of such person, provided that :
 - a) such pensions, gratuities, allowances or charitable aid shall be no more than that provided by pension scheme governed by Part 30 of the Taxes Consolidation Act 1997, and
 - b) such pension scheme has been operated by MS Ireland and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has

been a member of the occupational pension scheme while employed by MS Ireland;

and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by MS Ireland and to subscribe (as amended), or guarantee money for charitable objects;

- (11) To promote and further the objects of MS Ireland by conferences, seminars, public or private meetings, discussions, publications or by such other means as may be deemed desirable, suitable or necessary;
- (12) To promote, establish, co-operate with, become a member of, or assist by advice or by grant of loans, donations or gifts or otherwise, any association, institution or body, whatsoever and whether established or incorporated in Ireland or elsewhere having similar objects or purposes wholly or partly similar to those of MS Ireland;
- (13) To advertise and make known MS Ireland and its objects, purposes and aims by such means as may be deemed expedient, and to solicit, receive and hold donations, subscriptions, gifts and bequests of all kinds;
- (14) To promote, sponsor, undertake, and establish lotteries, flag days, churchgate collections, sponsored events, concerts, garden parties, sales, to manage sales outlets and to run fetes and to establish amusements and sporting and other events for the purpose of raising funds for MS Ireland and other similar means of raising funds to serve its aims in a controlled, planned and efficient manner;
- (15) To acquire and become registered proprietors of copyrights and trademarks and any other forms of intellectual property;
- (16) To do all such things as MS Ireland may consider incidental or conducive to the attainment or advancement of the main objects of MS Ireland;
- (17) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property for any estate or interest whatsoever and any rights or privileges or easements over or in respect of any property;
- (18) To erect, establish, finance, construct, build, furnish, fit out as required, maintain staff and manage educational and treatment workshops and special care units and other places for the purposes of MS Ireland and to carry on either independently of, or in connection or conjunction with same all such businesses, trades and operations as may be conducive for the proper and efficient organisation of such centres, workshops, units, buildings or places;
- (19) To define and articulate the rights and needs of PwMS and to advocate on their behalf
- (20) To pay reasonable financial assistance to PwMS in compliance with MS Ireland's bye laws and regulations.

Provided that MS Ireland shall not support with its funds any object or endeavour to impose upon or procure to be observed by its Members or others any regulation, restriction or condition which, if an object of MS Ireland, would make it a Trade Union. Provided also that in the event that MS Ireland shall take or hold any property subject to the jurisdiction of the Charities Regulatory Authority, MS Ireland shall not sell, mortgage, charge or lease the same without such authority, approval or consent as required by law.

5. The income and property of MS Ireland, shall be applied solely towards the promotion of the main objects of MS Ireland as set forth in this Memorandum of Association. No portion of MS Ireland's income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of MS Ireland. However, nothing shall prevent any payment in good faith by MS Ireland of:
 - a) reasonable and proper remuneration to any Member or servant of MS Ireland, (not being a Director or member of the Council) in return for any service rendered to MS Ireland,
 - b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent to MS Ireland by any Member of MS Ireland,
 - c) reasonable and proper rent for premises demised and let by any Member of MS Ireland (including a Director) to MS Ireland,
 - d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting MS Ireland; or
 - e) fees, remuneration or other benefit in money or moneys worth to any company of which a Director or a member of the Council may be a member holding not more than one-hundredth part of the issued share capital of such company;
 - f) Nothing shall prevent any payment by MS Ireland to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).
6. MS Ireland shall ensure that the Charities Regulator has a copy of its most recent Memorandum and Articles of Association. If it is proposed to make an amendment to the Memorandum and Articles of Association of MS Ireland, which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes shall be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
7. The liability of Members is limited.
8. Every Member of MS Ireland undertakes to contribute to the assets of MS Ireland, in the event of same being wound up during the time he is a Member, or within one year afterwards, for payment of the debts and liabilities of MS Ireland contracted before the time he ceased to be a Member, and the costs, charges and expenses of winding up same, and for the adjustment of the rights of the contributors amongst themselves such account as may be required, not exceeding €1.27 (One Euro and 27 cent).
9. If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or

distributed among the members of the company, but shall be given or transferred to another company whose objects are the promotion of charity and which has main objects similar to the main objects of the company, which other company also meets the requirements of paragraph (b) of section 1180(1) of the Companies Act 2014, such company to be determined by the members of this company 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 such provision, then to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

