



Early Onset Parkinson's Disease Board Handbook

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Introduction

The Purpose of this Handbook

This handbook sets out Early Onset Parkinson’s Disease CLG (EOPD.ie) policies and procedures in relation to all aspects of the charity’s governance from the perspective of the Board of Trustees. The handbook documents the legal obligations of the charity trustees as well as the processes that the charity has in place to meet good governance standards, including those set out in the Charities Governance Code.

This handbook will be reviewed every three years, although changes can be proposed at Board meetings and the handbook adapted accordingly. Any change that would affect the constitution of the charity must be ratified at an Annual General Meeting or Emergency General Meeting.

Principles Guiding the Board of Charity Trustees of Early Onset Parkinson’s Disease

The Board of EOPD.ie is committed to the principles of the Charities Governance Code.

As such, each member of the Board of EOPD.ie is understood to commit to:

1. Advancing the Charitable Purpose of EOPD.ie
2. Behaving with integrity.
3. Leading people within Early Onset Parkinson’s Disease.
4. Exercising control over EOPD.ie
5. Working effectively.

6. Being accountable and transparent.

EOPD.ie is currently implementing the Charities Governance Code.

1. Advancing the Charitable Purpose of EOPD.ie

The main objects of EOPD.ie are:

- To provide information and support in relation to Parkinson's disease to all persons but especially those with early onset or young onset Parkinson's disease.
- To support members of the public affected by early onset or young onset Parkinson's disease in Ireland with a view to endeavouring to bring about positive change to their lives.
- To promote in every possible way the welfare of all people in Ireland with Parkinson's disease especially those with early onset or young onset Parkinson's disease.
- To encourage and support every discipline within the medical profession in its research, study, and development of medicine or therapeutics for Parkinson's disease, in particular early onset, and/or young onset Parkinson's disease.
- To raise awareness of Parkinson's disease.

See Appendix 1 for a full copy of our constitution.

These objects fall under the definition of charitable purpose for public benefit as set out in the Charities Act 2009.

- EOPD.ie is satisfied that any private benefit arising to anyone employed or providing services to EOPD.ie is reasonable, necessary, and ancillary to the public benefit that your charity provides.
- EOPD.ie conducts a strategic planning process involving the charity trustees, management, staff, volunteers, and other stakeholders and develops a 2-year strategy and strategic implementation plan. .
- The Board of charity trustees commits to ensuring that EOPD.ie has the resources it needs to carry out planned activities.
- The Board of charity trustees regularly review the operations of EOPD.ie work to ensure it continues to act in line with the charity's purpose and provides public benefit. We regularly review our constitution.

2. Behaving with integrity

2.1 The Board of Trustees have agreed the values of EOPD.ie and publicise them widely on our website, annual report and employee handbook. The values are:

- Always understand and perform their roles and responsibilities to the best of their abilities.
- Be prepared to provide adequate time and commitment as required to fulfil the role of charity trustee, adequately preparing for meetings and participating in committees and special events when required.
- EOPD.ie trustees are required to act independently, particularly in relation to assets, property, legal and regulatory obligations.
- EOPD.ie trustees should conduct themselves with integrity and in a manner, which does not damage or undermine the reputation of the charity or its volunteers and employees. More specifically charity trustees:
 - should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their duties; -
 - must avoid actual impropriety and any appearance of improper behaviour.
- EOPD.ie trustees must not act in order to gain financial or other benefits for themselves or for any persons connected to them such as their family, their friends, or any organisation that they own, manage or work for.

- EOPD.ie trustees should avoid accepting any gifts and hospitality that might reasonably be thought to influence them in carrying out their role as charity trustee.

2.2 EOPD.ie has Conflict of Interest and Loyalties policy which all charity trustees are required to sign on joining the Board of EOPD.ie. See Appendix 2.

The purpose of these policies is to assist charity trustees of EOPD.ie to effectively identify, record and manage any conflicts of interest or loyalty in order to protect the integrity of EOPD.ie and to ensure that charity trustees act in the best interest of the charity.

A conflict of interest is any situation in which a charity trustee's personal interests or loyalties could, or could be seen to, prevent the charity trustee from making a decision in the best interests of the charity. This personal interest may be direct or indirect and can include interests of a person connected to the charity trustee. These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the charity and therefore must be managed accordingly.

2.3 EOPD.ie has a Code of Conduct which all charity trustees are required to sign. This document sets out the standard of behaviour expected from trustees in order to ensure that:

- EOPD.ie is effective, open and accountable.
- the highest standards of integrity and stewardship are achieved.
- the working relationship between charity trustees and any volunteers or employees is productive and supportive.

See Appendix 3.

3. Leading people within Early Onset Parkinson's Disease

3.1 All new charity trustees joining the board of EOPD.ie receive an induction where their roles and duties as trustees are discussed. All new board trustees are given a formal letter of appointment which sets out their role, responsibilities and duties as trustees of EOPD.ie and their duties as directors which is signed by the trustee and a copy returned to the Secretary. All staff members and volunteers are given a job description which sets out their role and responsibilities.

3.2 EOPD.ie has developed a Volunteer Handbook, and Volunteer Role Descriptions in order that volunteers are clear about their roles have all the support they need in carrying out their duties.

3.3 In addition to policies contained within the Volunteer Handbook EOPD.ie has a comprehensive range of other operational policies. The Trustees are responsible for the development, approval and review of all the charity's policies. See List of Policies in Appendix 4.

4. Exercising control over Early Onset Parkinson's Disease

4.1 EOPD.ie is a non-profit organisation and is registered as a charity. As such, it is governed by the Charities Act 2009. The Board is responsible for ensuring it remains aware and informed of future changes to the Act. It is the responsibility of the Company Secretary to keep the Board updated on this.

EOPD.ie is a company limited by guarantee not having share capital.

As per the legal requirement of a company, the constitution of EOPD.ie is comprised of a Memorandum and Articles of Association.

All Trustees are provided with a copy of the EOPD.ie constitution on joining the Board. In line with legal requirements, the constitution is lodged with the Companies Registration Office (CRO) and

Charities Regulatory Authority (CRA) and is publicly available. The Board is responsible for ensuring the constitution accurately describes the organisation's structure and governance procedures.

