

COMPANIES ACTS, 1963 TO 2006

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
of
Care Alliance Ireland**

As adopted by Special Resolution dated July 9th 2007

1. The name of the Company is "Care Alliance Ireland".
2. The main object for which the Company is established is:
 - (a) To provide for the relief of poverty and distress through the provision of support, education, training, research and dissemination of information to family carers and family carer organisations throughout Ireland.
3. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated there from is to be applied for the main object only.
 - (b) to co-ordinate a national network of voluntary organisations supporting family carers;
 - (c) to support organisations in their direct work of supporting family carers all over Ireland;
 - (d) to provide information, education, and training, regarding the needs of family carers;
 - (e) to carry out research on family carers;
 - (f) to promote interagency collaboration;
4. The following are the powers of the company which may be carried out in furtherance of the main object;
 - (g) to provide opportunities for information exchange and sharing of experience between member organisations

- (h) to raise awareness of the needs of family carers;
- (i) to facilitate consultation between member organisations and others about their policies which impact on family carers;
- (j) to gather information on family carers and to provide such information to the alliance members, family carers, the Health Service Executive, the Government, statutory and non-statutory agencies, and the public;
- (k) to liaise with the Health Service Executive, Educational Institutions, Government Departments and other statutory and non-statutory agencies and service providers to ensure adequate resources are available to meet the needs of family carers;
- (l) To promote and further the main objects of the Company in the promotion, arrangement, organisation of or participation in conferences, public or private meetings, discussions, publications or by such other means as may be deemed desirable or necessary.
- (m) To print, publish, produce, or cause to be printed, published or produced, any books, periodicals, leaflets, films, videos, or slides promoting the main object.
- (n) To make grants for any of the purposes for which the Company is established.
- (o) To produce information in the form of booklets and leaflets for distribution to family carers, hospital staff, relatives and carers, and those persons interested in the care, counselling and support of family carers.
- (p) If applicable, to acquire the assets and undertaking and to assume the obligations and liabilities of the Company and to engage its employees.
- (q) To act as consultant or adviser to any person or body in relation to the above main object.
- (r) To engage in any business or activity and to undertake, provide and carry out any service or contract of works and provide any facility and carry out any research which is deemed necessary, advantageous or conducive to the attainment of the foregoing main object.
- (s) To promote, establish, co-operate with, become a member of, or assist by advice or by donations or gift or otherwise, any company, institution or body whatsoever and whether established or incorporated in Ireland or elsewhere having main object or purpose wholly similar to those of the Company.
- (t) To advertise and make known the Company and its main object, purposes and aims by such means as may be deemed expedient, and to solicit, receive and hold donations, subscriptions, gifts and bequests of all kinds.

- (u) To invest the monies of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, and the doing of all such other things as are incidental or conducive to the attainment of the foregoing main object.
- (v) To take over, purchase, lease, exchange, hire or otherwise acquire any real, leasehold or personal property and to sell or dispose of the undertaking or property of the Company or any part thereof for such consideration as the Company may think fit, to lease, mortgage, exchange, develop, enfranchise, turn to account or otherwise deal with all or any of the property and rights of the Company.
- (w) To receive grants, donations, contributions, subscriptions, and generally to manage, invest, develop and expend all properties and money belonging to the Company.
- (x) To act as trustees of any property, real or personal, for any purpose that may seem conducive to the furtherance of the principal object of the Company and to undertake and administer any charitable trust.
- (y) To guarantee the performance of contracts or obligations and the repayment of moneys borrowed by the Company or, if applicable, the Company, or any other person or body of persons having main object similar to those of the Company.
- (z) To engage in any kind of publicity for the purpose of fostering the main object of the Company and to print, publish and distribute and arrange for the printing, publication and distribution of any literature, newspapers, periodicals, books or leaflets as the Company may think fit.
- (aa) To apply for, promote or obtain any Order or Statute to enable the Company to carry its objects into effect, or for any other purpose it may deem expedient.
- (bb) To promote, commence or oppose any proceedings or applications which may seem calculated, directly or indirectly, to advance, appertain to or prejudice the interests of the Company.
- (cc) To employ such personnel (not being a director) as the Company may think desirable or necessary for the furtherance of its main object.
- (dd) To open, maintain, operate and close an account or accounts with a Bank or Banks or similar financial institutions and to draw, make, accept, endorse or issue promissory notes and other negotiable instruments.
- (ee) to remunerate any person, firm or company (not being a director) rendering services to the Company.