10. Annual Accounts shall be kept and made available to the Revenue Commissioners on request.
11. No amendments of any kind shall be made to the provisions of clauses 5 and 9 of the Memorandum of Association and no amendments shall be made to the Memorandum and Articles of Association to such extent that they would alter the effect of Clauses 5 and 9 of the Memorandum of Association, such that there would be non-compliance with the requirements of Section 1180 of the Companies Act 2014.

ARTICLES OF ASSOCIATION
Of
THE MULTIPLE SCLEROSIS SOCIETY OF IRELAND
As adopted by Special Resolution dated [day of month, 2016]

INTERPRETATION

1. The provisions of the Act shall apply to MS Ireland save that the optional provisions (as defined by Section 1177 (2) of the Act) shall apply to the Constitution of MS Ireland except to the extent they are dis-applied, modified or supplemented by this Constitution.
2. In these Articles the following terms shall have the following meanings unless there be something in the subject or context inconsistent therewith;

"**Act**" means the Companies Act 2014, and any Act amending or replacing same and every act for the time being in force regulating companies. (Any reference to a particular Section of the Act includes a reference to any statutory amendment thereof).

"**Board**", means Directors of MS Ireland for the time being.

"**Branch**" means a group of Members in a geographic area designated by the Board, from time to time, established pursuant to Article 64 hereof.

"**Chief Executive**" means the person appointed by the Directors having executive management and overall administrative responsibility.

"**Council**" means the Council established pursuant to Article 33.

"**Directors**" means the Directors for the time being of MS Ireland or the Directors present at a meeting of the board of Directors and includes any person occupying the position of Director by whatever name called.

"**Member(s)**" means the person or persons whose names are for the time being entered on the Register.

"**MS Ireland**" means The Multiple Sclerosis Society of Ireland.

"**Office**" means the registered office for the time being of MS Ireland.

"**PwMS**" means persons with multiple sclerosis.

"**Register**" means the Register of Members of MS Ireland.

"**Seal**" means the common seal of MS Ireland.

"**Secretary**" means any person appointed to perform the duties of the Secretary of MS Ireland.

3. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, digitalised and other modes of representing or reproducing words in a visible form.
4. Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act.
5. Words importing the singular number shall include the plural number and vice versa and, unless the contrary intention appears, words importing the female or the male gender only shall include the male, female and neuter gender and reference to persons shall include bodies corporate and unincorporated associations.

MEMBERS

6. The number of Members of MS Ireland is unlimited.
7.
 - (1) The subscribers to the Memorandum of Association of MS Ireland and such other persons as shall be admitted to membership in accordance with these Articles shall be Members of MS Ireland and shall be entered in the Register accordingly.
 - (2) Any person, on completion of the membership application form, will, on making a payment of such sum as the Board may resolve, be admitted to membership in accordance with these Articles and shall be a Member of MS Ireland and entered in the Register accordingly. No Member shall be entitled to require MS Ireland to issue a certificate of membership.
 - (3) The Members of MS Ireland in general meeting on the advice of the Board, may appoint persons who have rendered exceptional services to multiple sclerosis as Honorary Members. The appointment shall be by motion, duly proposed and seconded. The Secretary shall give to a person appointed, an Honorary Member written notice of the appointment and upon him intimating his willingness to take up his membership he shall become an Honorary Member of MS Ireland. An Honorary Member shall pay no subscription. He shall be entitled to all the privileges and benefits of membership.
8. The rights and privileges of a Member as such shall be personal and accordingly shall not be transferable.
9. Membership of MS Ireland shall cease:
 - (1) upon the Member's death,
 - (2) if the Member resigns by notice in writing sent to the Secretary at the Office,
 - (3) if removed from membership in accordance with Articles 10 and 11 hereof, or