Where there is a change in charity mission, objectives or structure, or a significant change in activities or governance procedures, the constitution is reviewed and amended if necessary. Legal advice may be sought where any significant changes are made, and changes are made at an AGM or EGM. The Company Secretary ensures the CRA and the CRO is informed of any changes.

4.2 The Chairperson (with appropriate input from the Secretary and Treasurer) provides a full compliance report to the Trustees once a year. The Chairperson may provide updates on some items during the year if needed. The compliance report includes updates on the following topics:

- Health and Safety
- Complaints
- Human Resources issues
- Data Protection
- Compliance with funders reporting requirements.
- Any other issues in relation to risk management
- Compliance Requirements – CRO
- Compliance Requirements – CRA
- Standard Operating Compliance Requirements
- Employment Law Compliance Requirements
- Finance Compliance Requirements
- Register of Lobbying compliance Requirements

The Chairperson is responsible for informing the Board of any significant issues in a timely manner, determined by the nature of the issue. In serious or urgent matters requiring Board input, the Treasurer is informed as soon as possible. The Chairperson in conjunction with the Treasurer then determines the next steps in resolving the issue and ensures the Board is updated within an appropriate timeframe.

4.3 EOPD.ie has a Fundraising Policy Procedures Strategy document which reflects the Charity Regulator's Guidelines for Charitable Organisations on Fundraising from the Public and the Chairperson reports to the Board on all fundraising issues. See List of Policies in Appendix 4.

4.4 Financial Controls – EOPD.ie takes seriously its duty to maintain proper books of account and does so in accordance with the Financial Management Policy of the charity. The Treasurer presents management accounts to the Board on a monthly basis for consideration and reviews the finances of the organisation regularly and in advance of the board meetings. Due to the nature of the Controls, at least one Trustee must have a financial qualification and experience as a financial manager, in financial accounting or similar. See Appendix 5.

Filing Accounts

Ensuring that the filing of accounts takes place at the appropriate time is the responsibility of the Secretary. EOPD.ie takes seriously its duty to file an Annual Return and Annual Accounts, which are true copies as laid before the AGM and include (subject to any exemptions applicable under the Companies Act from time to time):

- Balance sheet
- Statement of financial activities
- Directors' report
- Financial report

Trustees are responsible for approving the Financial Management Policy of EOPD.ie which outlines all financial procedures, systems and controls. This policy includes clarity on the level of financial authority given to the Chairperson, other Trustees and any other volunteers as applicable. Other finance related policies which EOPD.ie has in place include Reserves and Investment policies. See List of Policies in Appendix 4.

The Board of EOPD.ie is responsible for ensuring there are adequate internal financial controls and risk management systems including: budgeting and planning, appropriate financial procedures, monitoring of these and adherence to relevant legislation. Specific tasks are delegated to the Fundraising & Marketing working group on behalf of the Board. See Appendix 5.

Remuneration and Charity Trustees

Charity trustees on the Board of EOPD.ie are entirely voluntary and receive no payment for their work and will not charge EOPD.ie for professional services rendered. Expenses are reimbursed in accordance with the Financial Management Policy of Early Onset Parkinson's Disease. Charity trustees can choose not to reclaim expenses if they so wish.

4.5 Risk Management – The Board is responsible for ensuring that the charity has a risk management system in place including a business continuity plan. The risk management system consists of:

- Risk Management Officer
- Risk Management Policy.
- Risk Register.
- Business Continuity Plan

The Risk Register is reviewed annually by the Board and is updated as required.

4.6 EOPD.ie takes advice on insurance needs as needed and has appropriate and adequate cover in place including.

- Public Liability,
- Employers Liability,
- Professional Indemnity,
- Directors & Officers Liability,
- Cyber Risk,
- Personal Accident.

5. Working effectively

5.1 Charity trustees are appointed to the Board in accordance with the Constitution of EOPD.ie and the Charities Act 2009. When recruiting new charity trustees EOPD.ie also follows the guidance from the Charities Regulator as set out in their documents:

- Succession Planning
- Due Diligence for prospective Charity Trustees
- Recruitment and Induction of Charity Trustees and
- Induction Pack Checklist

Before recruiting a new charity trustee, the Board will always consider what is working well with the current Board and what could work better. The Board will also be mindful of what skills, experience and knowledge are available to it already from existing charity trustees. This process is led by the Chairperson and should help to identify any competency / skills gaps on the board.

5.2 The Board meets 6 times a year with meetings planned well in advance. constitution states that the minimum number of Trustees required for the Board to conduct business (the quorum) is 3.).

Board members are expected to attend all meetings, although it is understood that there may be times where other events prevent attendance. Where appropriate, participation by conference call will be arranged. Where a Board member cannot attend, they are asked to send apologies in advance to the Chair as far as possible in advance.

In the event that a specific decision must be made/ input is required, but the Board member cannot attend the meeting, the Chair may invite the Board member to indicate their position, which will be reported to the meeting.

Board members who miss three meetings in a row or four meetings in a rolling 12-month period will be contacted by the Chair. Non-attendance may result in a requirement to resign from the Board.

5.3 Agenda setting

The Chair of the Board should consult (in person or via telephone or email) with the Company Secretary in advance of the Board meeting to discuss any issues arising and develop the agenda for the Board meeting.

Board members can propose items for the agenda by communicating directly with the Chairperson or the Company Secretary.

The Company Secretary will ensure that the agenda for the upcoming meeting is communicated to the members of the Board and any additional attendees by e-mail.

Supporting material should be circulated with the agenda to provide background to any topics included, i.e. minutes of previous meetings, agreed actions, management accounts, and relevant reports at least five days prior to the meeting.

The Secretary has discretion as to whether or not items can be raised under Any Other Business (AOB) section of the meeting agenda. Items that require a board decision should not be taken as items under AOB, unless in exceptional circumstances and there is unanimous agreement by all Board members present that a Board decision can be taken on the item raised under AOB. It is good governance practice to restrict items raised under AOB to matters of information and not matters requiring a board decision.

5.4 A board pack with the necessary supporting board papers is prepared and issued 7 days before the meeting.

Minutes and Action Items

The Company Secretary, or a designated individual approved by the Board, will be responsible for taking the minutes:

- Minutes are a record of key actions and decisions discussed and agreed at the meetings.
- Before the meeting concludes, the Company Secretary or designated individual may be asked by the Chair to provide a summary of meeting's captured main points
- The person who chaired the meeting person will review the minutes once they are drafted, prior to circulation.

