

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

IRISH ASSOCIATION OF YOUTH ORCHESTRAS
COMPANY LIMITED BY GUARANTEE

(as amended by Special Resolution on 7th day of October 2018)

Memorandum of Association

1. The name of the Company is: IRISH ASSOCIATION OF YOUTH ORCHESTRAS COMPANY LIMITED BY GUARANTEE
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014
3. The main object for which the Company is established is to promote interest in and foster the development of Youth Orchestras in Ireland by the following means:
 - (i) Encouraging co-operation between all organisations and groups involved in the development of Youth Orchestras.
 - (ii) Creating a network for advice and information in relation to Youth Orchestras.
 - (iii) Fostering excellence in the Youth Orchestra movement by facilitating training courses for Conductors, Teachers and Students, access to libraries of music and sharing of unusual instruments, and by offering performance opportunities
 - (iv) Acting as a forum with an All-Ireland and International dimension for all those involved in Youth Orchestras.
 - (v) Presenting excellence in the Youth Orchestra movement to a wider public through Youth Orchestra Festivals
4. Powers. The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object.
 - (i) To provide for the delivery and holding of lectures, concerts, performances, workshops, public meetings, classes and conferences calculated directly or indirectly to advance the Youth Orchestra movement.

- (ii) To establish scholarships, exhibitions and bursaries to be competed for or awarded to Orchestras or individuals, and for this purpose to set aside special funds in the names of Directors or otherwise to provide for and guarantee the payment of such scholarships, exhibitions or bursaries.
- (iii) To purchase, take on, lease or exchange, hire or otherwise acquire, any real or personal property, and any rights or privileges which the Company may think necessary or convenient or capable of being advantageously dealt with in connection with any of the Company's property or rights for the time being, and in particular any land, buildings, easements, furniture and apparatus.
- (iv) To acquire and undertake the whole or any part of the business, goodwill, property and assets of any charitable body or persons carrying on or proposing to carry on any business which this Company is authorised to carry on, or possessing property suitable for the purposes of this Company and as part of the consideration for such acquisition to undertake all or any of the liabilities of such charitable body or persons.
- (v) To amalgamate with any Companies, Trusts institutions, societies or associations having main objects the same as those of this Company.
- (vi) To accept gifts or bequests of, and to hold land or other property including money on trust connected with the main object of the Company and to fulfill such trusts and to accept subscriptions and donations and apply the same generally for the purpose of the Company.
- (vii) To enter into any arrangement or contract with any authority,(municipal, local or otherwise, or any corporation, company, or person, that is within the Company's main object, and to obtain from any such authority, corporation, company or person, any rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (viii) To enter into any arrangement with any Government or local or other authority that is within the Company's main object and to obtain from any such Government or Authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, and to exercise and comply with the same.
- (ix) To promote and form any Trust or Trusts for the main object mentioned herein, and to take or otherwise acquire and hold an interest in any such Trust or Trusts and to subsidise or otherwise assist any such Trust or Trusts.
- (x) To borrow or raise or secure the payment of money by mortgage or in such manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present or future, and collaterally or further to secure any securities of the Company by a Mortgage Deed or other assurance.

- (xi) To receive money on loan.
- (xii) To draw, make, accept, endorse, discount, negotiate and execute, cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (xiii) To invest the moneys of the Company not immediately required upon such securities as may from time to time be determined. Prior permission to be obtained from the Revenue where it is intended to accumulate funds for a period in excess of two (2) years.
- (xiv) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of or otherwise deal with all or any part of the property and rights of the company.
- (xv) To provide for the remuneration of its employees or agents as is appropriate and to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme and provided that such occupational pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

5. The liability of the members is limited.

6. The income and property of the body shall be applied solely towards the promotion of main object(s) as set forth in this Constitution. No portion of the body's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by Way of profit to members of the body. No charity trustee shall be appointed to any office of the body paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the body. However, nothing shall prevent any payment in good faith by the body of:

- (a) reasonable and proper remuneration to any member or servant of the body (not being a charity trustee) for any services rendered to the body;
- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by charity trustees or other members of the body to the body;
- (c) reasonable and proper rent for premises demised and let by any member of the body (including any charity trustee) to the body;
- (d) reasonable and proper out-of-pocket expenses incurred by any charity trustee in Connection with their attendance to any matter affecting the body;

- (e) fees, remuneration or other benefit in money or money's Worth to any Body of which a charity trustee may be a member holding not more than one hundredth part of the issued capital of such Body;
 - (f) Payment by the body 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).
7. If upon the winding up or dissolution of the body there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the body. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the body. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the body under or by virtue of the Income and Property Clause. Members of the body shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.
 8. Every Member of the Company undertakes to contribute to the Assets of the Company in the event of its being wound up while he or she is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one euro (€1.00).
 9. The organisation must ensure that the Charities Regulator has a copy of its most recent governing instrument. If it is proposed to make an amendment to the Governing Instrument of the organisation which requires the prior approval of the Charities Regulator, advance notice in Writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
 10. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

Articles of Association

1. In these Articles:-

“The Act” means the Companies Act 2014.

