

# BODYWHYS

The Eating Disorders Association of Ireland

CONSTITUTION OF THINK BODYWHYS CLG

COMPANIES ACTS 1963 TO 2014

“our vision is that people affected by eating disorders will have their needs met through the provision of appropriate integrated, quality service being delivered by a range of statutory, private and voluntary agencies”

# Companies Acts 2014

## Company Limited by Guarantee and not having a Share Capital

### Constitution of Think Bodywhys Company Limited by Guarantee

1. The name of the Company is THINK BODYWHYS 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 objects for which the company is established are:
  - (a) to offer support, information and understanding to people affected by eating disorders including families and carers.
  - (b) to ensure support, awareness and understanding of eating disorders amongst the wider community as well as advocating for the rights and healthcare needs of people affected by eating disorders.
  - (c) to empower people with eating disorders and their family members and carers through support, information and education.
  - (d) to engage in public awareness including activities aimed at challenging discrimination and stigma, and advocating for the rights and needs of all those affected by eating disorders.
  - (e) to engage in activities aimed at addressing the support and information needs of young people in relation to eating disorders and educating those working with them.
  - (f) to ensure the continued development of a national organisation which is resourced, accountable and dedicated to providing support, information and understanding to people affected by eating disorders.
  - (g) to enable valid and reliable research into eating disorders.
4. 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 raise monies for any of the objects of Think Bodywhys Company Limited by Guarantee by all lawful means, including collections, flag days, functions, sales, subscription, and any other fund raising activities and to accept, seek and collect grants, subscription and donations by any means whatsoever (whether of real or personal estate) and devise and bequests for all or any of the purposes aforesaid and to sell and dispose of or (so far as permitted by law) to lease and accept surrenders of lease of and manage all real estate (including leasehold) so received and not required to be or capable of being occupied for the purpose of Think Bodywhys Company Limited by Guarantee and general to manage, invest and expend all monies and property belonging to Think Bodywhys Company Limited by Guarantee.
  - (ii) To buy, sell, receive, lease, manage, repair any lands, building and hereditaments and rights and privileges which Think Bodywhys Company Limited by Guarantee consider necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of Think Bodywhys Company Limited by Guarantee.

- (iii) To borrow or raise or secure the payment of money in such manner as Think Bodywhys Company Limited by Guarantee shall think fit and in particular by issue of debentures or debenture stock perpetual or otherwise charge upon all or any of the property and assets of Think Bodywhys Company Limited by Guarantee (both present and future) and to purchase, redeem or pay off such securities.
  - (iv) To act in concert or make any arrangements with any Departments of State, Corporation, County Council or local authority or body public or private now or hereafter constituted with reference to any of the objects aforesaid.
  - (v) To act as Trustee of any property real or personal, for any of the above objects of Think Bodywhys Company Limited by Guarantee or for any other purpose that may seem conducive to the objects of Think Bodywhys Company Limited by Guarantee.
  - (vi) To acquire in any manner (including purchase out of the funds of Think Bodywhys Company Limited by Guarantee) and hold any investment (being at the time of acquisition of a nature authorised by law for the investments of trust funds, or other nature authorised by the trust funds out of which the same shall be acquired or by the donor of the same) and to apply the income thereof (subject to any trust imposed by the donor, or otherwise affecting same) at the discretion of the Board of Directors for the preservation and maintenance of the property of Think Bodywhys Company Limited by Guarantee or any part or parts thereof or for any particular purpose of Think Bodywhys Company Limited by Guarantee or for its general purposes.
  - (vii) For the purposes of Think Bodywhys Company Limited by Guarantee to draw, accept and make and to endorse discounts and negotiate bills of exchange on promissory notes or other negotiable instruments.
  - (viii) To do all such other lawful things as are incidental or conducive to the preservation and maintenance of the property of Think Bodywhys Company Limited by Guarantee or to the attainment of the main objects hereinbefore described or provided that in case Think Bodywhys Company Limited by Guarantee shall take or hold any properties subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests, Think Bodywhys Company Limited by Guarantee shall if so required by the Commissioner vest same in the special Trustees thereof and provide that as regards any such property Think Bodywhys Company Limited by Guarantee shall not sell, mortgage, charge, lease, dispose of or otherwise deal with the same without such consent as may be required by law.
5. The income and property of the Company shall be applied solely towards the promotion of the main objects of Think Bodywhys Company Limited by Guarantee as set forth in this Constitution. 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.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of Think Bodywhys Company Limited by Guarantee or to any member of Think Bodywhys Company Limited by Guarantee in return for any services actually rendered to Think Bodywhys Company Limited by Guarantee nor prevent the payment of interest at a rate not exceeding 5% per annum on any money lent or reasonable and proper rent for premises demised or let by any committee of Think Bodywhys Company Limited by Guarantee but so that no member of the Board of Directors or any committee of Think Bodywhys Company Limited by Guarantee shall be appointed to any salaried office of Think Bodywhys Company Limited by Guarantee or any office of Think Bodywhys Company Limited by Guarantee paid by fees and that no remuneration or other benefit in money or monies worth shall be given by Think Bodywhys Company Limited by Guarantee to any member of such Board of Directors or Committee except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to Think Bodywhys Company Limited by Guarantee provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Board of Directors or other committee may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of the profits he may receive in respect of such payment.

