

CONSTITUTION
of
AMEN Support Services
Company Limited by Guarantee
[CLG]

Company Registration Number: 489263

Charity Registration Number: CHY 13025

1. The name of the company is: (no abbreviations allowed until after the conversion is registered)
2. The company is a company limited by guarantee, registered under *Part 18* of the *Companies Act 2014*
3. (From your original Memo & Arts) The Object for which the company is established is to run and organise support and counselling services for males that have suffered abuse of all kinds
4. The liability of the members is limited.
5. Every member of the company undertakes to contribute to the assets of the company, if the company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for—
 - (a) the 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
 - (b) the adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding €1.

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1 Introduction

History of the governance of AMEN

Initially AMEN Support Service CLG (herein after AMEN) was a voluntary unincorporated association governed by a voluntary committee known as the National Executive Committee, NEC. The organisation was and continues to be a registered charity with the Revenue Commissioners. At this time Amen was governed by a Constitution outlining the aims of the organisation.

The organisation incorporated on the 20th of September, 2010 and became known as AMEN Support Services Limited, a private company limited by guarantee. The objects of the company were set out in the Memorandum and Articles of Association.

The organisation continued to be governed by the National Executive Committee. Two members of the NEC became company directors, the secretary of the NEC also became the company secretary and an external auditor (chartered accountant) was appointed. At this point Amen had both a Constitution and Memorandum and Articles of Association guiding our governance and work. Over time the constitution did not fully reflect our governance and became obsolete. This in turn led to development of our various governance and procedural policies documents.

In or around November 2014, the National Executive Committee re-structured and became The Board of Trustees focusing more on matters of corporate governance rather than operations. The Board moved to bi-monthly meetings and the operational work of the Board of Trustees was delegated to three sub-committees: the Legal and HR Subcommittee, the Finance Subcommittee and the PR and Marketing Subcommittee. (Appendix 2)

The subcommittees meet as required and report to the Board of Trustees at the Board's regular meetings.

Legislative Changes

Part 18 of the 2014 Companies Act implemented a number of changes in the way incorporated charities organised themselves. A new type of company was created which was specifically aimed at the charitable and voluntary sector – the CLG or Company Limited by Guarantee not having a share capital.

As of the 1st June, 2015, Amen Support Services Limited became AMEN Support Services Company Limited by Guarantee. Under legislation we are required to submit one overarching complete governance document to the Registrar of Companies, the Constitution, rather than having a Constitution and Memorandum and Articles of Association.

The changes bring our governance up to date for compliance and submission to the Charities Regulatory Authority (CRA), the Revenue Commissioners (Revenue), Companies Registration Office and the Governance Code (www.governancecode.ie).

During the process of drawing up this Constitution and in line with governance best practice, the Board of Trustees changed to a Board of Directors with a minimum of seven people all of whom are company directors. The remaining non company directors are General Members of Amen – supporting the organisation – with voting rights at the AGM and not attending the Board of Directors meetings.

In the following sections of the Constitution you will read in more detail how we conduct ourselves; namely our corporate responsibilities, along with the overarching structure and principles of our organisation. The Constitution should be read in conjunction with the attached policies that support our governance procedures. (Appendix 3)

2 Preliminary

2.1 Name of the company

AMEN Support Services Company Limited by Guarantee (hereinafter “AMEN”).

2.2 Type of company

AMEN is a not-for-profit public company limited by guarantee and a charity.

2.3 Limited liability of members

AMEN and its Board of Directors shall not accept responsibility for actions taken by, statements made on behalf of, or debts incurred by any individual or groups claiming to be acting on behalf of AMEN, unless these are consistent with the procedures laid down in this constitution and have specific authorisation of the Board of Directors.

The Board of Directors shall have the power, on a majority vote, to suspend a member or to cancel the membership of any member, who acts in a manner such as to bring the company into disrepute or dilute its principles, or acts in a manner contrary to AMEN objectives as set out in the constitution.

Structure of the board:

The Board of Directors is comprised of no more than thirteen and no less than seven members. The necessary roles of Chairperson, Company Secretary, and Treasurer will be filled by members of the Board of Directors. .

