COMPANIES ACT 2014

CONSTITUTION OF CARE ALLIANCE IRELAND, A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

AS ADOPTED BY SPECIAL RESOLUTION PASSED ON 22nd SEPTEMBER 2026

(IN SUBSTITUTION FOR THE CONSTITUTION ADOPTED BY SPECIAL RESOLUTION ON 19th SEPTEMBER 2017)

MEMORANDUM OF ASSOCIATION OF CARE ALLIANCE IRELAND

1. Name

The name of the Company is Care Alliance Ireland (the "Company").

2. Company Type

The Company is a Company Limited by Guarantee, registered under Part 18 of the Companies Act 2014.

3. Main Object

The main objects for which the Company is established is to enhance the wellbeing, social inclusion and recognition of current and former family carers in Ireland, so that they are better able to care for their loved ones, through:

(a) the provision of online supports, interventions, education and information to family carers;
(b) the advancement and dissemination of research and evidence relating to family caring;
(c) influencing public policy and practice affecting family carers; and
(d) supporting and collaborating with community, voluntary, charitable, statutory and academic bodies, both in Ireland and internationally engaged in supporting family carers.

4. Powers

The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

(a) To solicit and procure by any lawful means 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, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.

(b) To undertake, accept, execute and administer, without remuneration, any charitable trusts.

(c) To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.

(d) To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.

(e) To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.

(f) To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.

(g) Subject to the Income and Property clause hereof, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.

(h) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

(i) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

(j) To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.

(k) To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.

(l) To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(m) To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.

(n) To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.

(o) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.

(p) 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.

(q) To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.

(r) To insure any or all of the Directors 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).

(s) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.

(t) To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.

(u) To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.

(v) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(w) To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of the Income and Property clause hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.

(x) To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.

(y) To pay all expenses of and incidental to the incorporation and establishment of the Company.

(z) To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.

(aa) To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.

(bb) To establish and maintain links with international and national organisations having similar objectives.

(cc) To facilitate online forums and virtual services in furtherance of the Main Object.

(dd) To collect, analyse and publish data in accordance with applicable data protection legislation.

(ee) To adopt and implement policies and procedures relating to safeguarding, risk management, governance and regulatory compliance.

(ff) To promote public understanding and recognition of family carers and their contribution, including through public awareness campaigns, events and initiatives

(gg) To provide and support education, training, employability and reintegration opportunities for current and former family carers in furtherance of the Main Object.

(hh) To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.

(ii) To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

5. Income and Property

The income and property of the Company shall be applied solely towards the promotion of Main Objects 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 members of the Company.

No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

a) reasonable and proper remuneration to any servant of the Company (not being a Director) for any services rendered to the Company;
b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors of the Company to the Company;
c) reasonable and proper rent for premises demised and let by any Director of the Company to the Company;
d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company.
f) Nothing shall prevent any payment by the Company 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

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 the amendment shall not take effect until such approval is received.

7. Winding Up

If upon the winding up or dissolution of the Company 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 Company. 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 Company. 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 Company under or by virtue of the Income and Property clause hereof. Members of the Company 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. Limited Liability

The liability of the members is limited.

9. Undertaking to Contribute

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) 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 the contributories among themselves,

such amount as may be required, not exceeding €1.

ARTICLES OF ASSOCIATION TO ACCOMPANY PRECEDING MEMORANDUM OF ASSOCIATION OF CARE ALLIANCE IRELAND

The following regulations shall apply to the Company:

Interpretation.

1. In these Articles:—

"Act" means the Companies Act, 2014;

"Board" means the board of the Company;

"Company" means Care Alliance Ireland;

"Directors" means the Directors for the time being of the Company or the Directors present at a meeting of the board of Directors and includes any person occupying the position of director by whatever name called;

"in writing" means written or produced by any substitute for writing, or partly one and partly another;

"Ireland" means the territory of the Republic of Ireland;

"Member" means a member of the Company;

"Month" means calendar month;

"the Office" means the registered Office for the time being of the Company;

"the Seal" means the common Seal of the Company;

"Secretary" means any person appointed to perform the duties of the Secretary of the Company; and

"Year" means calendar year.