- (4) if he shall be in default for a period of 12 months in the payment or any subscription or other contribution payable by him to MS Ireland.
10. The Board shall, subject to the provisions of Article 11, have power by resolution approved by not less than two-thirds present and voting to expel from membership of MS Ireland any person who refuses or wilfully neglects to comply with the Constitution (or regulations or bye-laws) or who has been guilty of such conduct as in the opinion of the Directors either has rendered him unfit to remain as a member or whose continued membership would be injurious to MS Ireland or where the Directors consider that expulsion would be in the best interests of MS Ireland.
11. A Member whose expulsion is to be considered by the Board under the provisions of Article 10 shall receive not less than 14 days' notice in writing of such proposed expulsion and short particulars of the grounds thereof and upon his giving notice in writing to the Secretary of his intention to appear, at his own cost, shall be heard by the Board either in person or through his duly authorised agent but shall not be present at the voting or take further part in the proceedings otherwise than as the Board shall permit. Alternatively or in addition he may submit a written statement, which shall be taken into consideration by the Board.
12.
 - (1) An Honorary Member shall be exempt from the payment of any subscription.
 - (2) A subscription, if any, payable by the Members, shall be regulated by such bye-laws as may be made in that regard from time to time.
13. A former Member of MS Ireland shall remain liable for all subscriptions (if any) and contributions due or imposed on him up to the date on which he shall cease to be a Member and for any sums due by him under Clause 8 of the Memorandum of Association of MS Ireland and shall forfeit all claim to a return of any money paid by him to MS Ireland on his admission as a Member or by way of subscription or otherwise.
14. Every Member shall be bound to further to the best of his ability the objects and interests of MS Ireland, and shall observe all regulations and bye-laws of MS Ireland that may be made pursuant to these Articles.

GENERAL MEETINGS

15. All general meetings of MS Ireland will be held in this State at such time and at such place as the Board shall determine.
16. MS Ireland shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of MS Ireland and that of the next.
17. All general meetings other than annual general meetings shall be called extraordinary general meetings.

18. The Board may, whenever they think fit, convene an extraordinary general meeting and an extraordinary general meeting shall also be convened on such requisition, or in default, may be convened by such requisitions, as provided for under Section 1203 of the Act.

NOTICE OF GENERAL MEETINGS

19. Subject to the provisions 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, and any other meeting of MS Ireland (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 7 days notice in writing at least. The notice shall be exclusive of the day on which it was served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned, to such persons as are, under the Articles of MS Ireland, entitled to receive such notices from MS Ireland.
20. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

21. The business to be transacted at an annual general meeting shall include the consideration of the accounts, balance sheet and the reports of the Board and auditors, the election of Directors in place of those retiring and the fixing of the remuneration of the auditors.
22. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of the matters referred to in Article 21.
23. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, fifteen Members present in person shall be a quorum.
24. If within one half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such day and time and place as the Board may determine. And if at the adjourned meeting a quorum is not present within one half an hour of the time appointed for the meeting, the Members present shall form a quorum.
25. The Chairperson, if any, of the Board shall preside as Chairperson at all general meetings of MS Ireland and in the event of there being no Chairperson or in his absence, the Deputy Chairperson shall act as Chairperson of the meeting, and if any of the aforementioned are not present within fifteen minutes of the appointed time for holding of the meeting or is unwilling to act as Chairperson, the Directors present shall elect one of their number to be Chairperson of the meeting.

