

# CONSTITUTION

of

## WILLIAMS SYNDROME IRELAND

1. **Name**

The name of the Association is Williams Syndrome Ireland

2. **Main Object**

The main object of the Association is to promote the general welfare of individuals with Williams Syndrome, to provide practical help and support to them and their families and to enable them to reach their full potential through their strengths and interests.

3. **Subsidiary Objects**

The Association will have the following subsidiary objects;

- 3.1 To value and recognise the contributions people with Williams Syndrome make to their families and communities;
- 3.2 To support individuals with Williams Syndrome and their families/care-givers through the exchange of personal experiences;
- 3.3 To support individuals with Williams Syndrome and their families/care-givers through the provision of educational, health and social information;
- 3.4 To facilitate contact between individuals with Williams Syndrome and their families/care-givers;
- 3.5 To raise awareness of Williams Syndrome among the general public;
- 3.6 To raise awareness of Williams Syndrome among professional bodies, in order to ensure early diagnosis of the condition;
- 3.7 To provide a source of information and support for individuals with Williams Syndrome, their parents/care-givers and professionals, across their life-span;
- 3.8 To institute and maintain contact with similar associations, nationally and internationally, to keep up to date with developments in research on Williams Syndrome;
- 3.9 To facilitate research studies on issues pertaining to Williams Syndrome.

#### 4. Powers

The Association shall 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:

- 4.1 To solicit and procure and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object.
- 4.2 To establish and support any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Association shall consider calculated to promote its Main Object.
- 4.3 To make application on behalf of the Association to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 4.4 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of and to develop and deal with all or any part of the property of the Association.
- 4.5 To borrow and raise money in such manner as may be considered expedient, and for the purpose of securing any debt or other obligation of the Association to mortgage or charge all or any part of the property of the Association, present or future.
- 4.6 To invest any moneys of the Association not immediately required for the use in connection with its Main Object and to place any such moneys on deposit; prior permission to be obtained from the Revenue Commissioners where the Association intends to accumulate funds over a period in excess of two years for any purposes.
- 4.7 To open one or more bank accounts and to draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 4.8 Subject to clause 5, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 4.9 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Association 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 a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the Association and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their

spouse or parent, has been a member of the pension scheme while employed by the Association; 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 Association and to subscribe or guarantee money for charitable objects.

- 4.10 To insure any or all of the Committee against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 4.11 To do all such other lawful things as the Association may think incidental and conducive to the foregoing Main Object.

## 5. **Income and Property**

- 5.1 The income and property of the Association shall be applied solely towards the promotion of Main Object as set forth in this Constitution. No portion of the Association'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 Association.
- 5.2 No Committee Member shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:
  - (a) reasonable and proper remuneration to any member or servant of the Association (not being a Committee Member) for any services rendered to the Association;
  - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Committee Members or other members of the Association to the Association;
  - (c) reasonable and proper rent for premises demised and let by any member of the Association (including any Committee Member) to the Association;
  - (d) reasonable and proper out-of-pocket expenses incurred by any Committee Member in connection with their attendance to any matter affecting the Association;
  - (e) fees, remuneration or other benefit in money or money's worth to any company of which a Committee Member may be a member holding not more than one hundredth part of the issued capital of such company.
  - (f) Nothing shall prevent any payment by the Association 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. Additions, alterations or amendments**

6.1 The Association must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Association 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.

6.2 Any change in the Constitution of the Association will require a 2/3 majority of the membership of the Association in writing or by attendance at the annual general meeting and the prior approval of the Charity Regulator.

## **7. Winding Up**

If upon the winding up or dissolution of the Association 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 Association. 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 Association. 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 Association under or by virtue of Clause 5 hereof. Members of the Association 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. Membership**

8.1 The members of the Association shall be such persons as the Committee shall from time to time admit to membership and as shall sign a written consent to become a member. In general membership of the Association is open to all persons with Williams Syndrome, their families/guardians and other persons interested in furthering the aims/objectives of the association.

