

COMPANIES ACT 2014

CONSTITUTION

of

DYSLEXIA IRELAND
Formerly know as the Dyslexia
Association of Ireland

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

AS ADOPTED BY SPECIAL RESOLUTION ON 27 MAY 2017
AND NAME ADOPTED BY SPECIAL RESOUTION ON 27 JUNE 2023

MEMORANDUM OF ASSOCIATION OF DYSLEXIA IRELAND

1. The name of the Company is "Dyslexia Ireland" (the "Company"). [The Company was formerly known as the Dyslexia Association of Ireland.]

2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

3. The main object for which the Company is established is to promote the understanding and awareness of dyslexia across Irish society and to provide educational and other support services to adults, children and families affected by dyslexia.

4. In furtherance exclusively of the main object, the Company will have the following subsidiary objects and any income generated from the subsidiary objects is to be applied to the main object only. The subsidiary objects of the company are to:

   4.1 Promote the establishment of local units of the Company which work to advance the main object of the Company,

   4.2 Develop new and innovative models of service at national, regional and local levels which meet the needs of children, adults and families affected by dyslexia,

   4.3 Provide a national information, advisory and advocacy service,

   4.4 Undertake advocacy work with, and on behalf of, people affected by dyslexia,

   4.5 Provide specialised educational psychology, training and assessment services, and to

   4.6 Engage with volunteers, relevant professionals, schools, other voluntary and statutory bodies in advancing the main and subsidiary objects of the Company.

5. 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.

6. 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.

7. The income and property of the Company shall be applied solely towards the promotion of the main object(s) 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 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;
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).

8. The Company must ensure that the Charities Regulatory Authority has a copy of its most recent Constitution. If it is proposed to make an amendment to this Constitution which requires the prior approval of the Charities Regulatory Authority advance notice in writing of the proposed changes must be given to the Charities Regulatory Authority for approval, and the amendment shall not take effect until such approval is received.

9. No amendment of any kind shall be made to the provisions of clauses 7 and 12 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 7 and 12 of the memorandum of association, such that there would be non-compliance with the requirements of section 971/1180 of the Companies Act 2014.

10. The liability of the members of the Company (the "Members") is limited.

11. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

12. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company. The company or companies 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 Clause [8] hereof. Members of the Company shall select the relevant company or companies 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 Regulatory Authority. 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.

13. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Company contracted before he ceases to be a member and 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 One Euro.

ARTICLES OF ASSOCIATION TO PRECEDING MEMORANDUM OF ASSOCIATION OF DYSLEXIA IRELAND.

The following regulations shall apply to the Company:

Interpretation.

1. In these Articles, unless there is something in the subject or context inconsistent herewith:—

"Act" means the Companies Act, 2014;

"Board" means the Board of the Company;

"Company" means Dyslexia Ireland (formerly known as the Dyslexia Association of Ireland);

"Directors" means the members for the time being of the board of directors of the Company and "Director" shall be construed accordingly;

"Execution" - 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.

"in writing" shall be construed, unless the contrary intention appears, 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;

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

"Member" means a member of the Company;

"Month" means calendar month;

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

"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.

Unless the contrary intention appears, other 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. For the purposes of registration, the number of members of the Company is taken to be 1,564 but the Company may from time to time register an increase of members.

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 of Dyslexia Ireland, as may be amended by the directors from time to time (the "Company Governance Handbook")], 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, bye-laws or regulations made from time to time by the Company in general meeting or by the Board.

7. Membership of the Company shall cease:

   7.1 on the member's death or bankruptcy;

   7.2 if the member resigns by notice in writing, to the Secretary at the Company's Office;

   7.3 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 Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the directors and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and that so long as the Company holds its first annual general meeting within eighteen months of the date of incorporation, it need not be held in the year of its incorporation.

9. All general meetings other than annual general meetings shall be known as extraordinary general meetings.

10. Directors may, whenever they think fit, convene an extraordinary general meeting.

11. If, at any time, there are not sufficient directors capable of acting to form a quorum, any director of the Company or any member of it may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

12. The directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10% of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.

13. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.

14. If the directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.

15. Any reasonable expenses incurred by the requisitionists by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the directors as were in default.

16. For the purposes of Articles 13 to 16, 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.

17. A meeting convened under Articles 13 or 15 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.

18. The chairperson of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.

19. If at any meeting no director is willing to act as chairperson 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 chairperson of the meeting.

