

## **Companies Acts 2014**

### **Company Limited by Guarantee and Not Having a Share Capital**

## **Articles of Association of Addiction Counsellors of Ireland Company Limited by Guarantee**

### **Preliminary and Definitions.**

1. The “optional provisions” (as that term is defined by s.1177 of the Act) shall apply to the constitution of the company save to the extent that they are disappplied, modified or supplemented by these articles.
2. In these Articles:-
  - a) ‘Act’ means the Companies Act 2014.
  - b) ‘Associate’ means a person, corporate body or individual who supports the aims of the Company financially or otherwise or by association in allowing their name and/or public profile be used to promote the Company or adheres to the principles and aims of the Company. It is an honorary term or office only and does not confer any voting rights on the holder(s) of same.
  - c) ‘Board’ means the Board of Directors of the Company.
  - d) ‘Chairperson’ means the Chairperson of the Board.
  - e) ‘Company’ means Addiction Counsellors of Ireland (Company Limited by Guarantee).
  - f) ‘Executive’ means the Chairperson, Vice-Chair, Secretary and Treasurer.
  - g) ‘Member’ means Accredited Member and/or Pre-Accredited Member.
  - h) ‘Secretary’ means the person appointed to perform the duties of the company secretary of the Company.
  - i) ‘Treasurer’ means the Treasurer of the Board.
  - j) ‘Vice Chair’ means the Vice Chairperson of the Board.
  - k) Any reference to the singular includes a reference to the plural and vice versa and reference to the masculine includes a reference feminine and vice versa and “any time” includes from time to time.

### **Membership.**

- 3.1. The number of members with which the Company proposes to be registered is 10,000 but the Board may from time to time, subject to these Articles of Association, register an increase of members.
- 3.2. “The company shall have five classes of Members:

1. Associate Membership
  2. Pre-Accredited Membership
  3. Accredited Membership/Inactive Accredited Membership.
  4. Clinical Supervisor Membership
  5. Honourary Membership
- 3.3. An Associate is entitled to receive notice of and attend at any general meeting of the Company. For the avoidance of doubt, Associates shall not be entitled to vote thereat and shall not be eligible for membership of the Board, **but shall be eligible in compliance with Article 6.1 to be appointed to the Board for their recognised, determined skill sets which at the time of their appointment is a necessary requirement to the better furtherance of the aims and purposes of the Association and in the opinion of the Board, beneficial to the members. Under these circumstances they shall be eligible to attend and vote at Board meetings.**

Section 1206 of the shall be modified accordingly

- 3.4 Honourary Membership  
“At the discretion of the Board of Addiction Counsellors of Ireland, having been advised by a committee scrutinising nominations, the Board may in its wisdom and by two thirds majority in an open vote confer honorary membership for life on a person or persons, deemed to have actively supported either directly or indirectly and contributed to the furtherance of the aims of the Association. Such person(s) shall be entitled to receive notice of and attend at any general meeting of the company. They will be allowed address the meeting, but for the avoidance of doubt, Honourary Member(s) shall not be entitled to vote thereat and shall not be eligible for membership of the Board, except where they may be an active Pre accredited or accredited member. Honourary Members will not represent themselves as an accredited practicing member of Addiction Counsellors of Ireland, except where they are Accredited.”
- 3.5. Accredited Membership, Pre-Accredited Membership and Associate Membership of the Company shall be at the discretion of the Board, who may from time to time accept or refuse, limit, or restrict Accredited Membership, Pre-Accredited Membership and/or Associate Membership.
- 3.6. The Secretary shall notify the successful applicants for Accredited Membership, Pre-Accredited Membership and Associate Membership in writing, as soon as practical after the meeting of the Board at which such membership was accepted.
- 3.7 All newly Accredited Members shall sign the consent to the guarantee set out in the Memorandum of the Company as soon as possible thereafter (no later than 30 days of having been accepted as an Accredited Member. Failing which the membership shall automatically lapse).
- 3.8 All Members shall comply with the provisions of both the Memorandum and Articles of Association of the Company and any other requirements specified time to time by the Board.