26. If at any meeting no Director is willing to act as Chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairperson of the meeting.
27. The Chairperson may with the consent of any meeting at which a quorum is present (and shall, if directed by the meeting) adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of adjournment or of business to be transacted at an adjourned meeting.
28. At any general meeting a resolution put to the vote of the meeting shall be decided upon by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by (a) the Chairperson or (b) by at least fifteen of those Members present in person or two-thirds of those Members present in person (whichever is the lesser number of Members). Unless a poll is so demanded a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes or proceedings of the meetings of MS Ireland shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.
29. 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 at such time and in such manner as the Chairperson directs and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting will have a second or casting vote.
31. Every Member of MS Ireland shall have one vote at general meetings, which may be exercised in accordance with such bye-laws as are in force from time to time.
32. 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.

THE COUNCIL

33. The Council shall be established containing up to fifty Members, or such number of Members as is equal to the number of Branches of MS Ireland for the time being, whichever is the greater. The Council shall be comprised of one delegate from each Branch of MS Ireland, each delegate being elected annually by their Branch in accordance with such bye-laws as may be made in that regard from time to time.
34. The Council shall be a consultative group to the Board.

35. The Council shall each year elect from their number one member to serve on the Board for a term of three years, in accordance with such bye-laws as are in force from time to time.
36. The Chairperson and/or Deputy Chairperson of the Board, plus the Secretary and Chief Executive of MS Ireland may, whenever possible, attend meetings of the Council. The Chief Executive shall deliver a report on the activities of MS Ireland and in the absence of the Chief Executive, his report shall be presented to the Council by one of the other aforementioned persons.
37. The Chairperson of the Board shall act as Chairperson of the Council and in the event of his absence, the Deputy Chairperson of the Board shall act as Chairperson of a meeting of the Council and if any of the aforementioned are not present within 15 minutes of the appointed time for holding same or is unwilling to act as Chairperson, the members of the Council present may choose one of their number present to be Chairperson of the meeting.
38. The Council will meet at such times and dates in such places to conduct such business as its members so decide in accordance with such bye-laws as may be made in that regard from time to time. Minutes of all meetings of the Council will be taken, recording such decisions that are made and such minutes shall be lodged with the Secretary of MS Ireland. The quorum necessary for the transaction of the business of the Council shall be fixed by the Council, and unless so fixed shall be fifteen.

THE BOARD

39. The number of Directors shall not be less than eight nor more than fourteen who are elected or appointed (as the case may be) in accordance with the Articles of Association and this number shall include up to three Members elected by the Council in accordance with Article 35.
40. At the meeting immediately following the annual general meeting, the Board shall elect from their number a Chairperson and Deputy Chairperson, who having been elected shall hold office up to and including the next annual general meeting subject to Article 53 (ii) or until they resign or are requested to relinquish these roles by a resolution passed by not less than two thirds of the Directors.
41. The Board shall meet at a time, place and date to be determined in accordance with such bye-laws as may be made in that regard from time to time. The Secretary and Chief Executive of MS Ireland may be invited to attend meetings of the Board but will not have the right to vote at such meetings.
42. Section 1197 of the Act shall not apply. No person shall be entitled to any remuneration for acting as a Director but MS Ireland may pay to any Director reasonable out-of-pocket expenses which any such member, on the authority or with the sanction of the Board, but not otherwise, may incur in or about the ordinary business of MS Ireland provided same are properly vouched.

BORROWING POWERS

43. The Directors may without any limitation as to amount, exercise all the powers of MS Ireland to borrow money and to mortgage or charge its undertaking or 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 MS Ireland or of any third party.