3 Charitable purposes and powers

AMEN is a non-profit organisation and registered charity. AMEN is committed to the highest standard of ethical and efficient service delivery, promoting the empowerment, dignity and equality of male victims of domestic abuse through.

AMEN is a limited company with no share capital and is governed by this constitution, the Governance Code, TUSLA (formally the HSE) and An COSC. For practical purposes and efficient running of the company the company, the work of the Board of Directors is carried out bi-monthly.

3.1 Our mission:

“is to promote increased awareness; understanding among the wider public of the issues surrounding domestic abuse and to collaborate with statutory and non-statutory bodies to advance our aims and the needs of our clients”.

3.2 Objectives

AMEN’s “primary agenda as an organisation is to provide support and information to male victims of domestic abuse while campaigning for greater recognition and support services for male victims from political and statutory bodies” in the following ways:

- To provide a support and information service to male victims of domestic abuse empowering men to address their own difficulties, improving the quality of their lives, articulating their experience and pain in confidence.
- To provide an efficient high quality standard helpline support and information service to male victims of domestic abuse.
- To support all family members, for the benefit of the community and society as a whole, in understanding that men can be victims too.
- To identify the extent, nature and consequences of spousal abuse.
- To determine what resources exist for male victims of domestic abuse and raise the awareness of members of the public, politicians, teachers, the medical profession, social workers and mediators, members of the legal profession, the judiciary and the media.
- Advocating for increased involvement of trained personnel with appropriate education, training and skills, advancing the process of mediation and consensus-

building towards agreed solutions, in the event of broken relationships because of domestic violence.

- To promote research and education into the effects of domestic abuse on the family unit. To seek State funding for the operation of the helpline and service as a whole...
- To protect the welfare of children in line with Children's First (Amendment Act 2015), the Tusla guidelines and our own Child Protection Policy.

3.3 Powers

There are three fundamental roles of the board, these are:

- Governance: Exercising authority and control over the direction of the organisation.
- Management: Directing the work of the company and making sure that it happens.
- Operations: Overseeing the delivery of the services provided by the organisation ceding day to day control of operations to the general manager.

3.4 Governance responsibilities:

- Keeping an overview of the organization and its direction
- Ensuring that the assets of the organisation are protected
- Ensuring that the organisation are accountable
- Ensuring the organisation is operating legally

These governance responsibilities relate specifically to devising in cooperation with management and in consultation with staff, a three to five year plan for AMEN, where the Board of Directors will identify how the company will fulfil our aims and objectives outlined above. The role of governance will also dictate the Board of Directors role's in the development of policy (internally and externally), ensuring adequate systems are in place for routine monitoring and evaluation of policy and services, ensuring AMEN has adequate resources to deliver his services. To ensure AMEN has sufficient funding to cover planned expenditure, maintaining a safe working environment and compliance with statutory and regulatory requirements. The Board of Directors role also includes ensuring adequate Insurance is obtained, that the Board of Directors and the company operates in a transparent and accountable manner (The Carmichael Centre, 2006, The CRA and company law).

3.5 Additional responsibilities include:

- Determining the companies' mission and objectives.
- Appointing the manager and monitoring his/her performance.
- Providing financial oversight.
- Ensuring the company has adequate resources to deliver its services.
- Assessing and managing risks to the company.
- Making decisions in respect of the company.
- Promoting AMEN's reputation.

(Boardmatch and The Wheel.2007).

AMEN's has additional responsibilities under the Companies amendment Act 2014, the CRO and the Revenue to ensure:

- The profits of the company (if any) or other income are required to be applied to the promotion of the objects;
- Payment of dividends/distributions to its members is prohibited;
- All assets which would otherwise be available to its members are required to be transferred on its winding up to another company whose objects are the promotion of commerce, art, science, religion or charity

(the above are clauses required under the companies act amendment 2014 and CRO)

3.6 Management:

The Chairperson shall be appointed from the Board of Directors at the AGM of the company. The Chairperson is responsible for leading and representing the board to the General Manager and staff (Cox.A.20th Nov. 2015 www.boardmatchireland.ie). The General Manager of AMEN in turn reports to the Board of Directors which they are required to attend in full/be present and participate in while not retaining the power to vote. The General Manager is not required to attend subcommittee meetings however, can attend if requested or invited to do so where urgent matters arise between Board of Directors meetings (AMEN Support Services.2011), (www.boardmatchireland.ie 20th Nov. 2015).

