COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

-of-

THE GENERAL SERVICE BOARD OF ALCOHOLICS ANONYMOUS OF IRELAND

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

As Adopted by Special Resolution on 26th February 2026

Registered Company No. 64287 - CHY 6014 - RCN 20010010

MEMORANDUM OF ASSOCIATION

1. Name

The name of the Company is The General Service Board of Alcoholics Anonymous of 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 object for which the Company exists is to help alcoholics on the island of Ireland achieve and maintain sobriety and, with a view thereto, to act as custodian of the Twelve Steps and the Twelve Traditions of Alcoholics Anonymous ("AA") as set out in the Service Handbook for Ireland prepared by the Alcoholics Anonymous General Service Conference ("Conference") as amended and adopted from time to time by decisions of Conference.

The Twelve Steps

1. We admitted we were powerless over alcohol - that our lives had become unmanageable.
2. Came to believe that a Power greater than ourselves could restore us to sanity.
3. Made a decision to turn our will and our lives over to the care of God as *we understood Him.*
4. Made a searching and fearless moral inventory of ourselves.
5. Admitted to God, to ourselves, and to another human being the exact nature of our wrongs.
6. Were entirely ready to have God remove all these defects of character.
7. Humbly asked Him to remove our shortcomings.
8. Made a list of all persons we had harmed and became willing to make amends to them all.
9. Made direct amends to such people wherever possible, except when to do so would injure them or others.
10. Continued to take personal inventory and when we were wrong promptly admitted it.
11. Sought through prayer and meditation to improve our conscious contact with God, as *we understood Him*, praying only for knowledge of His will for us and the power to carry that out.
12. Having had a spiritual awakening as the result of these steps, we tried to carry this message to alcoholics, and to practice these principles in all our affairs.

The Twelve Traditions

1. Our common welfare should come first; personal recovery depends upon AA unity.
2. For our group purpose there is but one ultimate authority - a loving God as He may express Himself in our group conscience. Our leaders are but trusted servants - they do not govern.
3. The only requirement for AA membership is a desire to stop drinking.
4. Each group should be autonomous except in matters affecting other groups or AA as a whole.
5. Each group has but one primary purpose - to carry its message to the alcoholic who still suffers.
6. An AA Group ought never endorse, finance, or lend the AA name to any related facility or outside enterprise, lest problems of money, property, and prestige divert us from our primary purpose.
7. Every AA group ought to be fully self-supporting, declining outside contributions.
8. Alcoholics Anonymous should remain forever non-professional, but our service centres may employ special workers.
9. AA, as such, ought never be organised; but we may create service boards or committees directly responsible to those they serve.
10. Alcoholics Anonymous has no opinion on outside issues; hence the AA name ought never be drawn into public controversy.
11. Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of press, radio, and films.
12. Anonymity is the spiritual foundation of all our traditions, ever reminding us to place principles before personalities.

4. Subsidiary Objects

To the extent that the same are essential or ancillary to the promotion of the main object of the Company, the Company may exercise all such powers and do all other such things as are incidental to the attainment of the main object of the Company.

1. To publish, distribute and sell books, pamphlets, film recordings, records, tape recordings and other material relating to alcoholism and to the fellowship of Alcoholics Anonymous.
2. To explain, by means of attraction rather than promotion, the works, and objects of the Company through such media as may from time to time seem appropriate.

5. 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. The Company shall not support with its funds any objects or endeavour to impose or procure to be observed by its Members or others, any regulations, restriction or condition which, if an object of the Company, would make it a trade union. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

5.1 To hold the net monies arising from any publication of the Company and all other monies or property which may accrue to the Company pending the application thereof to the purposes of the Company and to acquire, hold or dispose of either in its own name or jointly with others all copyrights of books, pamphlets, publications and other literature; to print, publish, edit or to act as agents for the printing, publishing or editing - either on its own or jointly with others - of books, pamphlets, publications and any other literature.

5.2 To construct, equip, maintain, improve and manage any building and other works and installations, which may be considered directly or indirectly conductive to the Company's objects and to contribute to or otherwise assist or take part in the construction, equipping, maintenance, improvement or management of any such buildings, works or installations.