POWERS AND DUTIES OF THE BOARD

44. The business and affairs of MS Ireland shall be managed by the Board who may exercise all such powers of MS Ireland as are not by the Act or by these Articles required to be exercised by MS Ireland in general meeting, subject nevertheless to the provisions of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by MS Ireland in general meeting; but no direction given by MS Ireland in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.
45. Without prejudice to the general powers and authorities conferred by Articles or any statute on the Board, the Board is hereby empowered to make, vary and repeal all such bye-laws as it may deem necessary or expedient or convenient for the proper management and conduct of the affairs of MS Ireland and its Branches and as to the conduct of business of the Directors or any Committee and as to any of the matters or things within the powers or under the control of the Directors provided always that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Constitution of MS Ireland or constitute such an amendment of or addition to these Articles as could lawfully be made only by special resolution. The Board shall adopt such means as it deems sufficient to bring to the notice of the Members and Branches all such bye-laws and variations and repeals thereof and all such bye-laws as long as they are in force shall be binding upon all the Members of MS Ireland
46. The Board may from time to time and at any time appoint any company firm or person or body or persons whether nominated directly or indirectly by the Board to be the agent of MS Ireland for such purposes and with such powers authorities and discretion's (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit and such appointment may contain such provisions for the protection and convenience of persons dealing with any such agent as the Board may think fit and may also authorise any such agent to delegate all or any of the powers, authorities and discretions therein vested.
47. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and receipts for money paid to MS Ireland shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Board shall from time to time by resolution determine.
48. The Board shall cause Minutes to be made in books provided for the purpose: -
 - (1) Of all appointments of officers made by the Board;
 - (2) Of all names of the members of the Board present at each meeting of the Board and any committee;
 - (3) Of all resolutions and proceedings at all meetings of MS Ireland and of the Board and of any committee.

DISQUALIFICATION OF MEMBERS OF THE BOARD

49. The office of a Director shall be vacated if the Director: -

- (1) Is adjudged bankrupt or makes any arrangement or composition with his creditors generally;
- (2) Ceases to become a Director by virtue of any provision of the Act or becomes prohibited from being a Director by reason of any order made under Part 14 of the Act or otherwise;
- (3) Resigns his office by notice in writing to MS Ireland (but only if the minimum number of Directors will remain in office when the notice of registration takes effect);
- (4) Is convicted of any indictable offence;
- (5) Is removed from office by a resolution signed by not less than two thirds of the members of the Board; or
- (6) Is directly or indirectly interested in any contract with MS Ireland and fails to declare the nature of his interest in the manner required by the Act; or
- (7) Has his membership of MS Ireland removed under Article 10; or
- (8) Without the consent of MS Ireland in general meeting holds any other office or place of profit under MS Ireland; or
- (9) Fails to attend three consecutive Board meetings and the Directors resolve that he be removed for this reason; or
- (10) Has, in the reasonable opinion of the Directors, a mental disorder and is incapable of acting and they resolve that he be removed from office.

VOTING ON CONTRACTS

50. A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with MS Ireland shall declare the nature of his interest at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Directors after he becomes so interested. A general notice given by a Director to the effect that:

- (1) he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm; or
- (2) he is to be regarded as interested in any transaction which may be made after the date of notice with a specified person who is connected with him (within the meaning of Section 220 of the Act),

shall be sufficient declaration of interest under this Article, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Directors or the Director giving the notice takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.

51. A Director may not vote in respect of any contract, appointment or arrangement in which he is interested and he shall not be counted in the quorum present at the meeting.

ELECTION OF MEMBERS OF THE BOARD

52. At the annual general meeting in every year, one third of the Directors for the time being, or if their number is not three or a multiple of three then the number nearest one third shall retire from office.
53. The directors to retire in every year shall be (i) the longest serving Director from amongst those appointed by the Council in accordance with Article 35 and (ii) the balance shall be those Directors who have been longest in office since their last election but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot and Section 1196 (4) of the Act shall be modified accordingly.
54.
 - (1) A retiring member of the Board shall be eligible for re-election to the Board provided that no person shall be entitled to serve on the Board for more than three terms and Section 1196 (5) of the Act shall be modified accordingly.
 - (2) A Director may be elected to the office of Chairperson or Deputy Chairperson in accordance with these Articles of Association, provided that such person shall not hold the office of either Chairperson or Deputy Chairperson (as the case may be) for more than three consecutive years without vacating it for at least a period of one year but such person shall, subject to paragraph (1) hereof, not be precluded from then holding the other office.
55. The Members, at a meeting at which a Director retires in the manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director 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 Director has been put to the meeting and lost.
56. No person other than a Director retiring at the annual general meeting shall, save where recommended by the Board be eligible for election to the office of Director at any general meeting unless, and in accordance with such bye-laws as may be made in that regard from time to time pursuant to Article 45 hereof, there has been left at the Office not less than 14 days before the day appointed for the general meeting, notice in writing, signed by not less than fifteen Members of their intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.