- 3.9 The Secretary shall maintain a Register of Accredited Members, Pre- Accredited Members and Associates of the Company.
- 3.10 Accredited Members, Pre-Accredited Members and Associates may, upon fulfilling certain criteria as set down by the Board from time to time, register Membership with the Company (as is required for annual subscriptions).
- 3.11 Accredited Members, Pre-Accredited Members and Associates shall pay the appropriate fee, as prescribed by the Board from time to time, on application for membership and/or registration.
- 3.12 Accredited membership, Pre-Accredited membership or Associate membership of the Company shall cease upon:
- i) An Accredited Member, Pre-Accredited Member or Associate sending a signed notice of cessation to the Secretary at the Registered Office of the Company and upon receiving acceptance of such cessation by the Board.
  - ii) The death of an Accredited Member, Pre-Accredited Member or Associate.
  - iii) Any registered person (Accredited Member, Pre-Accredited Member or Associate) refusing or wilfully neglecting to abide by the provisions of the Memorandum and Articles of Association of the Company, or such other internal regulations, or rules adopted by the Board, including the Code of Ethics as set by the Board from time to time.
  - iv) Service of Membership (Accredited, Pre-Accredited or Associate) removal procedures as set out herein, by the Board for the reasons set out in these Articles of Association, or whatever reason(s) that the Board thinks fit as being in the best interests of the Company.
  - v) The bankruptcy of any registered person (Accredited Member, Pre-Accredited Member or Associate) or in the case of a company or corporation, upon the passing of a resolution for winding up, or if the company or corporation becomes the subject of an order of the Courts for winding up.
  - vi) Where applicable, subscription amounts being due and payable and in arrears for such periods as may from time to time be set by the Board as being just cause for cessation of membership.
  - vii) Where an Accredited Member, Pre-Accredited Member or Associate is convicted of fraud or crimes by any Court of Law or is guilty of conduct which in the opinion of the Board is injurious to the character and interests of the Company or any of its members.
- 3.13 The Board shall have the right, at its discretion, by a majority decision of the Board to cancel or suspend Accredited and Pre-accredited Membership upon serving 21 days' notice in writing of such cessation or suspension upon an Accredited and/or Pre-accredited member at his address entered in the Company's Register and such cessation, suspension or cancellation of Accredited and/or Pre-accredited Membership shall be effective from the conclusion of the said notice period.
- 3.14 Where an Associate brings the Company, or is deemed to have brought the Company into disrepute, the Board, at its discretion, may cancel or suspend the Associate.

### **Board of Directors**

4. The general management of the affairs of the Company shall be vested in the Board, who shall perform all such acts as may be deemed necessary or expedient to further the objects of the Company. The Board shall have power to manage and control the affairs of the Company in all matters as provided by the Act.
5. Unless and until the Company in general meeting shall otherwise determine the Board shall consist of the Executive (as defined herein) and such number of ordinary members of the Board as shall be determined from time to time by election by the Board or the Members in general meeting, so however, that the total number of members of the Board, which shall include the Executive, be at least two and shall not exceed at any time thirteen in number.
- 6.1 The Board may from time to time and at any time appoint a maximum of 3 persons (“Appointees”) with recognised, determined skills, which in the opinion of the Board would advance the aims of the Company by having the Appointees as members/directors of the Board.
- 6.2 The Appointees be appointed upon agreement of a two-third majority of the Board at such meeting of the Board.
- 6.3 Only 3 such appointees may serve on the Board at any one time.
- 6.4 The Appointee may not serve as a member of the Executive.
- 6.5 The Board may terminate the appointment of the Appointee at any time upon agreement of a two-thirds majority of the Board at such meeting of the Board.
- 6.6 The Appointee shall not receive any emolument, pension or salary in relation to his/her position on the Board. For the avoidance of doubt, clause 5.1 of the Memorandum of the Company (relating to expenses) herein applies mutatis mutandis.
- 6.7 The Appointee may attend any General Meeting of the Company convened during their tenure and shall have a right to speak but cannot vote unless he/she is a member of the Company and is acting in that capacity when voting.
- 6.8 The appointment at the Appointee shall automatically terminate upon the annual anniversary of his/her appointment and he/she can be reappointed for a further year (subject to the terms of Article 6 herein) upon a two-thirds majority of the Board at such meeting of the Board.

Section 144(3)(c) of the Act shall be modified accordingly

7. Meetings of the Board shall be held in the State. Meetings shall be in accordance with previously issued agendas. Each Board member shall be entitled to at least seven days’ (which may include days forming a weekend) notice in writing for Board meetings.

8. A meeting of the Board, other than the monthly meeting or a meeting arranged at said monthly meeting, may be called by the Secretary on presentation to him of a written request signed by at least five members of the Board. However, seven days' notice must be given to all Board members.