5.3 Subject to the provisions of the Companies Act, 2014, to purchase or otherwise acquire, for any estate or interest, any property, assets or rights of any kind which may appear to be necessary or convenient for any purpose of the Company, and to develop and deal with the same in such manner as may be thought expedient.

5.4 To raise money within the fellowship of AA and to secure or discharge any debt or obligation of, or binding on, the Company in such manner as may be thought fit.

5.5 To seize, appropriate, hold property and generally manage monies in the Bank or in any other accounts in nomenclature other than the name of the Company, such nomenclature to be decided upon from time to time by resolution of the Company.

5.6 To draw, make, accept, endorse, discount, negotiate, execute and issue Bills of Exchange, promissory notes, Bills of Lading, warrants and other negotiable transferable or mercantile instruments.

5.7 To co-operate in any way with any company, association or body or any individual carrying on or proposing to carry on any activity or operation within the objects of this Company.

5.8 To sell, lease, grant licenses, leases and other rights over, and in any other manner to deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit.

5.9 To take all necessary or proper steps with the authorities, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on and negotiate its operations with a view to carrying out the objects of the Company.

5.10 To do all or any of the things and matter aforesaid in any part of Europe, either as principals, agent, contractors, trustees or otherwise and by or through Trustees, agents or otherwise and either alone or in conjunction with others.

5.11 To employ such staff, and on such terms, as are necessary or desirable for the proper promotion of all objects.

5.12 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.

5.13 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 a Director and a charity trustee (as defined in the Charities Act, 2009).

5.14 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.

5.15 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, by publication of books and periodicals and via the internet.

5.16 To pay all expenses of and incidental to the incorporation and establishment of the Company.

5.17 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.

5.18 To establish and maintain links with international and national organisations having similar objectives.

5.19 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Objects.

5.20 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.

PROVIDED THAT:

nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

6. Income and Property

6.1 The income and property of the Company shall be applied solely towards the fulfilment of its main object as set forth in the Memorandum of Association. 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.

6.2 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 Member or 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 or other Members of the Company to the Company;

(c) reasonable and proper rent for premises demised and let by any Member of the Company (including any Director) 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.

6.3 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).

7. 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 which requires the prior approval of the Charities Regulator, 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. In addition, no amendment of any kind shall be made to the provisions of clauses 8 and 9 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of Clauses 8 and 9 of the memorandum of association, such that there would be non-compliance with the requirements of section 971/1180 and of the Companies Act 2014.

8. Winding Up

If upon the winding up or dissolution of the Company 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 Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Company. The company or companies (being a charitable 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 Company under or by virtue of Clause 6.1 hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. 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. Limited Liability

The liability of the Members is limited.

10. 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.

We the several persons whose names, addresses and descriptions are subscribed wish to be formed into a Company in pursuance of this Memorandum of Association

Names, addresses and descriptions of the original subscribers
Richard David Stephenson 780 Howth Rd., Raheny Dublin - Consultant Psychiatrist
Charles McCarthy, 367 Howth Rd., Raheny, Dublin 5 - Barrister at Law
Sr Francis Alexander Lye Harrison, Ballydorn Hill, Killinchy, Co Down - Queen's Counsel
Edmund Robert Giboney, 4 Fail Hill Close, Cookstown, Co Tyrone Chief Public Health Inspector
Michael Maloney "Glanleam", Castletroy, Limerick - Civil Servant
Pearse Carney, St Josephs, Knocknacarra, Salthill, Galway - Public Health Inspector
Edward Cullen, Patrick St., Tullamore, Co Offaly - Civil Engineer

Registered the 23rd August, 1978

ARTICLES OF ASSOCIATION

TO ACCOMPANY PRECEDING MEMORANDUM OF ASSOCIATION OF THE GENERAL SERVICE BOARD OF ALCOHOLICS ANONYMOUS OF IRELAND.