The General Manager is responsible for daily operational management, implementation of the Strategic plans, policies of AMEN and fulfils to the best of their abilities the instructions of the Board of Directors. The Chairperson communicates regularly with the General Manager. The division of responsibilities' between the role of the Chairperson, the Board of Directors and the General Manager is clearly defined, set out in writing and approved by the Board of

Management (Board expectations and agreement of Management Roles and Responsibilities (to include job description and limits of boards reach/interference in operations, decision making and power).

3.7 Not-for-profit

As a non-profit organisation the AMEN must not distribute any income or assets directly or indirectly to its members, board membership is of a voluntary nature, fulfilling our charitable status. This is expressly excluded under the conditions of charity status having been granted by the Revenue.

Under the auspice of Revenue AMEN is precluded from:

- Paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to AMEN, or
- Making a payment to a member in carrying out the AMEN's charitable purpose(s). (The Companies Act).

AMEN in compliance with the Charities Regulatory Authority does not and must not pay Directors or Board Members for the work they do to fulfil their specific voluntary roles. However, Directors or Board members may request reimbursement of expenses incurred for travel and sustenance under the remit of our travel and subsistence policy and this constitution.

The Board of Directors is also responsible for any Assets both physical and financial ensuring all necessary resources are sufficient for the General Manager to meet with AMEN's objectives.

3.8 Amending the constitution

The members may amend this constitution by passing a special resolution at the Annual General Meeting (AGM) or be calling an Emergency General Meeting (EGM).

The members cannot pass a special resolution that amends this constitution if passing it causes the company to no longer be a charity.

A copy of the amendment shall be circulated to all members of the board prior to the AGM/EGM and can only be carried through if a majority vote of over two thirds of members present approve of the amendments implementation.

Approval will be sought from the Revenue Commissioners prior to amendments which may affect requirements for tax relief or charity properties.

Maintaining of this constitution is the responsibility of the HR, Legal and Compliance Subcommittee in conjunction with management and must be reviewed and amended if needs be annually.

4 The Board of Directors

4.1 Membership of the Board of Directors

The members of the Board of Directors of AMEN are:

- Existing Members of the Board of Directors, and
- Any other person that the Board of Directors propose and ratify as a Director, in accordance with this constitution.

. Addendum:

- Members of the Board of Directors who compromise the legal and ethical operation of the company or bring the name of AMEN into disrepute, materially breach the policies or procedures of the company by putting the company at risk will be removed from the Board of Directors where a majority of that board agree that the removal of that member is objectively necessary.
- All members of the Board of Directors shall undergo An Garda Siochana vetting in line with the AMEN's Garda vetting procedures.
- Members of the Board of Directors are obliged to declare any conflict of interest or conflict of loyalty which arises during the course of their engagement.
- Current users of any service of AMEN will not be permitted onto the Board of Directors.
- Existing Directors who do not wish to remain Directors can become General Members of the AMEN take part in the operational work of the subcommittees.
- General Members are those who subscribe to the board. Are not members of the Board of Directors, Do not and will not attend Board meetings but do have a vote at the Annual General Meeting (AGM) with the organisation.

4.2 Register of Board of Director Members:

AMEN has no less than seven and no more than thirteen members of the Board of Directors. The Board of Directors must establish and maintain a register of members. The register of the Board of Directors is the responsibility of the company secretary and must be current and contain for each member:

- name
- address
- any alternative address nominated by the member for the service of notices, and
- Date the member was entered on to the register.

For each person who stopped being a member in the last 7 years:

- name
- address
- any alternative address nominated by the member for the service of notices, and
- dates the membership started and ended.