57. The Board may from time to time increase or reduce the number of members of the Board, subject to Article 39 hereof and may also determine in what rotation the increased or reduced number is to go out of office.
58. The Board shall have the power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the number fixed by these Articles. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election.
59. MS Ireland may by ordinary resolution of which extended notice is given in accordance with Section 146 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles and in any agreement between MS Ireland and such member. MS Ireland may by ordinary resolution appoint another person in place of a Director removed under this Article.

PROCEEDINGS OF THE BOARD

60.
 - (1) The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes the Chairperson shall have a second or casting vote. The Secretary upon the requisition of five Directors, shall at any time summon a meeting of the Board.
 - (2) For the purpose of these Articles, the contemporaneous linking together by telephone or other means of audio or audiovisual communication of a number of Directors the Board being not less than the quorum, shall be deemed to constitute a meeting of the Board and all the provisions in these Articles as to meetings of the Board shall apply to such meetings. For the purposes of such meetings:
 - (i) Each of the Directors taking part in the meeting must be able to hear each of the other Directors taking part.
 - (ii) A Director may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the Chairperson of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid.
 - (iii) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.
61. The quorum necessary for the transaction of the business of the Board, shall be fixed by the Board, and unless so fixed shall be six.

62. The Board may act notwithstanding any vacancy in its number, but, if and so long as its number is reduced below the number fixed or pursuant to the Articles of MS Ireland as the necessary quorum of Directors, the Board may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of MS Ireland, but for no other purpose.
63. The Chairperson shall act as Chairperson of all meetings and in the event of his absence, the Deputy Chairperson shall act as Chairperson of the meeting, and if any of the aforementioned are not present within 15 minutes of the appointed time for holding same, the Directors present may choose one of their number present to be Chairperson of the meeting.
64. The Board shall cause to be created Branches of MS Ireland and shall regulate such Branches in accordance with the provisions of these Articles and under bye-laws as may be made in that regard from time to time.
65. The Board shall nominate or appoint MS Ireland representatives to national and international bodies where necessary.
66. The Board may delegate any of its powers to committees consisting of such persons as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any bye-laws or regulations that may be imposed on it by the Board.
67. The Board shall select the Chairperson of all committees. If no such Chairperson is selected or, if at any meeting the Chairperson is not present within 10 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of that meeting.
68. A 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.
69. All acts done by any meeting of the Board or of any committee or by any person acting as a Director shall, notwithstanding that it was afterwards discovered that there was some defect in the appointment of such member or person as acting aforesaid, or that they or any of them were disqualified, be as valid as if such persons had been appointed and were qualified to be Directors.
70.
 - (1) A resolution in writing, signed by all Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid as if it had been passed by a meeting of the Board duly convened and held, otherwise a minimum of seven clear days' notice must be given in writing of the holding of a meeting of the Board.
 - (2) A resolution in writing, signed by all the Members of a committee duly constituted in accordance with Article 66 hereof, shall be as valid as if it had been passed by the relevant committee duly convened and held.

SECRETARY

71. Subject to the Act, the Secretary shall be appointed by the Board for such term remuneration and upon such conditions as the Board deem fit, and any Secretary so appointed may be removed by the Board.
72. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and by the Secretary shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, the Secretary.

THE SEAL

73. The Board shall provide for the safe custody of the Seal, which shall only be used upon the authority of the Board (or of a committee authorised by the Board on their behalf) and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by any other person appointed by the Board for that purpose.