“The Directors” means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever names called;

“Secretary” means any person appointed to perform the duties of the Secretary of the Company.

Unless the contrary intention appears words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

2. The number of members with which the company proposes to be registered is 7, but the Directors may from time to time register an increase of members.
- 3.1. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be full members of the Company.
- 3.2 Any organisation or person with an interest youth orchestras, youth music and young people who subscribes to the aims, but does not represent a youth orchestra, may be an Associate Member. Associate Members have no voting rights.
4. The Directors shall not be entitled to remuneration for their services, but may be paid or repaid all travelling and hotel expenses incurred by them respectively in or about the performances of their duties as Directors when sanctioned by the Directors.
- 5.0. **General Meeting**
- 5.1. The Company shall in the month of September or October in each year hold a General Meeting as its Annual General Meeting and at least two clear weeks’ notice in writing shall be given to all members prior to holding of the Annual General Meeting.
- 5.2. The Chairperson shall report to the Annual General Meeting on the Company’s activities in the preceding year, and on the Board’s future plans for the Company.
- 5.3. The Honorary Treasurer shall produce to the Annual General Meeting a full and accurate written statement of the Company’s financial position.
- 5.4. Extraordinary General Meetings may be convened by the Directors whenever they think fit on giving two weeks clear notice in writing to members which notice shall state the general nature of the business to be conducted at the meetings.

6.0. **President and Vice-Presidents**

- 6.1. The Company shall have a President who shall be elected at the Annual General Meeting for a term of 7 years.
- 6.2. The Company may optionally have a Vice-President who shall be elected at the Annual General Meeting for a term of 7 years.

7.0. **Board and Directors**

- 7.1. The Company shall have a Board consisting of a minimum of 7 Directors. In appointing Directors the Company shall use reasonable endeavours to reflect the geographical spread of the members of the company.
- 7.2. Subject to sub-clauses 7.3. and 7.4, the Directors shall be elected by the members at the Annual General Meeting. Each Director shall be elected for a three year term at the expiry of which he or she may be re-elected for a further three year term. Where a Director has served for two consecutive three-year terms, he or she may not be re-elected as a Director until after an interval of one year. The Chairperson is elected for a term of up to five years and remains a Director of the Company for that time to the extent that this may extend beyond their second three-year term as a Director.
- 7.3. Any Director may from time to time appoint any person who is approved by the majority of the Directors to be an alternate or substitute Director. The appointee, while he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director, and shall not be entitled to be remunerated otherwise than out of the remuneration of the Director appointing him. Any appointment so made may be revoked at any time by the Appointer, or by a majority of the other Directors or by the Company in General Meeting. Revocation by an Appointer shall be effected by notice in writing to be given by the Appointer to the Directors.
- 7.4. The Directors may from time to time by majority decision co-opt any person to the Board, and the person so co-opted shall be entitled to notice of meetings of the Board and to attend and vote thereat as a Director until the next Annual General Meeting.
- 7.5. The Company shall have the following officers who shall be elected from among the Directors annually at the Annual General Meeting.
 - (i) The Chairperson
 - (ii) The Vice-Chairperson
 - (iii) The Honorary TreasurerIt is required, where possible, that a Director should have served at least one year in that position before he or she may be elected to the position of Chairperson.
- 7.6. In the case of a vacancy in the office of Chairperson, the Chair shall be taken by such other officer to be chosen by the Directors. In the case of a vacancy in any other office, the Directors shall co-opt a member of the Company to that vacancy.

- 7.7. The Board shall conduct the affairs of the Company, manage the Company's funds and assets and promote the aims of the Company. The Board shall be responsible to the Annual General Meeting of the Company.
- 7.8. The Board shall meet every two months during the period September to June.
- 7.9. The Board shall propose at the Annual General Meeting the annual membership fee of the Company. It shall also decide on the timing of the payment of the fees.
- 7.10. The Board may draw up rules for the operation and administration of the company for approval at an Annual General Meeting or Extraordinary General Meeting.

8. **Voting**

The following person shall be entitled to vote at General Meetings:-

- (i) One delegate from every full member which has paid a membership fee to the company;
- (ii) The Directors

9. **Accounts**

Annual Accounts shall be maintained by the Company, and these accounts shall be made available for inspection by the Revenue Commissioners at their request.

10. No alteration or amendment to the Memorandum of Association of the Company or to these Articles shall be made without prior consultation with the Revenue Commissioners.
11. The regulations contained in the Companies Act 2014 shall apply to the Company and, together with the regulations hereinbefore contained, shall constitute the regulations of the Company save in so far as they are hereby varied or excluded.

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