- (ff) To pay all or any expenses incurred in connection with the formation, promotion or incorporation of the Company, or to contract with any person, firm, body or company to pay the same.
- (gg) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise or any Corporation, company or person, company or other body, that may seem to be in furtherance of the Company's main object.
- (hh) To support and subscribe to any charitable or public object, or any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with the Area; to pay or fund the payment of pensions to any person or persons who may have served the Company or, if applicable, the Company, or to the spouses or children of such persons;
- (ii) To acquire and become registered proprietors of copyrights and trade marks and any other form of intellectual property, being incidental or conducive to the attainment of the foregoing main object.
- (jj) To do all or any of the above things 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;
- (kk) obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants and by any other lawful method and accept and receive gifts of property of any description (whether subject to any special trusts or not).
- (ll) To do all such other lawful things and to exercise all other powers as are incidental to or are considered by the Company to be desirable or conducive to the attainment of the foregoing main object of the Company insofar as they may be done by a person or persons established for charitable purposes and not otherwise;

provided that:

the above powers shall not be construed in any way so as to render any of the objects otherwise than exclusively charitable.

4.

- (mm) To seek and accept grant aid assistance from the European Community, the Government of Ireland, government agencies or local authorities to be applied in accordance with the terms laid down and to enter into any arrangements with the European Commission, the government of Ireland or any other government or agency in the promotion of the main objects of the Group.

- (nn) To furnish and provide the Company's property with such furniture implements, machinery and conveniences as the Company may think desirable.
- (oo) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property that may be legally held, and any rights or privileges which the Group may think necessary or convenient for the purposes of its undertaking.
- (pp) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Group in such manner as may be thought fit and in particular (without limitation) by the creation of charges or mortgages (whether legal or equitable) or floating charges upon the undertaking and all or any of the property and rights of the Group both present and future including its goodwill, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (qq) To guarantee the payment of any debts or the performance of any contract or obligation of any Group or company or undertaking or of any person and to give indemnities of all kinds either with or without the Group receiving any consideration or benefit and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon all or any of the property and rights of the Group both present and future, including its goodwill.
- (rr) To draw, make, accept, endorse or issue promissory notes and other negotiable instruments.
- (ss) To sell or dispose of the undertaking or property of the Group or any part thereof for such consideration as the Group may think fit.
- (tt) To sell, improve, manage, develop, exchange, lease, mortgage, charge, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Group.
- (uu) To acquire and become registered proprietors of copyrights and trade marks and any other form of intellectual property.
- (vv) To fundraise, to issue appeals, to solicit and receive donations, subscriptions, gifts and benefits of all kinds and help raise funds for any charitable purpose.
- (ww) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.

- (xx) To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- (yy) 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 principle 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.
- (zz) To purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (aaa) To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or if undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (bbb) To accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.
- (ccc) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main object(s), and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.

- (ddd) 11) To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed: and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- (eee) To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the main object(s) of the Company.
- (fff) 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 an occupational pension scheme and provided that such occupational 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 occupational 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.
- (ggg) To promote freedom of contact and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union, company or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any company or fund for any such purposes.
- (hhh) To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
- (iii) To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling

or guaranteeing the subscription of any debentures or securities of the Company.

(jjj) To do all or any of the above things on any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main object by any person or company.

(kkk) To do all such other things as may be deemed incidental or conducive to the attainment of the above main object(s).

And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

5. The liability of the members is limited.

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

WINDING UP

7. 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 but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main object(s) of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the company under or by virtue of Clause 8 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

INCOME AND PROPERTY

8. The income and property of the Company shall be applied solely towards the promotion if its main object(s) as set forth in this Memorandum of Company. 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:

(III) reasonable and proper remuneration to any member, officer or servant of the company (not being a Director) for any services rendered to the Company:

(mmm) interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the Company to the Company:

(nnn) reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the company:

(ooo) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Company:

(ppp) Fees, remuneration or other benefit in 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.

ADDITIONS, ALTERATIONS OR AMENDMENTS

9. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Company for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

KEEPING ACCOUNTS

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

WE, the several persons whose name and addresses are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

Jean Day,
2 The Sidings, Ramsgate Village,
Gorey, Co Wexford
Training Instructor

Signature:

Geraldine Fennell,
Occupation,
6 St Ann's Ailesbury Road,
Dublin 4

Signature:

Robin Webster
9 Seafort Gardens, Sandymount,
Dublin 4
Company CEO

Signature:

Catherine Keogh
77 The Malthouse, Marrowbone
Lane, Dublin 8
Care Practice Co-Ordinator

Signature:

Ann Kavanagh
Ros Ban Gardens, Common,
Raphoe, Co.Donegal
Retired Adult Literacy Organiser

Signature:

Colum Conway
29 Randswood, Banbridge,
Co.Down, Northern Ireland
Company CEO

Signature:

Marie Lynch
7 The Court,

Woodpark, Dublin 16 Programme Development Manager Signature:
Mary Healy Ardlea West, Tuosist, Killarney, Co Kerry. Co-Ordinator Signature:
Paula Lane "Shanovan Cottage" Ballinakill, Dunmore Rd, Waterford. Lecturer/Researcher Signature:

Dated this day of 2008

Witness to the above Signatures: -