20. No business shall be transacted at a general meeting unless a quorum of members is present at the time the meeting commences.

21. The quorum for a general meeting shall be ten members.

22. The chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting other than the business

left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. Unless a poll is demanded at any general meeting:

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

23.2 a declaration by the chairperson 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.

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

25. 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 (or being bodies corporate by their duly appointed representatives) 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

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

26.1 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;

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

27. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 26, be deemed to have been duly called if it is so agreed by:

27.1 all the members entitled to attend and vote at the meeting; and

27.2 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.

28. 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.

29. 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.

30. The notice of a meeting shall specify:

30.1 the place, date and time of the meeting;

30.2 the general nature of the business to be transacted at the meeting;

30.3 In the case of an annual general meeting, and without prejudice to the generality of paragraph 30.2, the notice shall include that the business of themeeting will include:

30.3.1 the receipt and consideration of the Reports of the Directors and of the Auditors and the Financial Statements for the most recent period;

30.3.2 the appointment and removal of Directors (if necessary);

30.3.3 the authorisation of the Directors to fix the remuneration of the auditors;

30.3.4 the appointment or reappointment of the auditors of the Company;

30.3.5 the consideration of any other business which may be properly brought before the meeting;

30.4 in the case of a proposed special resolution, the text or substance of that proposed special resolution; and

30.5 with reasonable prominence a statement that:

30.5.1 a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;

30.5.2 a proxy need not be a member;

30.5.3 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.

31. 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.

32. Every member shall have one vote.

33. Votes may be given either personally or by proxy. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson 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.

Directors.

34. The number of the directors shall not be less than 5 and, unless and until determined by the Company in general meeting, not more than 15.

35. The continuing members of the Board may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed under this Constitution as the necessary quorum of Board, the continuing members 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.

36. The business and affairs of the Company shall be managed by the Board who may exercise all such powers of the Board as are covered 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 inconsistent 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 Board which would have been valid if that direction had not been given.

37. The requirements for directorship, election rules and provisions supplemental to the requirements of the Act and this Constitution in relation to removal and vacation of the office of director, are as set out in the Company Governance Handbook.

38. The requirements for the making of bye-laws and other rules supplemental to the requirements of the Act and this Constitution in relation to the governance of the Company and the conduct of its business are as set out in the Company Governance Handbook.

39. The quorum for a meeting of directors shall be 5 directors [present in person or by suitable telephonic, video or other electronic means which allows those not present in person to actively participate in the Board meeting].

40. 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 in line with the Company's policy.

Powers and Duties of Directors.

41. The directors may delegate any of their powers to committees consisting of such member or members of the Board, together with such other persons as the directors think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any specific regulations that may be imposed on it by the directors. General requirements governing all committees shall be set out in the Company Governance Handbook.

Voting on Contracts.

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

Rotation of Directors.

43. The rotation of directors shall be in accordance with the provisions of the Company Governance Handbook.

Secretary.

44. 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.

45. A provision of the Act or these Articles requiring or authorising anything 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

46. 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

47. 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.

48. 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.

49. 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 of inspecting 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.

50. 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.

51. 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 21 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

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

SERVING OF NOTICES AND DOCUMENTS

53. Any notice or other document required to be served on any member shall be deemed sufficiently served by either personal service; by leaving the same at or sending it prepaid through the post to the registered address of such member; by sending it to the electronic mail address of such member (where supplied by the member); by printing it in the Company's newsletters; by including it in the Company's email newsletters or by inserting it prominently on the Company's website.

54. With regard to those members whose registered address is unknown, a notice posted up in the Office shall be deemed to be well served on them at the expiration of twenty-four (24) hours after it is so posted.

55. Each member who has an electronic mail address should communicate this from time to time to the Secretary of the Company and all notices or other documents sent to or delivered at such address shall be deemed to have been duly received by such member.

56. Any notice or document served shall be deemed to have been served on the day following that on which the same is posted, delivered or sent and in proving such service it shall be sufficient to prove that the notice was properly posted, delivered or sent and a certificate in writing signed by the Secretary or other officer of the Company that the notice was so posted, delivered or sent shall be conclusive evidence thereof.

Attached is the original subscribers list (from our previous Memorandum & Articles of Association).

END

This Constitution was approved by the members of the Dyslexia Association of Ireland at the AGM held on the 27th of May, 2017, and the name Dyslexia Ireland was approved by the members at the AGM held on the 27th of June, 2023.