RECORDS AND ACCOUNTS

74. The Directors shall cause to be kept such books of accounts as are necessary to comply with the provisions of the Act and the Charities Act 2009. Proper books of account 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 MS Ireland's affairs and explain its transactions.
75. The books of account shall be kept at the Office or subject to the provisions of the Act and in particular section 283 of the Act at such other place or places as the Directors think fit, and shall be open to the inspection of the Directors at all reasonable times.
76. The Directors shall from time to time determine whether and if so to what extent and at what times and places and under what conditions or regulations the accounts and books of MS Ireland or any of them shall be open to the inspection of members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of MS Ireland except as conferred by statute or authorised by the Directors or by MS Ireland in general meeting.
77. The Directors shall in accordance with the provisions of the Act cause to be prepared and to be laid before the annual general meeting of MS Ireland such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary.
78. A copy of every balance sheet and profit and loss account which is to be laid before the annual general meeting of MS Ireland (including every document required by law to be appended thereto) together with a copy of every report of the Auditors relating thereto and the Directors' report shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, MS Ireland and to every other person who is entitled to receive notices from MS Ireland under the provisions of the Act or of these Articles.

AUDIT

79. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

80.

(1) A notice required or authorised to be served on or given to a member of MS Ireland pursuant to a provision of the Act or this constitution shall be in writing and may be served on or given to the Member in one of the following ways:

- (a) by delivering it to the Member;
- (b) by leaving it at the registered address of the Member;
- (c) by sending it by post in a prepaid letter to the registered address of the Member; or
- (d) by electronic means; and

each of the Members of MS Ireland hereby consents to the use of electronic means in the form of email to serve or give notices in relation to them and further agrees that any email address provided by a Member to MS Ireland is an email address to which notices or other documents sent by electronic means may be served or given.

(2) Any notice served or given in accordance with Article 80 (1) shall be deemed, in the absence of any agreement to the contrary between MS Ireland (or, as the case may be, the officer of it) and the Member, to have been served or given:

- (a) in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
- (b) in the case of its being left, at the time that it is left;
- (c) in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after dispatch and in the case of its being posted (to such an address)— -
 - (i) on a Friday — 72 hours after dispatch; or
 - (ii) on a Saturday or Sunday — 48 hours after dispatch;

but this Article is without prejudice to section 181(3) of the Act.

81. Sending statutory financial statements to Members

(1) Each of the Members hereby agree and consent that copies of the documents referred to in section 338(2) of the Act, are to be treated, for the purposes of section 338 of the Act, as sent to a person where:

- (a) MS Ireland and that person have agreed to his or her having access to the documents on a website (instead of their being sent to him or her);
 - (b) the documents are documents to which that agreement applies; and
 - (c) that person is notified, in a manner for the time being agreed for the purpose between him or her and MS Ireland, of -
 - (i) the publication of the documents on a website,
 - (ii) the address of that website, and
 - (iii) the place on that website where the documents may be accessed, and how they may be accessed.
- (2) Documents treated in accordance with Regulation 81(1) as sent to any person are to be treated as sent to him or her not less than 21 days before the date of a meeting if, and only if:
- (a) the documents are published on the website throughout a period beginning at least 21 days before the date of the meeting and ending with the conclusion of the meeting; and
 - (b) the notification given for the purposes of paragraph (c) of Regulation 81 (1) (c) is given not less than 21 days before the date of the meeting.
- (3) Any obligation by virtue of Section 339 (1) or (2) of the Act to furnish a person with a document may, unless MS Ireland's constitution provides otherwise, be complied with by using electronic communications for sending that document to such address as may for the time being be notified to MS Ireland by that person for that purpose.

82. Notice of every general meeting shall be given in any manner herein before authorised to: -

- (1) Every Member,
- (2) The auditor of MS Ireland.

INDEMNITY

83. Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director shall be indemnified out of the assets of MS Ireland in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Act and the Charities Act 2009; and every other officer of MS Ireland may be indemnified out of the assets of MS Ireland in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Act and the Charities Act 2009.

WINDING UP

84. The provisions of Clause 9 of the Memorandum of Association relating to the winding up or the dissolution of MS Ireland shall have effect and be observed as if the same were repeated in full in the Articles.

ALTERATIONS, ADDITIONS AND AMENDMENTS

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

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