The Company Secretary will ensure that the minutes are circulated (within two weeks of the Board meeting). The minutes will outline the key issues discussed, key decisions made, key actions agreed and associated completion responsibility and timeframe:

- These key actions agreed should be the fourth item agenda item at the next sitting of the Board (following apologies, declarations of any conflicts and previous meeting minutes).

Every effort should be made to ensure that key decisions have the full support of the board members. However, where necessary key decisions will be made using a majority of votes:

- Every board member shall have one vote
- Where there is an equality of votes, the meeting Chair shall be entitled to a casting vote
- Attendees and ex-officio members do not have voting rights. They may be asked to leave the meeting if a vote is deemed necessary.

Board decisions/approvals in between scheduled meetings

There may from time-to-time be a requirement for the Board to decide or approval a matter outside of a normal scheduled meeting. In situations where the Chairperson requests a board decision or approval for a matter that cannot wait until the next scheduled Board meeting, the Chairperson should contact either the Secretary or Treasurer setting out the background to the matter and outlining why a decision or approval is required before the next scheduled meeting of the Board.

The Company Secretary, or Treasurer may decide depending on the nature of item requiring decision/approval to call a special board meeting where board members are physically present at the meeting or via conference call. The required quorum of 4 board members also applies to this type of meeting.

5.5 Charity trustees are appointed to the for a term of 3 years. For further details on term limits see the EOPD.ie constitution.

5.6 The induction process for new charity trustees to the Board involves the provision of an induction pack, and meetings with the existing charity trustees, the Chairperson and other key employee(s) or volunteer(s) within the charity. An induction pack will include the following key documents:

- A letter of welcome and appointment (from Chairperson)
- The charity's governing document
- A brief history of the charity and an outline of the current work
- A recent progress report describing the charity's position in relation to any targets or goals
- An organisation chart
- A list of current charity trustees and the Chairperson, the charity secretary and their contact details
- The minutes of recent board meetings
- A schedule of forthcoming board meetings
- The annual report and accounts for the past two years
- The charity's Code of Conduct for charity trustees
- A Register of Interests form (See Appendix 6)
- All policies within the charity, or a list of such policies and an indication of where they can be obtained
- Details of the guidance documents available on the Charities Regulator's website
- The Charities Governance Code.

5.7 Charity Trustee Roles - The Board has both the authority and responsibility to carry out the following roles:

Leadership

- To define, uphold and work towards the vision, mission, values, and objectives of EOPD.ie and to fully comply with its constitution, charitable purpose and public benefit.
- To provide overall strategic direction and leadership for EOPD.ie by developing and approving a strategic plan in line with its constitution.
- To monitor progress against the strategic plan through regular reporting from the Chairperson and Board working groups as relevant and to review the plan periodically
- To ensure that an appropriate system is in place to assess the impact of the work of EOPD.ie
- To approve all policy, systems, and controls necessary to govern the activity and maintain the ethos of EOPD.ie

Roles

- Subject to EOPD.ie having sufficient funds and if the scale of its activities is at a level where such appointment is appropriate, to appoint a General Manager, agree the General Managers job description and put appropriate systems in place for their support and performance management.

- To ensure that appropriate systems are in place for the support and supervision of all volunteers by delegating the responsibility for other volunteer management to the Chairperson or to another Trustee determined by the Board.
- To establish and agree the terms of reference of any Working Groups that may be necessary
- To agree a schedule of matters specifically reserved for decision-making by the Board. (See Appendix 7)

Resources

- To ensure that EOPD.ie has the financial and human resources needed to implement its strategic plan and to promote the prudent and effective management of those resources.
- To ensure that appropriate financial management procedures are in place and are being implemented.
- To agree a risk management policy for the organisation.

Accountability

- To agree an appropriate process for communicating with and being accountable to funders, stakeholders and the general public.
- To identify and comply with all relevant legal, regulatory and funding requirements as outlined in this Board Handbook.
- To carry out board business efficiently and effectively.

Role of Individual EOPD.ie Trustees

- Comply with the constitution.
- Ensure that EOPD.ie is carrying out its charitable purposes for the public benefit.
- Act in the best interests of EOPD.ie
- Act with reasonable care and skill.
- Manage the assets of EOPD.ie
- Make appropriate investment decisions.
- Ensure that EOPD.ie is registered on the Charities Regulator's Register of Charities
- Ensure that EOPD.ie keeps proper books of accounts.
- Ensure that EOPD.ie prepares and furnishes financial accounts to the Charities Regulator.
- Ensure that EOPD.ie prepares and furnishes an annual report to the Charities Regulator.
- Ensure the Charities Regulator is informed if you are of the opinion that there are reasonable grounds for believing a theft or fraud has occurred (Disclosure obligation)
- Ensure that you comply with directions issued by the Charities Regulator.

Role of the Chairperson

Each board of charity trustees should have a chairperson whose duties include:

- Leading the Board of charity trustees
- Promoting good governance among fellow trustees

To ensure smooth running of Board meetings:

- Liaising with the Treasurer and Company Secretary to ensure all relevant items are on the agenda.
- Consulting with other trustees to ensure concerns are reflected in the agenda.
- Allowing sufficient time for discussion and ensuring that meetings are kept to time (prioritising discussions when necessary).
- Ensuring adequate information is available for productive discussion.
- Promoting maximum participation from all directors.
- Ensuring decisions are understood, recorded, implemented and/or followed up on.

To promote good governance:

- Initiating annual performance reviews/skills audits/etc.
- Leading on recruitment of new trustees.
- Supporting new trustees thorough induction.

To supervise and provide support to the General Manager (if and when appointed):

- The General Manager reports to the Board, and the Chairperson is line manager to the General Manager.
- To support the General Manager in leading EOPD.ie at the strategic level.
- To act as a Spokesperson for the Board or for EOPD.ie if required (e.g. The Chairperson of the Board may be required to act as media spokesperson, supported by the General Manager.)

In the case where the Chairperson is aware that they will be unable to attend a Board meeting he/she will appoint another trustee to chair the meeting in their absence, as set out in the EOPD.ie constitution. In the case where the Chairperson is unable to attend and does not give advance notice of same, the trustees who are in attendance may approve one trustee from their number to chair the meeting.