- 6 The liability of the members is limited.

7. Every member of Think Bodywhys Company Limited by Guarantee undertakes to contribute to the assets of Think Bodywhys Company Limited by Guarantee in the event of its being wound up while he is a member of within one year afterwards for payment of the debts and the liabilities of Think Bodywhys Company Limited by Guarantee contracted before he ceases to be a member and of 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 €1.00.
8. If upon the winding up or dissolution of the association there remains, after the satisfaction of all its 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 its or their income and property among its or their members to an extent at least as great as is imposed on the association under or by virtue of Clause 7 hereof. Members of the association shall select the relevant institution or institutions at or before the time of dissolution, and it 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.
9. True accounts shall be kept of the sums of money received and expended by Think Bodywhys Company Limited by Guarantee and the manner in respect of which such receipt and expenditure took place and of the property, credits and liabilities of Think Bodywhys Company Limited by Guarantee and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of Think Bodywhys Company Limited by Guarantee for the time being shall be open to inspection by the members and made available to the Revenue Commissioners on request.
10. **ADDITIONS, ALTERATIONS AND AMENDMENTS**  
No addition, alteration or amendment shall be made to or in the provisions of this Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

The Company 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 Company, 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 an amendment shall not take effect until such approval is received.

# ARTICLES OF ASSOCIATION

1. A Register of members shall be kept by the Company Secretary.
2. The number of members is unlimited but the minimum number of members with which the company proposes to be registered is 3.
3. The subscribers to the constitution and such other persons as the members shall admit to membership shall be members of the Company.
4. The Directors of the Company shall also be members.
5. Application for Membership of the Company shall be submitted to the Board in writing, in a form prescribed by the Board who may approve or reject such application.
6. Every member shall be bound to further the objects, interests, and influence of the Company, and shall observe all bye-laws of the Company made pursuant to the powers in that behalf hereinafter contained.
7. The Company shall have two types of membership:
  - (a) **Ordinary member**  
Elected by Board in accordance with eligibility and criteria below.
    - i. Should pay an annual membership fee.
    - ii. Are entitled to attend and vote at all General Meetings.
    - iii. Membership ceases with failure to pay fee.
  - (b) **Honorary member**  
The Board may at any time bestow Honorary Membership in recognition of distinguished service in the field of eating disorders of Think Bodywhys Company Limited by Guarantee the number in a calendar year to be agreed by the Board.  
Honorary members:
    - i. Do not pay a membership fee, now or in future
    - ii. Are entitled to attend and vote at all General Meetings of Think Bodywhys Company Limited by Guarantee
    - iii. In all other respects are bound by the same rules, regulations and requirements of ordinary members.
8. The rights and liabilities attaching to any members of the Company may be varied from time to time by a special resolution of the Company.

## GENERAL MEETINGS

9. All general meeting of the Company shall be held in the State.
  - (1) Subject to paragraph (2), the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
  - (2) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to article 4, the annual general meeting shall be held at such time and such place in the State as the Directors shall appoint.
10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 178 (as modified by section 1203) of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any Directors or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the Directors.

#### **NOTICE OF GENERAL MEETINGS**

12. Subject to section 175(3) of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Company (other than an annual general or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned, to such persons as are, under the Constitution of the Company entitled to receive such notices from the Company.
13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors.
15. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members, present shall be a quorum.
16. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved; if any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
17. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he/she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
18. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting the members present shall choose one of their number to be Chairman of the meeting.
19. The Chairman with the consent of the meeting at which a quorum is present (and shall, if so directed by the meeting), shall adjourn the meeting from time to time and from place to place, but 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 the original meeting. Save as provided otherwise, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the Chairman; or
  - (b) by at least two members present in person or by proxy:- or
  - (c) by any member of members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

The demand for a poll may be withdrawn.