8.2 An annual membership fee, amount to be determined by the Committee each year, shall be payable on or before the date of the Annual General Meeting.

## **9. Rights of Members**

Membership of the Association is not transferable and shall cease:-

(a) on the member's death or bankruptcy;

- (b) if the member resigns by serving notice in writing to the Committee at the Association's principal place of business.

## 10. **General Meetings**

- 10.1 The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Committee and shall specify the meeting as such in the notices calling it provided that every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
- 10.2 The business of the annual general meeting shall include: (a) consideration of the annual accounts; (b) consideration of the annual report; (c) the election and re-election of Committee Members.
- 10.3 All general meetings other than annual general meetings shall be known as extraordinary general meetings.
- 10.4 The Committee may convene an extraordinary general meeting. If, at any time, there are not sufficient Committee Members capable of acting to form a quorum of Committee Members, any Committee Member may convene an extraordinary general meeting.
- 10.5 The quorum for general meetings shall be ten (10) members.
- 10.6 The chairperson of the Committee shall preside as chairperson at every general meeting of the Association, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Committee Members present shall elect one of their number to be chairperson of the meeting.
- 10.7 If at any meeting no Committee Member is willing to act as chairperson or if no Committee Member is present within 15 minutes after the time appointed for holding the meeting, the members of the Association present shall choose one of their number to be chairperson of the meeting.
- 10.8 The chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting other than the business left 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 but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 10.9 Where there is an equality of votes the chairperson of the meeting shall be entitled to a second or casting vote.

## 11. **Matters Reserved to the General Meeting**

None of the following matters may be brought into effect unless the same shall have been approved at a general meeting of the Association:-

- (a) to make any alteration, addition or amendment to this Constitution;
- (b) to wind up the Association;
- (c) to remove a Committee Member;
- (d) to incur capital expenditure, whether on one or more projects, in excess of € 10,000 in any calendar year;
- (e) to incur borrowings of any value;
- (f) to appoint a new Committee Member of the Association pursuant to Rule 18;
- (g) to change the name of the Association.

## 12. **Notice of General Meetings**

12.1 A meeting of the Association, other than an adjourned meeting, shall be called:

- (a) in the case of the annual general meeting, by not less than 14 days' notice;
- (b) in the case of an extraordinary general meeting, by not less than 7 days' notice.

12.2 Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, the notice shall be deemed to have been given on the expiration of 24 hours following posting.

12.3 In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

12.4 The notice of a meeting shall specify the place, date and time of the meeting and the general nature of the business to be transacted at the meeting.

12.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at the meeting.

## 13. **Votes of Members**

Where a matter is being decided, every member present in person shall have one vote, but so that no individual member shall have more than one vote.

## 14. **The Committee**

- 14.1 The number of the Committee Members shall be not less than three (3) and unless and until determined by the Association in general meeting, not more than eight (8).
- 14.2 The Officers of the Association shall be the Chairperson, Secretary and Treasurer.
- 14.3 The Committee of the Association shall consist of the elected Officers and not more than five ordinary Committee members.
- 14.4 No remuneration shall be payable to any of the Committee Members in respect of his/her services as Committee Member or on any subcommittee of the Committee.
- 14.5 The business of the Association shall be managed by the Committee, who may exercise all such powers of the Association as are not by this Constitution required to be exercised by the Association in general meeting, subject nevertheless to the provisions of this Constitution and to such directions as the Association in general meeting may give. No such direction given by the Association in general meeting shall invalidate any prior act of the Committee which would have been valid if that direction had not been given.
- 14.6 All cheques and other negotiable instruments and all receipts for moneys paid to the Association shall be signed, endorsed or otherwise executed by such person or persons and in such manner as the Committee shall from time to time by resolution determine.
- 14.7 The Association shall keep minutes:-
  - (a) of the names of the Committee Members present at each meeting of the Committee and of any subcommittee of the Committee;
  - (b) of all resolutions and proceedings at all meetings of the Association and, of the Committee Members and of sub committees of the Committee.
- 14.8 The office of Committee Member shall be vacated if a Committee Member ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