Where there is an unexpected or ongoing vacancy in the position of Chairperson the existing trustees may nominate from their number an interim Chairperson, for a period of up to six months.

Role of the Company Secretary:

As per the legal requirements of a registered company, EOPD.ie has a Company Secretary. The Company Secretary will be one of the directors of the company supported by a member or volunteer who is not the General Manager. However, it is the Company Secretary's responsibility to ensure duties are completed. The duties of the Company Secretary follow the guidelines and requirements of the Companies Registration Office.

Role of the Secretary

The secretary of EOPD.ie is a trustee with a specific role on the board whose duties include:

- Administration and compliance
- Preparing for board meetings
- Notification of Board meetings
- Circulation of papers prior to Board meetings
- Taking meeting minutes
- Keeping an action log of all decisions taken
- Attending other meetings

EOPD.ie trustees must ensure that the person has the skills and resources to perform these duties.

Working Groups

Working Groups of the Board are established, when deemed necessary by the Board, to deal with ongoing areas of work or to progress specific pieces of work. The Working Groups as at 1 January 2022 are:

- Fundraising and Marketing Working Group.
- Operations and Activities Working Group.
- Communications and Information Working Group.

All Working Groups members are appointed by the Trustees and all Trustees can be members of Working Groups. Each Working Group will have a minimum of one Trustees who will chair the Working Group. External individuals may be invited to join based on their particular skills and/or experience. The Chairperson of EOPD.ie does not Chair the Fundraising and Marketing working group which should include at least one Trustee with relevant skills or experience.

Any Trustee, including the Chairperson, may attend any working group meeting and may be invited by the Working Group to do so.

Meetings of Working Groups may take place in person or virtually (e.g. via conference calls). All Working Group members, apart from any additional Trustees in attendance, have voting rights on the Working Group.

Working Groups always have Terms of Reference agreed by the full Board and detailing the name, purpose, membership and authority of the group. Working Groups deliberate issues within their remit separately from the full Board, and present recommendations to the full Board for ratification. See Appendix 5 for the Terms of Reference of the Working Groups. All Working Groups report to the Board.

5.8 Trustees are committed to resolving problems and emerging issues as quickly as possible and in the best interests of EOPD.ie. This is achieved by:

- Effective engagement in the strategic planning process
- Holding regular board meetings and ensuring that emerging problems or issues are included in the Chairperson's report or put on the meeting agenda.
- Board working groups reviewing and assessing emerging issues or problems.
- The development and review of the Risk Register and
- Comprehensive financial management

5.9 Review of the Board – Good practice recommends that the performance of the Board should be formally appraised on an annual basis. The Chairperson of the Board will ensure that a process is put in place with the approval of the Board to assess the performance of the Board.

The Chairperson will recommend an appropriate approach for conducting the performance appraisal.

Examples of possible approaches include:

- Self-Assessment Questionnaire completed by Board members. Under this approach, the questionnaire to be circulated to board members is developed and analysed by the Chairperson or agreed person/organisation.
- Interviews with Board and Working Groups members - would be conducted by the Chair or an external (independent) third party to bring increased objectivity
- Board / Working Groups group discussion – this could be led by the Chair of the Board, or one of the Chairs of the Working Groups or by an independent facilitator.

6. Being accountable and transparent

6.1 EOPD.ie displays its RCN, CRO and CHY numbers on its official Charity letterheads, website, emails, annual report and social media platforms.

6.2 The stake holders of EOPD.ie are any individuals or groups of people who have a legitimate interest in the work of the charity. They include:

- People living with Early Onset Parkinson's Disease and who use the services of the charity
- Members
- Employees and volunteers
- Partner organisations and supporters
- Funders and donors
- Regulators
- Public representatives
- The general public

EOPD.ie ensures that all stakeholders are communicated with and can easily communicate with the charity

6.3 EOPD.ie involves relevant stakeholders in the strategic planning process and, where appropriate and possible, involves stakeholders in other significant decisions involving EOPD.ie.

6.4 EOPD.ie has a Complaints policy in place detailing the procedure to be followed in the event of a complaint being made. The policy is displayed on the EOPD.ie website. See List of Policies in Appendix 4.

6.5 EOPD.ie is committed to following the reporting requirements of all of its funders and donors, both public and private.

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

-of EARLY ONSET PARKINSON'S DISEASE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. Name

The name of the Company is EARLY ONSET PARKINSON'S DISEASE Company Limited by Guarantee (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 is established (the "Main Object") is:

3.1 To provide information and support in relation to Parkinson's disease to all persons but especially those with early onset or young onset Parkinson's disease.

3.2 To support members of the public affected by early onset or young onset Parkinson's disease in Ireland with a view to endeavouring to bring about positive change to their lives.

3.3 To promote in every possible way the welfare of all people in Ireland with Parkinson's disease especially those with early onset or young onset Parkinson's disease.

3.4 To encourage and support every discipline within the medical profession in its research, study, and development of medicine or therapeutics for Parkinson's disease, in particular early onset, and/or young onset Parkinson's disease.

3.5 To raise awareness of Parkinson's disease in Ireland, in particular early onset or young onset Parkinson's disease.

4. Subsidiary Objects

As objects incidental and ancillary to the attainment of the Main Object, the Company shall

have the following subsidiary objects:

- 4.1 To promote public or general awareness of early onset or young onset Parkinson's disease.
- 4.2 To organise suitable classes and activities for these suffering from early onset or young onset Parkinson's disease.
- 4.3 To advocate to government, health authorities and other such bodies for the specific needs of those who are affected by early onset Parkinson's disease.
- 4.4 To provide peer support and information.
- 4.5 To collaborate with other national and international organisations to enhance services.
- 4.6 To organise public meetings, scientific and professional conferences, seminars, symposia, press conferences, media events and workshops in order to encourage participation in the study and research of all developments within the area of early onset Parkinson's disease and create a public awareness of the needs of members of the public living with early onset Parkinson's disease, and the needs of their carers.
- 4.7 To solicit, and accept, grant aid assistance from the European community, the government of Ireland, government agencies, local authorities or philanthropic organisations, to be applied in accordance with terms laid down and to enter into any arrangements with the European Commission, the government of Ireland or any other government body, agency or philanthropic organisation, in the promotion of the objects of the Company.
- 4.8 To take steps by personal written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of the Company and to solicit contributions to the funds of the Company in the form of donations, annual subscriptions, raffles, lotteries, draws, sponsorship, grants and otherwise.
- 4.9 To establish a programme of meetings for members of the public from time to time, to choose subjects of interest to interested parties.
- 4.10 To establish forums for the early onset Parkinson's disease community in order to facilitate the exchange of ideas, attitudes and experiences relating to early onset Parkinson's disease.
- 4.11 To collect or produce information in the form of booklets and leaflets or any other method acceptable to the Company for the distribution to any person who has early

onset Parkinson's disease, health care professionals, relatives and carers and those persons interested in the care, counselling and rehabilitation of any person who has early onset Parkinson's disease.