Interpretation

1. In these Articles:-

"AA" means Alcoholics Anonymous

"Act" means the Companies Act, 2014

"Board" means the board of the Company

"Company" means this Company

"Conference" means Alcoholics Anonymous General Service Conference of 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 Island of Ireland

"Members" means members 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

"Service Handbook" means the Service Handbook for Ireland prepared by the Alcoholics Anonymous General Service Conference

"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 electronic form except as provided in these Articles and/or, where it constituted writing in electronic 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.

a. Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.
b. 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 Company adopts the provisions of the Act 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 is 30, however, the Directors may increase or reduce this number in accordance with any changes in the membership of the Conference and, where an increase or reduction is made, it shall notify the Companies Registration Office of the details of the increase or reduction within 15 days of the date on which the increase was resolved or took place.
5. The Members shall at all times be the same as the Members of Conference. The process and rules governing membership of Conference are set out in the Service Handbook. On ceasing to be a Member of Conference, a Member shall automatically cease to be a Member of the Company, to be replaced by a newly appointed Member as selected according to the Service Handbook.

General Meetings

6. The Annual General Meeting of the Company, where practicable, shall precede the Annual General Meeting of Conference.
7. The quorum for the Annual General Meeting of the Company and for Extraordinary General Meetings shall be 16 Members present in person or by proxy. In the event that a Member cannot attend an Annual or Extraordinary General Meeting of the Company, it shall be incumbent on the said Member to appoint as proxy the "Alternate Delegate" as chosen and approved by the relevant "Intergroup" as defined in the Service Handbook.
8. All general meetings other than annual general meetings shall be known as extraordinary general meetings.
9. An Extraordinary General Meeting may be called at any time by the Secretary on written request from at least 10 Members.

10. The Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.

11. The Chair for the time being of the Board shall preside as chairperson at the Annual or Extraordinary General Meeting of the Company, 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 Directors present shall elect one of their number to chair the meeting.

12. If at any meeting no Director is willing to act as chair 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 chair the meeting.

13. The Chair may, with the consent of any meeting at which a quorum of 16 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.

14. Unless a poll is demanded in accordance with Article 38, at any general meeting:

    a. resolution put to the vote of the meeting shall be decided on a show of hands; and

    b. a declaration by the Chair 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 proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

15. Where there is an equality of votes, whether on a show of hands or on a poll, the Chair 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.

16. Subject to section 193 of the Act (as modified by section 1208 of the Act) a resolution in writing signed by all the Members of the Company for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had 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. Any such resolution in writing may consist of several documents in like form each signed by one or more Members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any Member, this statement shall be prima facie evidence that it was signed by him or her on that date.

Notice of General Meetings

17. A meeting of the Company, other than an adjourned meeting, shall be called:

    (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;

    (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.

18. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 22 of the Companies Act, be deemed to have been duly called if it is so agreed by:

    (a) all the Members entitled to attend and vote at the meeting; and

    (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.

19. Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a Member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting. Notice of General Meetings may be sent by post or by electronic means (as defined under Section 2 of the Act).

20. 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.

21. The notice of a meeting shall specify:

    i. the place, date and time of the meeting;

    ii. the general nature of the business to be transacted at the meeting;

    iii. in the case of a proposed special resolution, the text or substance of that proposed special resolution; with reasonable prominence, a statement that

    iv. a Member entitled to attend and vote is entitled to appoint a proxy (an alternate delegate as chosen and approved by the relevant Intergroup as defined in the Service Handbook), using the form set out below; and

    v. the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

22. 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 at the meeting.

Votes of Members

23. Where a matter is being decided (whether on a show of hands), every Member present in person and every proxy shall have one vote, but so that no individual Member shall have more than one vote.

24. 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.

25. Any such objection made in due time shall be referred to the Chair of the meeting, whose decision shall be final and conclusive. Votes will be completed at the meeting. Where there is an equality of votes, on a show of hands, the Chair of the meeting at which the show of hands takes place, shall be entitled to a second or casting vote.

Proxies

26. A Member of the Company entitled to attend and vote at a meeting of the Company shall, if he or she is unable to attend, be entitled to appoint an Alternate Delegate as chosen and approved by the relevant Intergroup as defined in the Service Handbook, as his or her proxy to attend and vote. A proxy so appointed shall have the same right as the Member to speak at themeeting and to vote on a show of hands and on a poll.