## **15. Rotation of Committee Members**

- 15.1 At each Annual General Meeting, all of the Committee including the Officers shall retire from office.
- 15.2 Retiring Committee Members including the Officers shall be eligible for re-election.
- 15.3 The Association may fill the vacated Officer and ordinary Committee vacancies by electing persons thereto, and in default of the Association doing so, the retiring Committee Member shall, if offering himself/herself for re-election, be deemed to have been re-elected, unless (a) at such meeting it is

expressly resolved not to fill such vacated office; or (b) a resolution for the re-election of such Committee Member has been put to the meeting and lost.

- 15.4 No person other than a Committee Member retiring at the meeting shall, unless recommended by the Committee, be eligible for election to the office of Committee Member at any general meeting unless, not less than three nor more than 7 days before the date appointed for the meeting, there has been left at the Association's principal place of business (a) notice in writing, signed by a member of his/her intention to propose such a person for election, and (b) notice in writing signed by the person concerned of his/her willingness to be elected.
- 15.5 The Association may remove any Committee Member before the expiry of his/her period of office.
- 15.6 The Committee may at any time appoint any person to be a Committee Member, either to fill a casual vacancy or as an addition to the existing Committee Members, but so that the total number of Committee Members shall not at any time exceed the number, if any, provided for in this Constitution. Any Committee Member so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election.

## 16. **Proceedings of the Committee**

- 16.1 The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the chairperson shall have a second or casting vote.
- 16.2 Any resolution in writing, agreed by a majority of current members of the Committee, shall be as valid as if it had been passed at a meeting of the Committee duly convened and constituted.
- 16.3 The committee shall meet at least three times each year.
- 16.4 All requests for funds from the Association must be accompanied by details of the use to which the money is to be put, or has been put, with receipts (for the purpose of the annual accounts) and must be approved by the Committee. Any money paid out by the Association shall be accounted for by a breakdown of the use to which it is to be put, with receipts (for the purpose of the annual accounts).
- 16.5 At no time shall current accounts be overdrawn if the funds in deposit accounts are not sufficient to cover such overdraft unless overdraft facilities have been arranged with the bank in question.
- 16.6 The quorum for meetings of the Committee may be fixed by the Committee and, unless so fixed, shall be three (3).
- 16.7 If their number is reduced below the necessary quorum, the continuing Committee Member(s) may act for the purpose of increasing the number of



Committee Members to that number or of summoning a general meeting of the Association, but for no other purpose.

- 16.8 If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Committee Members present may choose one of their number to be chairperson of the meeting.
- 16.9 The Committee may delegate any of its powers to sub committees consisting of such member or members of the Committee and such other persons as they think fit, and any subcommittee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee.
- 16.10 The Committee may appoint the chairperson of any subcommittee; if no such chairperson is elected, or if at any meeting of a subcommittee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the subcommittee present may choose one of their number to be chairperson of the meeting.
- 16.11 A subcommittee may meet and adjourn as it thinks fit. Questions arising at any meeting of a subcommittee shall be determined by a majority of votes of the members of the subcommittee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

17. **Notices**

A notice may be given by the Association to any member either personally or by sending it by post or email to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Association).

18. **Trustees for the purpose of holding property of the Association**

The property of the Association shall be vested in and held by the Trustees for the time being of the Association upon trust for the Association as beneficial owner, to be dealt with at all times as and only as the Committee may, in accordance with the main objects, direct. The Trustees shall, at the request of the Committee and at the cost of the Association as beneficial owner, transfer or convey the trust property to such persons, at such times and in such manner as the Committee shall direct. The Trustees shall be indemnified out of the assets of the Association against present and future liabilities, actions, proceedings, claims, demands, duties and taxes and all other costs and expenses whatsoever in respect of the trust property. The Trustees shall not be required to incur any expenditure in respect of the trust property unless and until money shall have been provided by the Committee for that purpose. The number of the Trustees shall be not less than three. The Association in general meeting shall have the power of appointing new Trustees.