4.12 To inform members and the general public about early onset Parkinson's disease.

4.13 To participate in research and development in the area of early onset Parkinson's disease.

4.14 To enable and empower people with early onset or young onset Parkinson's disease to live to their fullest potential.

4.15 To encourage and support every discipline within the medical and other appropriate professions in their research, study and development of rehabilitation medicine and other community rehabilitation services.

4.16 To provide a framework to develop a continuum of services, some life long, that are transferable and sustainable and relevant to the lives of people with early onset or young onset Parkinson's disease.

4.17 To set up, monitor and evaluate a service model for the management of the rehabilitation services.

4.18 To provide services for families and carers of people with early onset or young onset Parkinson's disease.

4.19 To be a model for community rehabilitation services for people with early onset or young onset Parkinson's disease.

4.20 To provide a supported living environment for people with early onset or young onset Parkinson's disease.

4.21 To liaise with other service providers on behalf of the person with early onset or young onset Parkinson's disease.

4.22 To provide a national information/research resource on Parkinson's disease.

4.23 To define and articulate the rights and needs of the members of the Company and to carry out advocacy on their behalf.

5. Powers

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

5.1 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.

5.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.

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

5.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes of the Main Object.

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

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

5.7 Subject to Clause 6 to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.

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

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

5.10 To acquire, develop and produce copyrights, inventions, rights or productions, licences and privileges and other rights and interests in the publication, display, recording, presentation and reproduction of works or music, pictures, books, songs, art, films, videos, computer programmes, computer data and other works, to deal with such rights and interests, to grant licences or copyright in respect of any property, to buy, sell and deal in musical instruments, musical manuscripts, scores and/or parts published or otherwise, to make all necessary arrangements, agreements and contracts with the publishers and owners of the copyrights and to act as musical, educational and artistic agents.

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

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

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

5.14 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement

and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.

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

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

5.17 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

5.18 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.

5.19 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 charity trustee (as defined in the Charities Act).

5.20 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 media, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.

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

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

5.23 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.

5.24 To procure the registration or incorporation of any company in or under the laws of any place outside Ireland.

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

5.26 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.

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

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

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

5.30 To do all or any of the things and matters aforesaid in any part of the world and as

principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

5.31 To comply with the highest standards of Governance, Accountability and Transparency as applicable to the Company (SORP Compliant),

PROVIDED THAT:

(a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts; and

(b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable in accordance with the Charities Act.

6. Income and Property

6.1 The income and property of the Company shall be applied solely towards the promotion of 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.

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; and

(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 (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 of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

8. Winding Up

If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof.

Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

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.

ARTICLES OF ASSOCIATION

PRELIMINARY

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

The "**Act**" means the Companies Act, 2014.

The "**Board**" means the Board of Directors of the Company.

The "**Charities Act**" means the Charities Act, 2009.

The "**Charities Governance Code**" means the Charities Governance Code issued by the Charities Regulator under section 14(1)(i) of the Charities Act.

The "**Company**" means the above-named Company.

The "**Directors**" means the members for the time being of the board of Directors of the Company and "Director" shall be construed accordingly.

The "**Election Rules**" means the document entitled the Election Rules of the Company, as may be amended by the Directors from time to time, relating to the election of Directors to the Board.

The "**Secretary**" means any person appointed to perform the duties of the Secretary of the Company.

The "**Seal**" means the Common Seal of the Company.

The "**Terms of Membership of the Company**" means the document entitled the Terms of Membership of the Company, as may be amended by the Directors from time to time.

2. Expressions in these Articles referring to 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 electronic form except as provided in these Articles and/or where it constitutes 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. Expressions in these Articles referring to receipt of any electronic communications shall, unless the contrary intention appears, be limited to receipt in such manner as the Directors

have approved.

MEMBERS

3. The number of members of the Company is unlimited subject to there being a minimum of 3 members.

4. The subscribers to the Memorandum of Association, and such other persons who meet the membership terms as set down in the Terms of Membership of the Company shall be the members of the Company and shall be entered in the register of members kept in accordance with section 1201 of the Act.

RIGHTS OF MEMBERS

5. There are different categories of membership in the Company in accordance with, and as detailed in, the Terms of Membership of the Company. The two categories of membership are:

5.1 Full Member; and

5.2 Friend of Company Member.

Admission of Members shall be subject to the provisions of the Terms of Membership of the Company.

6. Membership of the Company is not transferable and shall cease upon the first to occur of the following:

6.1 on the member's death or bankruptcy;

6.2 if the member (a) resigns by serving notice in writing to the Secretary of the Company at its registered office or (b) fails to pay the annual subscription fee in accordance with the terms contained in the Terms of Membership of the Company; and

6.3 if the Directors determine that such member has failed to observe the terms as contained in the Terms of Membership of the Company.

GENERAL MEETINGS

7.

7.1 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 hold it in the year of its incorporation.

7.2 General meetings of the Company, including an Annual General Meeting pursuant to Article 7.1, may be held by electronic means.

7.3 The Company need not hold a general meeting at a physical venue but may conduct the meeting wholly or partly by the use of electronic communications technology as long as all attendees have a reasonable opportunity to participate in the meeting in accordance with this Article 7.

7.4

(a) Where any general meeting is held by electronic means, the Company shall provide for participation in a general meeting by providing or facilitating, for that purpose, the use of electronic communications technology, including a mechanism for casting votes by a member, whether before or during the meeting.

(b) The mechanism referred to in paragraph (a) shall not require the member to be physically present at the general meeting or require the member to appoint a proxy who is to be physically present at the meeting.