21. Except as provided in Article 20, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. Where there is an equality of votes, whether a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
23. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
24. Subject to Section 193 (as modified by section 1208) of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representative) shall be as valid and effective for all purposes as if the resolution has been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

#### **VOTES OF MEMBERS**

25. Every member shall have one vote.
26. No member shall be entitled to vote at any general meeting unless all monies immediately payable by him to the Company have been paid.
27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.
28. Votes may be given personally or by proxy.
29. The instrument appointing a proxy shall be in writing under the hand of the appointee or his attorney duly authorised in writing, or if the appointee is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.



30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

**Think Bodywhys CLG**

I/We .....  
of .....  
in the County of .....being a member/members of the  
above named Company hereby appoint .....  
of .....  
or failing him.....  
of .....  
as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general  
meeting of the Company to be held on the ..... day of ..... 20..... and at any adjournment thereof.

Signed this ..... day of ..... 20.....

This form is to be used \*in favour of/against, the resolution. Unless otherwise instructed the proxy will vote as he  
thinks fit. \*Strike out which ever is not desired.

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

**BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS**

32. Any body corporate which is a member of the Company and by resolution of its Directors or other governing body  
authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so  
authorised shall be entitled to exercise the same powers on behalf of the body corporate which he/she represents as  
that body corporate could exercise if it were an individual member of the Company.

**ANNUAL SUBSCRIPTIONS**

33. The Directors shall be entitled from time to time to determine any Annual Subscription to be payable by any member  
of the Company. Such subscription shall be payable in advance on the 1st day of July in each year. A person becoming  
a member of the Company after the 1st day of July in any year may be required by the Directors to pay the entire  
Annual Subscription in respect of that year. In the event of any member ceasing to be a member prior to the 1st day  
of July in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. The  
terms and conditions attaching to Life Subscriptions shall be determined by the Directors in their absolute  
discretion from time to time.

**DIRECTORS**

34. Unless and until the Company in general meeting shall other wise determine the number of Directors shall not  
exceed nine.
35. The Directors may be paid all travelling, and other expenses properly incurred by them in attending and returning  
from meetings of the Directors or any committee of the Directors or general meeting of the Company or in  
connection with the business of the Company.

## RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP

36. (a) A member of any class may by notice in writing to the Secretary of the Company resign his membership of the Company.
- (b) Membership of the Company shall automatically cease on any member's death.
- (c) If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct
- (d) Membership of the company shall automatically cease on any members beginning a contract of employment with the organisation as in the opinion of the Directors either shall have rendered him unfit to remain as a member of the Company or shall be injurious to the Company or if the Directors shall for any other good reason require that a member shall be expelled such member may by a Resolution of the Directors be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defense as he/she may think fit.

Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions in the Constitution whether or not it is actually received by the member intended to be served with such notice.

## BORROWING POWERS

37. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debenture stock and other securities, whether outright or as security for any debt liability or obligation of the Company or of any third party.

## POWERS AND DUTIES OF DIRECTORS

38. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Act or by these articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of this Constitution and to such directions, being not consistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
39. The Directors may from time to time appoint a person as honorary president of the Company for such term and upon such conditions as they may think fit, and any honorary president so appointed may be removed by the Directors.
40. The Directors may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.

The Directors shall cause minutes to be made in books provided for the purpose:-

of all appointments of officers made by the Directors;

of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;

of all resolutions and proceeding at all meetings of the Company and of the Directors and of committees of Directors.

## DISQUALIFICATION OF DIRECTORS

41. The office of Director shall be vacated if the Director:-
- without the consent of the Company in general meeting holds any other office or place of profit under the Company; or
- is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- becomes prohibited from being a Director by reason of any order made under Section 819 of the Act; or
- becomes of unsound mind; or
- resigns his office in writing to the Company; or
- is convicted of an indictable offence unless the Directors otherwise determine; or
- is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner require by Section 231 of the Act; or
- is requested in writing by at least two thirds of all the other Directors to resign.