The Board of Directors of AMEN must give current members access to the register of members. Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

4.3 Application to join Board of Directors

A person may become a member of AMEN's Board of Directors under the conditions set out in our recruitment policy and applying in writing if:

- Wish to become a member
- Support the purpose(s) of the organisation, and
- Agree to comply with our organisations constitution, policy and procedure documents.

4.4 Approval of board membership

- The Board of Directors must consider an application for membership of the board within a reasonable time after the Company Secretary receives the application.
- New members will only be considered after the board have collectively identified a need for such at a board meeting. The selection process will be done in compliance with our recruitment policy via a vetting process.

If the board approves an application, the secretary must:

- Write to the applicant to tell them that their application was approved, and the date that their membership started.
- Enter the person on the Board of Directors register upon attendance at a board meeting

If the board reject an application, the Company Secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

4.5 When a person stops being a member

A person immediately stops being a member if they:

- resign, by writing to the secretary
- are expelled
- have not attended one third of the Board of Directors meetings in any 12 month period
- have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.
- are deceased

4.6 Dispute resolution

The dispute resolution procedure under this constitution between members of the Board of Directors and or the company should be carried out expediently and in line with our terms of membership, code of conduct and dispute resolution policy

4.7 Disciplining members

In accordance with this constitution a majority of board members may resolve to warn, suspend or expel a member from the Board of Directors if the Board consider that:

- The member has breached the constitution, or
The member's behaviour is causing, has caused, or is likely to cause harm to the company.
- The member have conducted themselves in a manner which does not befit AMEN's code of conduct

Disciplinary procedures must be carried out in line with our dispute resolution policy

4.8 Quorum at Board of Director meetings

For a meeting of the Board of Directors to be held, at least half of the board members plus one other member of the board of directors members (a quorum) and must be present in person for the entire meeting. When determining whether a quorum is present, a person

may only be counted once (even if that person is a representative or proxy of more than one member).

No business may be conducted at a Board meeting if a quorum is not present.

If there is no quorum present within 30 minutes after the starting time stated in the notice of the meeting, the general meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:

- the date is not specified – the same day in the next week
- the time is not specified – the same time, and
- the place is not specified – the same place.

If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

4.9 Annual General Meeting

A general meeting, called the Annual General Meeting, must be held:

- within 18 months after registration of the company, and
- after the first Annual General Meeting, at least once in every calendar year.

Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:

- a review of the company's activities
- a review of the company's finances
- any auditor's report
- the election of directors, and
- the appointment and payment of auditors, if any.

Before or at the annual general meeting, the directors must give information to the members on the company's activities and finances during the period since the last annual general meeting.

The chairperson of the annual general meeting must give the members of the Board of Directors present and any general members a reasonable opportunity to ask questions or make comments about the management of the company.

The agenda for the AGM must be circulated to all AGM attendees at least one month prior to the meeting by the secretary. The treasurer's statement shall be up to date, shall cover the period to the end of the preceding month, shall be typed and shall be circulated to all members attending the AGM.

All members of the company (Board of Directors, Manager, Staff, subscribers and Volunteers are entitled to attend the AGM.

(Office of the Director of Corporate Enforcement Ireland.23rd Nov.2015). If a general meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

4.10 Auditor's right to attend meetings

The auditor (if any) is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

The company must give the auditor (if any) any communications relating to the general meeting that a member of the company is entitled to receive.

4.11 Chairperson

A Chairperson for the Board of Management is elected by Majority vote at the Annual General Meeting.

The elected chairperson is entitled to chair the meeting of the Board of Directors, AGMs and EGMs.

The members present at a Board of Directors meeting can choose an alternative director:

- there is no elected chairperson, or
- the elected chairperson is not present within 30 minutes after the starting time set for the meeting, or
- the elected chairperson is present but says they do not wish to act as chairperson of the meeting
- if there is an ongoing dispute relating to the chairperson

4.12 How many votes has a Director and General Member:

Each member has one vote. A person's right to vote may be challenged, at the AGM, EGM, where the board deem there is a conflict of interests and this is necessary.