7.5 The Company shall inform Members entitled to attend any general meeting being held electronically, before the general meeting concerned, of any requirements or restrictions which it has put in place to ensure the identification of attendees and the security of the electronic communications technology.

7.6 Any temporary failure or disruption of electronic communications technology shall not invalidate the general meeting or any proceedings relating to the meeting which is being held electronically.

7.7 Unless such failure or disruption is attributable to any wilful act of the Company, the Company shall not be liable in respect of any failure or disruption relating to the equipment used by an attendee to access a general meeting by electronic communications technology that occurs and which failure or disruption prevents or interferes with the attendee's participation, by way of such technology, in the meeting.

8. All general meetings other than the Annual General Meeting shall be known as Extraordinary General Meetings.

9. Directors may, whenever they think fit, convene an Extraordinary General Meeting.

10. 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.

11. 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, having the right to vote at general meetings of the Company, forthwith proceed duly to convene an Extraordinary General Meeting of the Company.

12. 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.

13. 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 at least 50% in number 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.

14. 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.

15. For the purposes of Articles 11 to 13, 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.

16. A meeting convened under Articles 11 or 13 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Directors.

17. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by any member shall not invalidate the proceedings of any general meeting.

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. A quorum of fifteen members entitled to vote at the meeting shall be present in person or by proxy.

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 entitled to vote at the meeting shall choose one of their number to be chairperson of the meeting.

20. 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.

21. Unless a poll is demanded in accordance with Article 39, at any general meeting:

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

21.2 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.

22. 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.

23. Subject to section 193 of the Act (as modified by section 1208 of the Act) a resolution in writing signed by all the 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

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

24.1 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;

24.2 in the case of any other Extraordinary General Meeting, by not less than 7 days' notice.

25. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified in Article 24, shall be deemed to have been duly called if it is so agreed by:

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

25.2 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.

26. 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.

27. 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.

28. The notice of a meeting shall specify:

28.1 the place, date and time of the meeting;

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

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

(a) with reasonable prominence a statement that:

(b) 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;

(c) a proxy need not be a member; and

(d) 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.

29. 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

30. Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and entitled to vote at the meeting and every proxy shall have one vote, but so that no individual member shall have more than one vote.

31. 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. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

32. Votes may be given either personally or by proxy.

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PROXIES

33. A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.

34. The instrument appointing a proxy (the "**Instrument of Proxy**") shall be in writing –

34.1 under the hand of the appointer or of his or her attorney duly authorised in writing; or

34.2 if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

35. The Instrument of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time:

35.1 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

35.2 in the case of a poll, 48 hours before the time appointed for the taking of the poll.

36. 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.

37. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

[Name to be inserted] (the “Company”)

[Name of member] (the “Member”) of [Address of Member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows: -

Voting instructions to proxy

(Choice to be marked with an “X”)

Number or
description of
resolution:

In Favour Abstain Against

- 1.
- 2.
- 3.

Unless otherwise instructed, the proxy will vote as he or she thinks fit.

Signature of Member.....

Dated

VOTING ON A POLL

38. 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).

39. A demand for a poll may be made by:

- 39.1 the chairperson of the meeting;
- 39.2 at least three members present in person or by proxy;
- 39.3 any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.

40. A demand for such a poll may be withdrawn by the person or persons who have made the

demand. Subject to Article 41, if a poll is demanded it shall be taken in such manner as the chairperson 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.

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

42. A poll demanded on any other question shall be taken at such time as the chairperson 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.

43. 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 for the purposes of Articles 39 and 40, a demand by a person as proxy for a member shall be the same as a demand by the member.

44. 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:

44.1 use all his or her votes; or

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

DIRECTORS

45. The number of the Directors shall be not less than three (3) and unless and until otherwise determined by the Company in general meeting, not more than nine (9). The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to section 22 of the Act.

46. The Board of Directors shall consist of up to five elected Directors (the "Elected Directors") and up to four co-opted Directors (the "Co-Opted Directors"), if at any time there are no Elected Directors, the Board may appoint such additional Co-Opted Directors provided there are no more than five Co-Opted Directors at any time. To be eligible to serve as an Elected Director, the person must be diagnosed with Parkinson's disease. The Board shall designate in respect of the period from the date of incorporation of the Company until the Annual General Meeting of the Company in 2022 which Directors are Elected Directors and which are Co-Opted Directors. The appointment of Directors shall be conducted in accordance with the provisions of the Election Rules.

47. No remuneration shall be payable under any circumstances to any of the Directors in respect of his services as Director, or as a member on any committee of the Directors to which the Directors may delegate powers under Article 49. 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.

48. 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.

49. 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, and subject thereto, shall conduct its activities in accordance with Articles 69-77 "Proceedings of Directors".

50. All cheques, promissory notes, drafts, electronic fund transfers, 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.

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

51.1 of all appointments of officers made by the Directors;

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

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

POWERS OF ATTORNEY

52. 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

53. 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.

ROTATION OF DIRECTORS

54. The nomination, election and rotation of Elected Directors shall be conducted in accordance with the Election Rules, and without prejudice thereto in accordance with the provision of this Article 54 and Articles 55-60. At the Annual General Meeting in 2024 and in every subsequent year, one-third of the Elected Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

55. The Elected Directors to retire in every year shall be first those (if any) who have volunteered to retire and second those who have been longest in office since their last election or appointment, but as between persons who became Elected Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

56. A retiring Elected Director shall be eligible for re-election, subject to Article 59.

57. The Company, at a meeting at which an Elected Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default of the Company doing so, the retiring Elected Director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless (a) at such meeting it is expressly resolved not to fill such vacated office; or (b) a resolution for the re-election of such Elected Director has been put to the meeting and lost.

58. If one-third or more of the Elected Directors indicate their intention in writing to volunteer to retire at the Annual General Meeting, such resignations shall be accepted, and an equivalent number of persons shall be proposed for election as Directors subject to Article 46. In the event of there being less candidates for election than vacant positions amongst the Elected Directors, the number of positions to be filled at the Annual General Meeting shall be reduced to the same number as there are candidates.

59. Elected Directors may stand for re-election for a second three-year term following their first elected term. Elected Directors may stand for a third term at the discretion of the Board of

Directors subject to serving a maximum period of nine years. Any Elected Director requesting to stand for a third three-year term may not participate in the vote of the other Directors in relation to such request.