Section 160 of the Act is amended accordingly

9. A meeting of the Board may be convened on forty-eight hours' notice in circumstances which the Chairperson in his absolute discretion deems to be of an urgent nature and requiring the prompt and immediate attention of the Board.
- 10.1 Subject as may be otherwise provided herein, the term of office for Directors shall be 3 years.
- 10.2 Where a member of the Board resigns their position from the Board during the lifetime of the three-year term on the Board, they will not be eligible to be re-elected for the remaining duration of the three-year life cycle of the said Board.
- 10.3 Upon completion of a 3-year term, a Director may, on proposal and being seconded by two Accredited Members of the Company at general meeting, be offered to the Members for re-election to the Board.
- 10.4 Where a Director has served as an Executive Officer of the Board for three consecutive years, s/he if re-elected as per 10.3 above, may not be re-appointed to the Executive of the Board of the Company for at least one year unless the said appointment is approved by a 2/3<sup>rd</sup> majority of the complete Board voting on said appointment. The ballot shall be by secret vote, each ballot paper shall be counted by an agreed designated person, whom may be if available, the CEO, or the pre-accredited member. On completion of the count the votes will be immediately placed in a sealed envelope, signed by the person counting them, including date, time, place and number of votes contained therein, and then handed to the Chairperson for transfer to the company auditors, who will retain them for a period of two years.
  - (i) No person shall serve as a Board member of the Company for any consecutive period in excess of six years. However, they may continue to serve on sub-committees or other forum. After a lapse of three years absence from the Board they may present again for election to the Board for a further two terms of office. Following completion of this they will not be eligible to return to the Board.

Section 1196 of the Act shall not apply

- 10.5 Any Accredited Member may nominate another Accredited Member to be appointed as a member of the Board when this nomination is seconded by a third Accredited member.
- 10.6 The Pre-Accredited Members shall be entitled to elect one member to the Board to represent their class of membership at the Annual General Meeting (the "Pre-Accredited Director"). The Pre-

Accredited Director shall have a voting right at Board level but shall not serve on the executive. The term of office for elected representatives for Pre-Accredited Directors is three years.

Section 144(4) of the Act shall not apply

- 10.7 All nominations for new members of the Board must be submitted in writing using the prescribed nomination form 21 days prior to the relevant Annual General Meeting at which the nominations will be voted on accordingly and s.144(4) of the Act is amended accordingly. Pre-Accredited Members may vote on the election as directors of the Company of Accredited Members who are nominated in accordance with article 10.4 and Accredited Members may vote in the election of the Pre-Accredited Director.
- 10.8 After the Annual General Meeting, the Board may appoint up to three persons to be members of the board to fill casual vacancy or as an addition to the existing members of the board upon such appointments being approved by at least two thirds of the directors of the Company and s.144 of the Act is amended accordingly.
- 10.9 At each Annual General Meeting those members who have served 3 years on the Board must retire and may on proposal and seconding by two members of the Board stand for re-election.

Section 1196 of the Act shall not apply

11. The Board will meet at least 10 times each year. The date, venue Constitution and time of the first meeting will be agreed at the first business meeting after the General Meeting. Agenda for every Board meeting thereafter will be determined at each preceding meeting of the Board.
- 11.1 “Board members are required to attend a minimum of eight full meetings per annum, out of the minimum ten required for the proper business and functioning of the Board. In the event of being unable to attend a meeting notice is to be sent to the Company Secretary and the Office at least 48hours in advance. Should a Board member miss two consecutive meetings an explanation will be required, and their position reviewed by the Board. The foregoing does not apply to events of a *'force majeure'* nature. “
- 11.2 No Board member may use or promote their membership of the Board for the purpose of promotional or pecuniary gain without the consent and approval of the Board.
12. No business shall be transacted at any meeting of the Board unless a quorum of 4 Board members is present when the meeting begins.

Section 160(6) of the Act shall not apply

13. If neither the Chairperson nor the Vice Chair is present at any meeting of the Board the members of the Board present shall choose one of their members to be Chair of that meeting.

14. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member of the Board, shall not invalidate the proceedings of any meeting of the Board.
15. In accordance with s.193 of the Act, a resolution in writing signed by all members of a company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the company duly convened and held and, if described as a special resolution shall be deemed as a special resolution within the meaning of the Act. A resolution passed in accordance with this article may consist of several documents in like form each signed by one or more members and delivered to the Company with such delivery being able to be effected by electronic mail or the use of a facsimile machine with the original document to follow in due course. A resolution passed in accordance with subsection (1) shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.
16. Questions arising at any meetings of the Board shall be decided by a majority of votes and where there is an equality of votes, the Chairperson shall have a second or casting vote. However, a member of the Board may not vote in respect of any contract in which the member is interested or of any matter arising there from. The member shall declare such interest prior to the vote being taken and shall decline to vote.
- 17.1 The Board shall elect a Chairperson, Secretary, Vice-Chair and Treasurer of the Board at its first business meeting after the Annual General Meeting.
- 17.2 The first business meeting shall be chaired by the Pre-Accredited Member on the Board until the election of a Chairperson.
- 17.3 The Chairperson shall be elected, first, on the proposal and seconding by two members of the Board, by secret ballot. The election of the Chairperson shall be overseen by the Pre-Accredited Members on the Board. They shall distribute, collect, count the votes and announce the name of the Board member elected.
- 17.4 Upon election the Chairperson shall preside over the remainder of the meeting.