If a challenge is made, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

4.13 How voting is carried out

Voting must be conducted and decided by:

- a show of hands
- a vote in writing, or
- another method chosen by the chairperson that is fair and reasonable in the circumstances.

There is no proxy voting. Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast. The chairperson's decision is conclusive evidence of the result of the vote. The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

5 Meetings of General Members

5.1 Meetings of Board of Directors

Meetings of the Board of Directors (if Necessary) or General meetings outside the AGM called Emergency General Meetings (EGMs) may be called,

- If a majority of directors agree to call a meeting.
- Within 21 days of agreement to hold an irregular meeting decide a date upon which to hold this meetings and give all members notice of the meeting.

General Members may call an EGM if

- The represent at least 5% of the votes that may be cast at an Annual General Meeting
- A written request for an EGM to be held must be made to the Board of Directors via the Company Secretary.

The Board of Directors than must:

- within 21 days of the subscribers' request for an EGM, give all members notice of the EGM,
- Hold the EGM within 2 months of the subscribers' request.

The General Members who make the request for an EGM must:

- state in the request matters to be raised at the meeting
- sign the request,
- Give the request to the Company Secretary.

Separate copies of a document setting out the request may be signed be signed and.

The secretary of the Board of Directors as far as is possible will follow the procedures for general meetings set out in this constitution and call the meeting using the list of Members on the General Members register.

5.2 Role of the chairperson

The chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions, including to the auditor (if any).

Board roles are specified in section 7.

5.3 Adjournment of meetings

If a quorum is present, a general meeting must be adjourned if a majority of members present direct the chairperson to adjourn it. Only unfinished business may be dealt with at a meeting resumed after an adjournment.

6 Directors

6.1 Number of directors

In the interest of shared responsibility and in line with AMEN's ethos of openness and accountability AMEN has no less than three directors in compliance with our legal obligation to the Charities Act 2009, the CRA and the CRO.

6.2 Election and appointment of directors

The directors are the people who have agreed to act as directors (all member of the Board of AMEN are Directors). Apart from the existing directors, directors appointed thereafter, will be appointed by election of the Members of the Board.

A person is not ineligible to be a member of the Board of Directors at certain time to protect the public;

- These include reasons stipulated under the Membership and Conflict of Interest and Loyalty sections of this constitution and persons who are bankrupts. These people are prohibited from directorship while their debts remain unpaid or until excused from those debts.
- Persons whom a court has found guilty of fraud or serious misconduct, by a court of jurisdiction or a similar legal entity.
- Person's whom a court has found to have acted dishonestly or irresponsibly in a company failed or failing to pay his debts.
- In areas the board may choose to apply justifiable discretion to allow the appointment of a director however restrictions may be applied for a specific period or for the period of which they are to be in the role.

Directors may be appointed to fill a casual vacancy or as an additional director if that person gives the company their signed consent to act as a director of the company, and is not ineligible to be a director under any sections of this constitution or best practice standards and

- If a Director holding an honorary title falls ill indefinitely incapacitating them to fulfil their role duties, steps down or is otherwise dismissed in line with this constitution and someone needs to step in to fill that role in lieu of an AGM/EGM that person is

obliged to step down at the next EGM/AGM to allow for a person who is collectively voted in by a majority of no less the two thirds of those directors present.

- The same format for nomination of a member to any honorary role is applied whereby the person/s is nominated and seconded.
- A Director cannot assume a role of director nor can a director assume any honorary roll having stepped in under such circumstances, and can only retain that role upon democratic vote by the board.
- Subcommittee membership is open to the discretion of the chairperson of the board. Members of subcommittees are recruited on the basis of special knowledge or skills.

6.3 Term of office

At each annual general meeting: any director appointed by the directors to fill a casual vacancy must retire from that position pending re-election

When a director stops being a director, if they;

- give written notice of resignation to the company
- are removed by a resolution of the Board of Directors
- stop being a member of the Board of Directors of AMEN
- are absent for one third of the Board of Directors meetings in any twelve months without approval,
- become ineligible to be a member of the Board of Directors as outlined in the membership and conflict of interest and loyalty sections of this constitution, or
- Do not have a consenting majority vote to assume the role.