60. The procedure of the election of Elected Directors shall be in accordance with the Election Rules. In the event of conflict between the provisions of these Articles and the Election Rules, these Articles shall prevail. A copy of the Election Rules shall be made available to every member of the Company on request.

61. The Company may by Ordinary Resolution of which extended notice has been given in accordance with the provisions 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.

62. The Company may by Ordinary Resolution appoint another person in place of an Elected Director removed from office pursuant to Article 61, provided however such person shall hold office only until the next following Annual General Meeting when such person shall retire from office but shall be eligible for re-election pursuant to the Election Rules and these Articles, at that Annual General Meeting.

63. Co-Opted Directors may be co-opted at the sole discretion of the Board of Directors provided that they are persons who:

63.1 are qualified to make a substantial contribution to the management and corporate governance of the Company through having regard to their professional/technical expertise, and/or fundraising activities.

63.2 are able to facilitate liaison with other community and voluntary groupings and/or sectors; and/or

63.3 will contribute to gender, geographical or sectoral balance on the Board of Directors.

Without prejudice to the foregoing all appointments of all Directors shall be in compliance with the Charities Act and the Charities Governance Code. Without prejudice to Article 62, CoOpted Directors may be removed and replaced at the sole discretion of the Board of Directors.

64. The Board of Directors shall have a Chairperson and Vice Chairperson and such other Officers as the Board of Directors may from time to time decide. The Chairperson and Vice Chairperson shall (unless they cease to be a Director) serve for a period of three years. The outgoing Chairperson shall remain in office until the Board meeting immediately following the Annual General Meeting in the year in which they are to resign so as to preside over the

election of the new Chairperson. In the event of a casual vacancy arising in respect of the Chairperson, the Vice Chairperson shall serve as Chairperson on a temporary basis until a new Chairperson has been appointed by the Board.

65. A Director shall vacate that office if he:

65.1 resigns his office by notice in writing to the Company;

65.2 becomes of unsound mind;

65.3 is adjudged bankrupt in Ireland or Northern Ireland or Great Britain or makes any arrangement with his creditors generally;

65.4 becomes prohibited from being a Director by reason of any order made under Part 14 of the Act;

65.5 is convicted of an offence, unless the Board of Directors otherwise determines; or

65.6 if the Directors resolve that he or she should cease to be a Director:

(a) on the grounds that, by his or her conduct or actions, he or she has brought the good name of the Company into disrepute; or

(b) on the grounds that, he or she has failed to adopt or promote the principles and policies of the Company; or

(c) on such grounds that, in the opinion of the Directors justifies the cessation of his or her Directorship, including if the Director is incapacitated and unable to perform their duties.

66. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there has been left at the Company's registered office (a) notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his or her intention to propose such a person for election, and (b) notice in writing signed by the person concerned of his or her willingness to be elected.

67. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to retire.

68. In addition to the power to appoint Co-Opted Directors, the Directors may at any time appoint any person to be a Director of the Company, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors of the Company shall not at

any time exceed the number provided for in these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for reelection, subject always to the provisions of Article 46.

PROCEEDINGS OF DIRECTORS

69. 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 chairperson 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.

70. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three (3), provided always that such quorum is to include at least one Elected Director and one Co-Opted Director.

71. The continuing Directors may act notwithstanding any vacancy in their number but, if and 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.

72. If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the meeting.

73. The Directors may appoint the chairperson of any Committee; if no such chairperson is elected, or if at any meeting of a Committee the chairperson 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 be chairperson of the meeting.

74. 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 chairperson shall have a second or casting vote.

75. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or 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.

76. 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.

77. 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:

77.1 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

77.2 such a meeting shall be deemed to take place –

(a) where the largest group of those participating in the conference is assembled;

(b) if there is no such group, where the chairperson of the meeting then is;

(c) if neither sub-paragraph (a) or (b) applies, in such location as the meeting itself decides.

SECRETARY

78. The Secretary shall be appointed by the Directors for such term they think fit and any Secretary so appointed may be removed by them. A Director may be appointed Secretary; provided however, a provision of the Act or of 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 Secretary.

79. The Secretary will be responsible for overseeing the recording of the meetings of the Directors and that all decisions of the Directors are properly recorded.

80. The Secretary will be responsible to the Directors for ensuring that membership of the Company is fully registered in accordance with these Articles and for overseeing procedures for the admission of membership of the Company, in accordance with these Articles and the Terms of Membership of the Company.

SEAL

81. 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:

81.1 signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and

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

ACCOUNTS

82. 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.

83. 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.

84. 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.

85. 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.

86. 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

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

NOTICES

88. 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.

Appendix 2 - Conflict of Interest and Conflict of Loyalty Policy

EOPD.ie Conflict of Interest and Conflicts of Loyalty

Document Control: Version No. 1.0

Authorised by: Board of Directors.

Date Authorised: 4 May 2021

Distributed to: Board

Review date: April 2022

EOPD.ie Conflict of Interest and Conflicts Loyalty Policy

SCOPE

- This policy supports the Code of Conduct for Trustees and Directors and applies to all Trustees and Directors herein referred to a 'trustee'

WHAT IS A 'CONFLICT OF INTEREST'

A Conflict of Interest occurs when a person has a role or position within an organisation that requires them to make decisions in the best interest of the organisation, but they also have a competing private or personal interest which may affect their judgement.

The risk is that persons in such a situation will make decisions, sometimes unwittingly, in their own personal interest rather than the interests of the organisation. It is important to recognise that it is natural for conflicts of interest to occur, and the objective of this policy is to manage, rather than prevent them from happening. There is no right or wrong approach to handling potential conflicts of interest. Ultimately, the issue is about the application of common sense.

WHAT IS A 'CONFLICT OF LOYALTY'

We understand a conflict of loyalty as one where a trustee is, or is perceived to be, influenced by considerations other than the best interests of the Company. Conflicts of loyalty may be sufficiently serious to amount to conflicts of interest.

WHY HAVE SUCH A POLICY?

Early Onset Parkinson's Disease is committed to the highest ethical and professional standards in the execution of its responsibilities, and expects all members to behave with honesty, integrity, and good judgment. Members should respect the rights of others and are accountable for their actions.