### **Committees**

18. The Board may from time-to-time delegate any of their powers to Committees consisting of such member or members of the Board, as the Board deems appropriate. Any Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board.
19. Such committees shall:
  - a) Consist of any other committee which the Board deems necessary to fulfil its obligations whether statutory or as a result of the Articles of Association of the Company.



- b) Comprise of at least 3 members and be governed by the dictates and policies of the Board.
- c) Each committee shall be chaired by a Member of the Board, but in relation to the Complaints and Appeals Committees where appropriate, at the discretion of the Board an external Chairperson may in the best interests of the Association be appointed. Such appointed Chairperson may be a former Board member or have legal expertise.
- d) Report to the Board with recommended actions for discussion and action by the Board.

21. **The Complaints Committee**

Addiction Counsellors of Ireland CLG Complaints Policy and Procedures Document will be included in the Charities Governance Code documentation as part of the Charities Regulatory Authority requirements for compliance.

**General Meetings**

22. The requirements as regards notice, voting, adjournment and related matters set out in the Act, shall apply in regard to meetings of the Members of the Company.
23. (a) No business shall be transacted at any meeting of Members of the Company unless a quorum of members is present when the meeting proceeds to business; save as otherwise provided herein, the quorum shall be such number as is equivalent to 10% of the Accredited Membership of the Company on the day preceding the Annual General Meeting in the current year.
- (b) Any Accredited Member who cannot attend a general meeting of the Company may nominate another Accredited Member or director of the Company as his or her proxy to attend and vote instead of him or her in accordance with s.183 of the Act. The instrument of proxy shall be deposited at the registered office of the Company concerned or at such other place within the state as specified for that purpose in the notice convening the meeting and shall be so deposited not later than 48 hours prior to the general meeting of the Company. The depositing of the instrument of proxy, rather than its being affected by sending or delivering the instrument, may also be effected by communicating the instrument to the Company by electronic means to the Company Secretary 48 hours prior to the general meeting.
- (c) The Instrument of Proxy shall be in the form set out under s.184 of the Companies Act or a form as near to it as circumstances permit.

Section 182(2) of the Act is amended accordingly

**Profits, Dividends and Reserves**

24. The Company is a non-profit making organization and the income and property of the Company, shall be applied solely towards the promotion of its main objects as set forth in the Memorandum



of the Company. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing herein shall prevent the payment in good faith by the Company of:

- a) Reasonable and proper remuneration to any officer or servant of the Company (not being a Director) for any services rendered to the Company.
- b) Interest at a rate not exceeding 5% per annum on money lent by Directors, or Members of the Company to the Company.
- c) Reasonable and proper rent for premises demised and let by any Member of the Company to the Company.
- d) Reasonable and proper out-of-pocket expenses incurred in connection with their attendance to any matter affecting the Company.
- e) Fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued Capital of such Company.

#### **Winding Up**

25. 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 be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 of the Memorandum hereof of the Company, such institution or institutions to be determined by the members of the Board at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

#### **Books and Records and Accounts**

26. In accordance with s.166 of the Act the Board and its committees shall keep and maintain records of all business transacted at meetings, and all minute books shall be retained as permanent records and shall be the property of the Company. Records of all receipts and payments, purchases and sales received or made on behalf of the Company shall be retained for at least 6 years.
27. The Company shall keep or cause to keep adequate accounting records in accordance with Chapter 2 of Part 6 of the Act. The books of the Company shall be audited annually to the financial year end of the Company, by a qualified accountant (not being a member of the Company, the Board or any committee) who shall certify that he has received all the information and explanations which he has considered necessary for his audit and that the accounts prepared by him are correct in accordance therewith.

28. The books of account, including electronically stored data, shall be kept at the registered office of the Company or such other place as the Board shall think fit, and shall be available for inspection to any member of the Board at any reasonable time.
29. Annual Audited Accounts shall be kept and made available to the Revenue Commissioners on request.

#### **Alterations**

30. No addition, alteration or amendments of any kind shall be made to or in the provisions of the Memorandum or Articles of Association of the Company for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

#### **Indemnity**

31. Each Member of the Board, or any committee, and any officer or servant of the Company shall be indemnified against all claims, damages, costs or expenses which he may incur or become liable to pay by reason of any act or thing done by or to him in the proper discharge of his duties to the Company, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority over all other claims.