27. An instrument appointing a proxy shall be in the following format:

Proxy Form

I, being a Member of the named Company, The General Services Board of Alcoholics Anonymous of Ireland CLG, hereby appoint _____ as my proxy an Alternate Delegate as chosen and approved by the relevant Intergroup as defined and referred to in the Service Handbook, to vote for me on my behalf at the Annual or Extraordinary General Meeting of the Company to be held on_____and any adjournment thereof.

Signed by _____

Date _____

28. The Proxy Form when completed and signed shall be deposited at the registered office of the Company 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrumentis to attend.

29. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article

Voting on a Poll

30. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).

    A demand for a poll may be made by:

    a. the Chair of the meeting;

    b. at least three Members present in person

    c. any Member or Members present in person or by proxy and with a quorum of 16 Members of the Company having the right to vote at the meeting.

31. A demand for such a poll may be withdrawn by the person or persons who have made the demand. If a poll is demanded it shall be taken in such manner as the Chair of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.

32. A poll demanded with regard to the election of a Chair or on a question of adjournment shall be taken forthwith.

33. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.

34. The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

35. On a poll taken at a meeting of the Company or a meeting of any class of Members of the Company, a Member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes:-

    a. use all his or her votes; or

    b. cast all the votes he or she uses in the same way.

Directors

36. The Directors shall at all times be the same as the Trustees of Conference.

37. The number of the Directors shall at all times be equal to the number of Trustees of Conference but shall never be less than four (4).

38. No remuneration shall be payable under any circumstances to any of the Directors in respect of his services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article 40. The Directors may be paid all 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 otherwise in connection with the business of the Company.

39. 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 these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Company in general meeting may (by special resolution) give. No such 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.

40. Without prejudice to Section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and 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.

42. The Company shall cause minutes to be entered in books kept for the purpose:

    a. of all appointments of officers made by the Directors;

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

    c. of all resolutions and proceedings at all meetings of the Company and, of the Directors and of committees of the Directors.

Conflicts of Interest

43. A Director may not vote in respect of any contract or any other matter in which he, or a party connected to him, has an interest or any matter arising thereout.

Powers of Attorney

44. The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

Disqualification of Directors

45. In addition to the circumstances set out in section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

Election of Directors

46. In accordance with Article 36 the Directors shall at all times be the same as the Trustees of Conference. These Trustees shall comprise four Alcoholic Trustees and three Other Trustees. On appointment as a Trustee of Conference the Trustee shall be confirmed as a Director of the company at the Company's AGM or, in the event that a Trustee is appointed between AGMs to fill a vacancy caused by the retirement of a Trustee pursuant to Article 47, the Trustee shall be co-opted by the Board.

    Once a Director has been appointed pursuant to this section, no distinction shall be drawn between them. Each shall be equal in all respects.

47. Appointment of Four Directors who are Alcoholic Trustees of AA

    The term of office is for a period of four years. In the case of the first Directors, this term will be from the date of incorporation of the Board. Thereafter, a Director's term of office shall be four years from the date of his or her appointment.

    In the event than an Alcoholic Trustee (AA Trustee) resigns the position for any reason whatsoever prior to completion of his/her four-year term, the Board having consulted the relevant four General Service Conference Delegates and the Provincial Intergroup Secretary, shall co-opt a member as a Trustee. The co-opted Trustee shall be presented as a Trustee in turn to the relevant Provincial Intergroup and the next General Meeting of Conference.

    In the case of a vacancy arising through any other eventuality, the Board, having consulted the relevant four General Service Conference Delegates and the Intergroup Secretary may co-opt a member as a Trustee. The co-opted Trustee shall be presented as a Trustee in turn to the relevant Provincial Intergroup and the next General Meeting of Conference.

    A co-opted Trustee shall hold office only for the unexpired portion of the retiring Trustees/Directors four year term.

    Alcoholic Trustees are not eligible for reappointment after their term of office ends.

48. Appointment of Three Directors who are Other Trustees of AA

    The three directors who are Other Trustees of AA are appointed by the General Service Board and presented to Conference.

    The term of office is for a period of four years, and an Other Trustee shall be eligible for re-election for a second and final four-year term. If, at the end of his first term, the Director wishes to be considered for a second term he shall so indicate.

    The Board shall then consider his application for a second term and decide whether to approve the appointment.