The maximum term of office a member of the Board of Directors will serve is four years. Directors with four years of services can then revert if so wished as General Members or participate under the terms of our grandfathering arrangement to ensure new comers time to become familiar with their role.

6.4 Powers of directors

Directors are responsible for the Governance of the company in achieving AMENs expressed objectives. Directors must act in good faith within the companies best interests and not use their powers for any personal gain. Directors must not profit from their position and must act with due care, skill and diligence. Directors MUST declare whether they have any actual or potential conflict of interest which affects their dealings with and for the

company, management, staff, service users or the public. Directors must decide on the responsible financial management of the company including:

- Any suitable written delegations of power, and
- Instructing how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

6.5 Delegation of directors' powers

AMENs directors may delegate any of their powers and functions to a special sub-committee or another director by agreement of the board. They may also delegate to an AMEN employee (Manager) or any other person, where appropriate. The delegation of such work must be communicated to the Company Secretary and recorded in the minute book.

6.6 Payments to directors

AMEN does not and must not pay fees to a director for acting as a director.

AMEN may;

- Pay a director for work they do outside their remit as director, if the amount is no more than a reasonable fee for the work done, or
- Reimburse a director for expenses properly incurred in connection with the affairs of AMEN should they request same under the conditions of this constitution and AMEN's travel and subsistence policy.
- Any payment of a director must be submitted directly to the finance committee for approval, signed and document for AMENs records.

The board of directors may choose to pay premiums for insurance indemnifying directors or board members, if deemed necessary to their respective roles.

6.7 Duties of directors

- Members of the Board of the Directors must comply with their duties as directors in line with the Charities Regulatory Authority, The Companies Act, 1963, the Charities Act 2009, the Lobbying Act 2015 and this Constitution. They also must commit:
- To exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of AMEN
- To act in good faith in the best interests of AMEN, its charity status, board of Directors, management, staff, volunteers, service users and objectives.

- Not to misuse their position as a director
- Not to misuse information they gain in their role as a director
- To disclose any perceived or actual material conflicts of interest in the manner set out in the Members, Dispute Resolutions and Non-profit sections of this constitution.
- To ensure that the financial affairs of AMEN are managed responsibly, and
- Not to allow the company to operate while it is insolvent
- To adhere to a duty to act with honesty and integrity.
- To a duty to comply with The Companies Act, 1963, 2005
- To a duty to keep corporate books
- To prepare annual reports and accounts
- To hold general meetings
- To have an annual audit performed
- To ensure annual returns are filed in the companies office
- To furnish information

(The Companies Act, 1963 and The office of Corporate Enforcement Ireland).

6.8 Conflicts of interest

A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):

- To the other directors, or
- If all of the directors have the same conflict of interest, to the subscribers at the next AGM, or at an earlier time if reasonable to do so.
- The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- Directors are obligated prior to assuming their role of Director to disclose any conflicts of interest covered under this constitution and AMEN Conflict of Interest Policy. Non-disclosures of a serious nature relate to conflicts of interest in contradiction or friction with AMEN's service objectives and client best interest.
- In instances where disclosures are made the board may act with discretion and have ultimate authority through majority vote to allow a person onto the board and/or retain a restricted Directorship.
- Non-disclosures may immediately disqualify a person from any role on the Board of Directors.

- Any director who has a material personal interest in a matter that is being considered at a board meeting must not,
- be present at the meeting while the matter is being discussed, or
- Vote on the matter.

In addition all members of the Board of Directors are expected to comply with AMEN's standards set out in AMEN's Trustee Standard code of conduct.

A director may retain their vote where on the board and available to attend the meeting:

- Their interest arises because they are a member of the AMEN company, and the other members have the same interest
- Their interest relates to an insurance contract that insures, or would insure, the directors against liabilities that the directors incur as a director of AMEN.
- Their interest relates to a payment by the AMEN (indemnity), or any contract relating to an indemnity.
- The directors who do not have a material personal interest in the matter pass a resolution that:
 - identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of AMEN, and
 - States that those directors are satisfied that the interest should not stop the director from voting or being present.