## ROTATION OF DIRECTORS

### BOARD

42. The affairs of Think Bodywhys Company Limited by Guarantee shall be managed by a Board of a maximum of nine Directors, to be invited by the Board on account of their business experience, expertise in eating disorders and/or their genuine interest in the work of Bodywhys.

### DIRECTORS

43. At the first Annual General Meeting of the Company following the adoption of this Constitution one-third of the Directors shall retire from office, and at the equivalent Annual General Meeting in every subsequent year one-third of the Directors for the time being, or if their number is not three of a multiple of three, then the number nearest one-third, shall retire from office.
44. Members of the Board shall be Directors for a period of three years from the date of their appointment and thereafter shall be eligible for reappointment for a further period of three years. Any Director may, after the expiration of such six year term, be subsequently reappointed for one further, but not consecutive, term of three years.
45. The directors to retire, after the expiration of their six year term, following the adoption of the current Constitution may, at the discretion of the Board, have their term of office extended in order to facilitate continuity in Board rotation. The extended term should not exceed a period of two years.
46. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who become Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

### VOTING ON CONTRACTS

47. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the Board in accordance with the provisions of the Companies Act 2014.

48. Save as otherwise provided by this Constitution, a Director shall not vote at a meeting of the Board on any resolution concerning a matter in which he has, directly or indirectly, any interest which is material or a duty which conflicts or may conflict with the interests of Bodywhys. Such Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

#### **CHAIRMAN**

49. At the first board meeting following the adoption of this Constitution, the Board shall appoint one of its number to be Chairman of the Board for a period of one year from that date. A Chairman may be re-appointed for a maximum of three consecutive one-year terms, but may be re-appointed for a fourth such term, if in the opinion of the Board, there exists exceptional circumstances which warrant such an extension of the office. The Chairman shall preside at every Board meeting at which he/she is present, but if he/she is not present within 15 minutes of the time appointed for the meeting, the Board may appoint one of its members to be Chairman of that meeting.
50. The Directors shall have the power at any time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account when determining the Directors who are to retire by rotation at such meeting.
51. The Company may, by ordinary resolution of which extended notice has been given in accordance with Section 146(3) of the Act, remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
52. The Company may by ordinary resolution appoint another person in place of a Director removed from office. Without prejudice to the powers of the Directors the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### **PROCEEDINGS OF DIRECTORS**

53. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Directors who being resident in the State is for the time being absent from the State.
54. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three.
55. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.
56. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
57. The Directors may delegate any of their powers to committees consisting of such members or members of the Board as they think fit, any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

58. A committee may elect a Chairman of its meeting; if no such Chairman is elected, or if at any meeting, the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
59. All acts done by any meeting of the Directors of a committee or Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
60. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors convened and held.

#### **SECRETARY**

61. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
62. A provision of the Act of this Constitution requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director as, or in place of, the Secretary.

#### **THE SEAL**

63. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

#### **ACCOUNTS**

64. The Directors shall cause proper books of account to be kept relating to :-

the sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

all sales and purchase of goods by the Company; and

the assets and liabilities of the Company

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

The books of account shall be kept at the office or at such place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

The Directors shall from time to time cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss account, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the Company.

A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the Directors' report and Auditors report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

#### AUDIT

65. Auditors shall be appointed and their duties regulated in accordance with the provisions of Chapters 18,19 and 20 of the Act.

#### ANNUAL REPORT AND RETURN UNDER THE CHARITIES ACT 2009

66. The Board shall comply with the requirements of the Charities Act with regard to:
- (a) the transmission of the Financial Statements of the Company to the Charities Regulatory Authority;
  - (b) the preparation of an Annual Report and its transmission to the Charities Regulatory Authority

#### NOTICES

67. A notice may be given by the Company to any member either personally or by sending it to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member:  
every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

the auditor for the time being of the Company

No other person shall be entitled to receive notices of general meetings.

#### WINDING UP

68. The provisions of Clause 7 of the Constitution to winding up or dissolution shall have effect and be observed.

**Constitution approved at the  
Extraordinary General Meeting of the Company  
on the 28<sup>th</sup> day of November 2016 at 7.30 p.m.  
for the following purposes:**

**As Special Resolutions:**

- 1. To consider, and if thought fit,  
approve the re-registration of the Company under  
Part 18 of the Companies Act 2014.**
  
- 2. To consider, and if thought fit,  
approve the Constitution in substitution for  
and to the exclusion of the existing Memorandum & Articles  
of Association of the Company.**

July, 2017

# BODYWHYS

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