In no circumstances may an Other Trustee serve more than two terms (eight years).

49. Removal of Director other than by retirement

The Company may by ordinary resolution of which extended notice has been given in accordance with Section 146 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. Fair procedures and dictates of natural and constitutional justice shall be adhered to at all times.

Proceedings of Directors

50. The Directors 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 Chair of the meeting shall have a second or 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 Director who, being resident in the State, is for the time being absent from the State.

51. The quorum necessary for the transaction of the business of the Directors shall be four (4). The quorum shall be satisfied at the beginning of the meeting and shall stand unless otherwise challenged.

52. The continuing Directors may act notwithstanding any vacancy in their number but, if and for so long as their number is reduced below the number fixed by or pursuant to the Act 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.

53. The Directors shall choose one of their number to be the Chair of the Board.

54. The Directors may delegate any of its powers to Committees consisting of such Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.

55. The Directors appoint the Chair of any Committee; if no such Chair is elected, or if at any meeting of a Committee the Chair is not present within fifteen minutes after the time appointed for holding it, the members of the committee present may choose one of their number to Chair the meeting.

56. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members of the Committee present, and when there is an equality of votes, the Chair shall have a second or casting vote.

57. All acts done by any meeting of the Directors or by any person acting as a Director or member of any Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.

58. 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 duly convened and held. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.

59. A meeting of the Directors or of a Committee established by the Directors may consist of a conference between some or all of the Directors or, as the case may be, members of the Committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and –

    a. A Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and

    b. such a meeting shall be deemed to take place –

        i. where the largest group of those participating in the conference is assembled;

        ii. if there is no such group, where the Chair of the meeting then is;

        iii. if neither sub-paragraph (i) or (ii) applies, in such location as the meeting itself decides.

Company Secretary

60. The Secretary shall be appointed by the Directors upon such conditions as they may think fit; and any Secretary so appointed may be removed by them at any stage. The Secretary shall be appointed in the first instance for a period of four years. At the end of this period the Directors, at their absolute discretion, may extend the term of the Secretary by one year.

61. 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.

Seal

62. 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:

    a. signed by a Director or by some other person appointed for the purpose by its Directors or by a foregoing Committee of them; and

    b. be countersigned by the Secretary or by a second Director or by some other person appointed for the purpose by its Directors or by a foregoing Committee of them.

    c. A register shall be maintained by the Secretary at the Registered Office of all documents to which the Seal has been fixed.

Accounts

63. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

64. The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.

65. 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 financial statements and accounting records of the Company or any of them shall be open to the inspection of its Members not being Directors. No Member (not being a Director) shall have any right to inspect any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.

66. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.

67. A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

Audit

68. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

Notices

69. A notice may be given by the Company to any Member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) 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 Company). Section 218(5) of the Act shall apply.

Original Subscribers:

We the several persons whose names address and descriptions are subscribed wish to be formed into a Company in pursuance of this Memorandum of Association.

Names, Addressed and Descriptions of Subscribers.

1 R.D. Stevenson — Richard David Stevenson, 780 Howth Road, Raheny, Dublin 5 - Consultant Psychiatrist.

2 Charles McCarthy — Charles McCarthy, 367 Howth Road, Raheny Dublin 5 - Barrister at Law.

3 F.A.E. Harrison — Sir Francis Alexamder Lyle Harrison, Ballydorn Hill, Killinchy, Co. Down, - Queen's Counsel.

4 E.R. Giboney — Edmund Robert Giboney, 4 Fail Hill Close, Cookstown Co. Tyrone, Chief Public Health Inspector

5 Michael Maloney — Michael Maloney, "Glanleam", Castletroy, Limerick - Civil Servant

6 Pearse Carney — Pearse Carney, St. Josephs, Knocknacarra, Salthill, Galway, - Public Health Inspector

7 Edward Cullen — Edward Cullen, Patrick Street, Tullamore, Co. Offaly, - Civil Engineer.

Witness to the above signatures:-

Gabriel O'Neill, Solicitor, 24 Upper Dominick Street, Dublin 1.

Dated the 16th day of January, 1979.

General Service Board of Alcoholics Anonymous of Ireland CLG
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