The Board of Directors meets either monthly or bi-monthly depending on AMENs needs.

A director stops being a member of the board of Directors if they have been absent for one third of board meetings within any twelve month period. The director will be notified of this by the company secretary in writing.

6.9 Using technology to hold directors' meetings

The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to once they are available to do so. The directors' agreement may be a standing (ongoing) one

6.10 Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

6.11 Circular resolutions of directors

The directors may pass a circular resolution without a directors' meeting being held. A circular resolution is passed if all the directors entitled sign or otherwise agree to the resolution in a manner set out in the Members Resolutions and Statements of this constitution. Each director may sign: separate copies of that document, as long as the wording of the resolution is the same in each copy. The Chairperson of AMEN may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply. A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in this constitution.

7 Board roles and responsibilities

7.1 The chairperson

The directors and general members of Amen elect the company's chairperson. All the officers shall retire from office at the AGM. A retiring officer can be eligible for re-election in the manners set out in this constitution.

The chairperson is required to:

- Plan board meetings with the company secretary and Manager.
- Liaise with staff to keep an overview of the organisation's affairs and to provide support as appropriate (an effective relationship with the most senior member of staff is crucial in this respect).
- Keep order at meetings and make sure everyone has their say.
- Make sure that meetings are time limited and discussion sticks to their point
- Ensure that decisions are made and that they are arrived at in a clear and orderly fashion
- Remain as impartial as possible
- Summarise decisions made after each agenda
- Ensure that decisions made are implemented and in a timely fashion
- Represent the organisation externally

(AMEN LTD constitution 1997, Boardmatch, 21st Nov.2015. The Carmichael Center, 2006)

7.2 The Secretary

The organisation must have at least one secretary, who may also be a director. A secretary must be appointed by the Board of Directors (after giving the organisation their signed consent to act as secretary of the company). A secretary may be removed by the Board of directors. The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.

The role of the secretary includes:

- Maintaining a register of the company's members, and

- Maintaining the minutes and other records of general meetings (including notices of meetings), directors' meetings and circular resolutions and to follow up decisions taken at meetings in conjunction with the chairperson.
- Ensure meeting agendas are circulated to all Board Members in due course prior to a meeting and prepare any other papers necessary for a meeting.
- Dealing with correspondence.
- Ensure minutes record book is up to date
- Make sure the proper notice of board meetings and AGMs/EGMs is given to all directors, board members and management.
- Call such meetings at the request of the director/s

Additional responsibilities required of the secretary by the CRO:

- Make sure accounts are prepared and audited in conjunction with the treasurer
- Send in an Annual Return to the Companies Registration Office (CRO)
- Notify the CRO of the organisations directors or their correspondence addresses change
- Ensure all other responsibilities set out by the CRO are met including any amendment to the Articles of Association and/or the Constitution
- Make sure that all legal agreements or contracts are properly discussed and agreed by the members of the board and kept in a safe place
- Make sure that AMEN complies with any other duties as imposed by The Companies Act.

(AMEN Board of Directors Standards, AMEN's Constitution 1997, CRO Leaflet No. 16, Boardmatch, 21st Nov.2015, The Carmichael Centre, 2006).

7.3 The Treasurer:

- The treasurer shall keep proper accounts of all receipts and payments in books for that purpose, and shall provide such books and other statements of accounts as may be demanded by the auditors appointed to audit the accounts for the AGM.
- The treasurer shall have the books ready for the inspection of the board of management as and when requested, and shall initial and date such books immediately after inspection.
- All cheques and bank transactions must be signed by the treasurer or and/either the chairperson and secretary.

- Present regular financial reports to the board including management
- Liaise with staff and volunteers about financial matters.
- Oversee the application of an Electronic Banking Policy
- Advise on financial implications of any new projects or activities

(The Carmichael Centre, 2006 and AMEN).

7.4 The Auditor:

The Auditor will be elected at the AGM.

(The Carmichael Centre, 2006 and AMEN Support Services LTD).