Expressions referring to writing shall be construed, unless the contrary intention appears, be construed as including references to email, facsimile, printing, lithography, photography and any other modes of representing or reproducing words in a visible form, provided, however, that it shall not include writing in any other electric form except as provided in these Articles and/or where it constituted writing in electric form sent to the Company, the Directors have approved its receipt in such Form. Expressions in these Articles referring to execution of any document shall include any mode of execution under Seal or under hand or any mode of electronic signature as shall be approved by the Directors.

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

The Act

2. The provisions of the Act are adopted subject to Article 3 and the modifications contained herein.

3. The Company notes the sections of the Act specifically disapplied in respect of companies limited by guarantee under Part 18 of the Act and further disapplies the following Sections of the Act: 188 (2)(b), 618(1)(b), 1196, and 1198.

Members

4. The number of Members the Company proposes to be registered with is 200 however, the Directors may increase this number and, where an increase is made, it shall notify the Companies Registration Office of the details of the increase within 15 days of the date on which the increase was resolved or took place.

5. The subscribers to this Constitution and such other persons and categories of eligible entities as determined by the Directors who meet the membership terms as set down in the document entitled the Company Governance Handbook, as may be amended by the Directors from time to time, shall be the members of the Company and shall be entered in the register of members kept in accordance with the Act.

Obligations of Members

6. Every member shall as a continuing condition of membership be bound by the provisions of the Constitution of the Company and any amendment thereof, and shall observe all (if any) rules or regulations made from time to time by the Company in general meeting or by the Board.

7. Membership of the Company shall cease:

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

(b) if the Member resigns by notice in writing, to the Secretary at the Company's Office; or

(c) if the Directors determine that such member has failed to observe the membership terms as set down in the Company Governance Handbook.

General Meetings.

8. The quorum for a general meeting shall be the greater of 5% of Members or 5 Members present in person or by proxy. The requirements for appointing a proxy are as set out in the Company Governance Handbook. Meetings of Members may be held wholly or partly by electronic means in accordance with the Companies Act 2014.

9. An extraordinary general meeting may be called at any time by the Secretary on request from at least 10% of Members entitled to vote at a general meeting.

Votes of Members.

10. Every Member shall have one vote.

Directors.

11. The number of the Directors shall be between 6 and 10.

12. The requirements for directorship, election rules and provisions supplemental to the requirements of the Act in relation to removal and vacation of the office of Director are as set out in the Company's Governance Handbook.

13. Meetings of Directors may be held wholly or partly by electronic means in accordance with the Companies Act 2014.

14. The Directors may be paid travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

Powers and Duties of Directors.

15. The Directors may delegate any of their powers to committees consisting of such Director or Directors 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. The membership structure and terms of reference of any committee established by the Directors shall be as set out in the Board and respective Committees' terms of reference.

Voting on Contracts.

16. A director may not vote in respect of any contract in which he is interested or any matter arising thereout.

Rotation of Directors.

17. The rotation of Directors shall be in accordance with the provisions of the Company Governance Handbook.

Secretary.

18. The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

19. A provision of the Act or these Articles 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 and as, or in place of, the Secretary.

The Seal.

20. 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.

Audit.

21. Auditors shall be appointed and their duties regulated in accordance with Sections 333 to 337 of the Act.

DISPUTE RESOLUTION

22. The Company shall seek to resolve disputes in accordance with principles of mediation and good governance before recourse to arbitration.

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

Names and descriptions of the original subscribers

Jean Day – Training Instructor

Geraldine Fennell – Research Psychologist

Robin Webster – Company CEO

Catherine Keogh – Care Practice Co-Ordinator

Ann Kavanagh – Retired Adult Literacy Organiser

Colum Conway – Company CEO

Marie Lynch – Programme Development Manager

Mary Healy – Co-Ordinator

Paula Lane – Lecturer/Researcher

Dated this 1st day of August 2008

Witness to the above Signatures: Liam O'Sullivan – Social Worker