

# Corrib Beo

## Constitution, Memo and Articles of Association (2019)

### **1. Name:**

The name of the entity is **Corrib Beo Partnership**.

### **2. Company Type**

The Company is a not for profit company, limited by guarantee.

### **3. Main Objective**

The **main Objective** for which the Company was established is:

*To promote a partnership - based approach for the care, protection, restoration and sustainable development of the Corrib catchment and to realise the potential of the Corrib system for the benefit of its Communities, Environment and lakeside Economy. This will be achieved by developing a shared vision for a living, vibrant Corrib, by building alliances of Community, State, private and non Governmental groups and by the fostering of collective effort towards promoting the objectives.*

### **4. Subsidiary and supporting Objectives**

The Company will take a Strategic approach to pursuing its Objectives, which will include

- Facilitating the creation of a holistic and **shared vision** for the Corrib,
- The development of a long term **strategic plan** for the sustainable development of the Corrib region
- the hosting and coordination of **public events**, seminars and field trips and the gathering /dissemination of data and knowledge on the Corrib's environment
- the fostering of public awareness, appreciation and engagement with the natural, cultural and built heritage of the Corrib

- the **publication** of booklets, reports, visual material or social media to foster public awareness of the Company and of the natural and cultural heritage of the Corrib.

## 5. **Powers**

The company shall, in addition to the powers conferred on it by law, have the following **powers**, which are ancillary to the main Objective. Any income generated by the exercise of these powers is to be applied to the promotion of the main Objective.

- 5.1 To solicit and procure by any lawful means, to accept any **donation, gift, contribution or funding** and to apply for such purpose the capital as well as the income of any legacy, donation or fund.
- 5.2 To undertake, accept and administer any **charitable trusts**.
- 5.3 To **make application**, on behalf of the Company to any authority, whether Governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 5.4 To open a **Company account** in a bank or Credit Union.
- 5.5 To **host and coordinate** with other groups any public events, seminars or field trips to foster public awareness, appreciation and engagement with the natural and cultural heritage of the Corrib.
- 5.6 To **employ such staff** and on such terms as are necessary or desirable for the promotion of the Main Objective.
- 5.7 To **insure** the property of the company against any foreseeable risk in its full value and to take out insurance policies to protect the Company when required.
- 5.8 To **insure** any or all of the Directors, Secretary, Treasurer or other officer against personal liability incurred in respect of any act or omission, provided that he or she acted in good faith and in the performance of his or her duties.
- 5.9 To arrange for the **registration** of the Company and to pay all **expenses** of the incorporation of the company.
- 5.10 To work towards the creation of a **Corrib Trust**, or such entity as will be conducive to the furtherance of the main Objectives.
- 5.11 To establish and **maintain links** with local, national or international organisations having similar objectives.
- 5.12 To enter into any **arrangements** with Governments or authorities, national, local or otherwise that may seem conducive to the main Objective.

**5.13** To do such other lawful things as the Company may think conducive to the main Objective.

## **6. Income and Property**

The income and property of the Company shall be applied solely towards the promotion of the main Objective, as set out in this Constitution. No portion of the income shall be paid by way of dividend, bonus or otherwise to members of the Company.

## **7. Limited Liability**

The liability of the members is limited.

### **Articles of Association**

## **8. General Meetings**

**8.1** The Company shall hold a **general meeting** (AGM) in every calendar year.

**8.2** No business shall be transacted at a general meeting unless a quorum of Members is present at the time when the meeting starts; Five members present in person shall be a **quorum** or 10% of the membership at the time, whichever is the greater.

**8.3** Directors may, whenever they think fit, convene an **extraordinary general meeting** (EGM).

**8.4** The **Chairperson** or **Co Chair** of the Directors shall preside as chairperson at every general meeting of the Company.

**8.5** When a matter is being decided, every member present shall have one vote.

## **9. Directors and Directors' Meetings**

**9.1** The number of the Directors shall be not less than four (4) and until determined by the Company in general meeting, not more than **twelve** (12).

**9.2** The business of the Company shall be managed by the **Directors**, who may pay all expenses incurred in promoting the Company.

**9.3** The Directors may meet for the conduct of business, adjourn and regulate their **meetings** as they see fit. Questions arising may be decided by a majority of votes.

**9.4** No **remuneration** shall be payable to any Director in respect of his or her service as a Director or on any Committee to which the Directors may delegate powers.

**9.5** The Directors shall be entitled from time to time to determine any **Annual Subscription** to be payable by any Member of the Company.

**9.6** The Directors may delegate any of their powers to such persons as they think fit, including to **Committees** or working groups; any such Committee shall conform to the regulations as set out in the Constitution and as may be set out by the Directors.

**9.7** The Company will arrange for **minutes** to be kept of all resolutions and proceedings at meetings of the Company, including the names of the Directors and of those present at the meeting.

## **10. Accounts**

**10.1** The Directors shall ensure that adequate **accounting records** are kept, in accordance with Section 282 (1) of the Act.

**10.2** The Directors shall arrange for the financial statements of the Company to be prepared and laid before the Annual General meeting of the Company.

## **11. Members**

The members of the Company shall be the

- **subscribers** to the Memorandum of Association (below),
- Such persons as are appointed **Directors** of the Company and
- any other persons as the Directors shall admit to membership and as shall sign a written consent to become a member.

## **12. INDEMNITY**

**12.1** Subject to the Act, every Director, Secretary or officer shall be indemnified out of the assets of the Company against any liability incurred by that person in relation to that person's acts, while acting in office.

## **13. Patron or President**

**13.1** The Directors may at their discretion appoint any person to be a Patron or President of the Company and remove any Patron or President, on such terms as they shall think fit.

13.2 Any Patron or President shall have the right to attend and speak (but not vote) at any General Meeting of the Company.