8 Minutes and records

8.1 Minutes and records

The organisation must, within one month, make and keep the following records:

- Minutes of proceedings and resolutions of general meetings
- Minutes of circular resolutions of members
- A copy of a notice of each general meeting, and
- A copy of a members' statement distributed to members.

The organisation must, within one month, make and keep the following records:

- Minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
- Minutes of circular resolutions of directors.
- To allow members to inspect the organisation records
- The directors must ensure that minutes of a general meeting or a directors' meeting are signed within a reasonable time after the meeting by:
 - the chairperson of the meeting, or
 - The chairperson of the next meeting.
- The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

8.2 Financial and related records

AMEN's Board of Directors must make and keep written financial records that:

- Accurately record and explain its transactions and financial position and performance, and
- Enable true and fair financial statements to be prepared and to be audited.
- AMEN's Board of Directors must also keep written records that correctly record its operations.
- The directors must take reasonable steps to ensure that our records are kept safe.

8.3 What is notice?

Anything written to or from AMEN according to this constitution is written notice and subject to board scrutiny.

8.4 Notice to the company

Written notice or any communication under this constitution may be given to the directors or the secretary by:

- Delivering it to the AMEN registered office
- Posting it to the AMEN registered office or to another address chosen by the organisation for notice to be provided
- Sending it to an email address or other electronic address notified by the organisation to the members as the AMEN email address or other electronic address, or
- Transmitting it to the fax number notified by AMEN to the board members as the company's fax number.

8.5 Notice to members

Written notice or any communication according to this constitution may be given to a member or director by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices or by:

- Sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
- Sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
- If agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

If AMEN does not have an address for the member, the organisation is not required to give notice in person.

8.6 When notice is taken to be given

A notice delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered or if;

- Sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- Sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and on the business day after the notification that the notice is available is sent.

9 Financial

9.1 AMENs financial year

The organisation financial year is from January 1st to December 31st unless the directors pass a resolution to change the financial year.

9.2 Indemnity

AMEN indemnifies each officer of the Board of Directors out of the assets of the company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the organisation ('officer' means a director or secretary).

To the relevant extent' means:

- To the extent that the AMEN Board of Directors is not precluded by law (including the Companies Act 1963,2005) from doing so, and
- For the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of AMEN.

9.3 Insurance

To the extent permitted by law (including The Companies Act 1963, 2005), and if the directors consider it appropriate, AMEN may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the organisation against any liability incurred by the person while an officer.

9.4 Directors' access to documents

A director has a right of access to the financial records of AMEN at all reasonable times. If the directors agree, the must give a former director access to these.

10 Dissolution/Winding Up

10.1 Surplus assets not to be distributed to members

Should AMEN be dissolved, any surplus assets must not be distributed to a member or a former member of the organisation, unless that member or former member is a registered charity.

10.2 Distribution of surplus assets

Subject to this constitution, the Companies Act 1963, 2005 and any other applicable legislation or funding and accreditation requirements, and any court order, any surplus assets that remain after the organisation is wound up must be distributed to one or more charities:

- With charitable purpose(s) similar to, or inclusive of, the purpose(s) expressed in AMEN objectives, and
- Which also prohibit the distribution of any surplus assets to its members to at least the same extent as AMEN.
- The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the company may apply to the Supreme Court to make this decision.

11 Definitions and interpretation

11.1 Definitions

For the purposes of this constitution:

“the company” refers to the Directors, Board of management, employees and volunteers

Company means AMEN Support Services CLG

Initial member is a person who is named in the application for registration of the **company**, with their consent, as a proposed member of the company **member present** means, in connection with a general meeting, a member present in person, by representative or by proxy at the venue or venues for the meeting

Special resolution means a resolution:

of which notice has been given under the Members Resolutions and Statements section of this constitution, and

that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

11.2 Interpretation

In this constitution:

the words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and

reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

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13 Appendices

Appendix 1: Organisation Chart

Members of AMEN Support
Services Company Limited by
Guarantee [CLG]

Board of Directors



Manager



Staff & Volunteers