Members of the Early Onset Parkinson's Disease Board and officials have an obligation to act in the best interests of Early Onset Parkinson's Disease, and in accordance with Early Onset Parkinson's Disease's rules and Policies and Procedures/Conflict of Interest Policy regulations and aims and objectives. All Directors, Working groups, Committee, volunteers, and employees, have similar obligations. Conflicts of interests may arise where an individual's personal, family or business interests and/or loyalties conflict with the objectives of Early Onset

Parkinson's Disease. If in doubt, it is better to declare a possible interest.

CONFLICT OF INTEREST AND CONFLICTS OF LOYALTY MAY CREATE PROBLEMS AND COULD POTENTIALLY:

- Inhibit free discussion.
- Result in decisions or actions that are not in the best interests of Early Onset Parkinson's Disease and its members, and
- Damage the reputation of Early Onset Parkinson's Disease. The aim of this policy is to manage all potential conflicts of interest and loyalties and protect both the organisation and the individuals involved from any appearance of impropriety. Even the appearance of a conflict of interest can damage the reputation of Early Onset Parkinson's Disease.

CONFLICT OF INTEREST AND CONFLICT OF LOYALTY MAY COME IN A NUMBER OF DIFFERENT FORMS:

These forms will generally involve:

- direct financial gain or benefit to the interested party, such as a payment for services provided to Early Onset Parkinson's Disease, and/or Early Onset Parkinson's Disease affiliates, or
- the award of a contract to an organisation in which the interested party has interest or involvement and from which there is an opportunity for financial gain.

THE DECLARATION OF INTERESTS

Under this policy, Directors, Working groups, Committee, volunteers, employees, and other officials are required to declare their interests, both private and professional, in their dealings with Early Onset Parkinson's Disease or Early Onset Parkinson's Disease's affiliates and must also declare any gifts or hospitality received in connection with their role in Early Onset Parkinson's Disease. A declaration of interest's form is provided for this purpose, listing the types of interest you should declare.

The declaration of interests needs to be reviewed and updated at least annually, and also when any material changes occur.

If an individual is unsure what to declare, or whether/when a declaration requires updating, the best rule is to err on the side of caution. If anyone would like to discuss the issue of conflict of interest or conflicts on loyalty, please contact the Early Onset Parkinson's Disease Chairperson for confidential guidance. Interests will be recorded on Early Onset Parkinson's Disease's register of interests, which will be maintained by the Policies and Procedures/Conflict of Interest Policy Early Onset Parkinson's Disease Chairperson on a confidential basis. The register will be accessible only by the Chairperson, and Directors.

DATA PROTECTION

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998/2003. Data will only be processed to ensure that the Board Members and officials act in the best interests of Early Onset Parkinson's Disease and its affiliates. The information provided will not be used for any other purpose.

WHAT TO DO IF YOU FACE A CONFLICT OF INTEREST AND CONFLICT OF LOYALTY?

If you believe you have, or may have, a conflict of interests or conflicts of loyalty, you should declare your interest at the earliest opportunity and withdraw from any subsequent discussion or involvement in the activity. You may, however, participate in discussions from which you could benefit indirectly, for example, where the benefits are universal to all users, or where your benefit is minimal. If you fail to declare an interest that is/becomes known to Early Onset Parkinson's Disease, the Chairperson will be obliged to declare that

interest on your behalf. You will be notified and will be required to explain why the interest was not declared, and subsequently, adhere to the terms of this policy.

DECISIONS TAKEN WHERE A BOARD MEMBER, OFFICIAL OR MEMBER OF STAFF HAS AN INTEREST.

If it is unclear whether a Board Member, Working group, Committee, volunteer other official or member of staff has a conflict of interest, the Board will decide by vote, requiring a simple majority. A quorum must be present for the discussion and decision, excluding those interested parties.

Board members may not vote on matters affecting their own interests. They must absent themselves from the discussion or at the discretion of the Chairperson, participate in the discussion but not the decision-making process.

All decisions under a conflict of interest will be recorded and reported in the minutes of the meeting. The report

will record:

- The nature and extent of the conflict.
- An outline of the discussion.
- The actions taken to manage the conflict.

Where it is deemed there is a conflict of interests, all information relating to the Board discussion, report and subsequent vote will be furnished to the individual, who will have the right to respond to the Board.

Conflicts of interest/loyalty are recorded in the minutes in the following manner:

- Board meeting dated _____, Trustee/member _____ noted that his/her employer was engaged in activities that may represent a conflict of loyalty in relation to agenda item 'x'. It was agreed that this did not represent a conflict of loyalty; OR
- Board meeting dated _____, Trustee/member _____ noted that he/she had a conflict of interest in relation to agenda item 'x' and volunteered to leave the room during the discussion of this item. This was agreed and the decision to proceed was made in his/her absence.

MANAGING CONTRACTS

A board member, official or member of staff must not be involved in managing or monitoring a contract in which he/she has an interest. If such an interest is declared/deemed to exist, the individual will be relieved of his/her involvement, and management/monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices. Such contracts may be terminated where it is deemed that the terms of the contract were unduly influenced by such interest and resulted in reduced benefits to Early Onset Parkinson's Disease and/or its affiliates.

EARLY ONSET PARKINSON'S DISEASE

Conflict of Interest and Conflicts of Loyalty Declaration

NB: All Directors and Employees (part or full-time) of Early Onset Parkinson's Disease must submit a return on an annual basis even if it is a nil return – this will usually happen at the first meeting post AGM.

NAME _____

Position held _____

DECLARED CONFLICTS OF INTEREST

Personal Interests

Family Interests

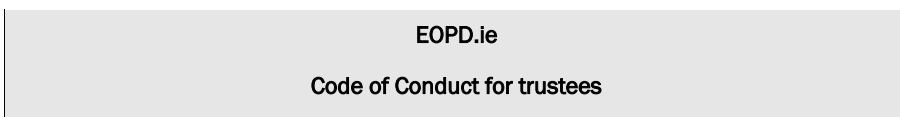
Signed _____ Date: _____

ONLINE FORM

[Conflict of Interest Declaration form](#)

Appendix 3 - Code of Conduct

Code of Conduct for EOPD.ie trustees.



By reading this document and accepting the role of a charity trustee of EOPD.ie all charity trustees agree to the following responsibilities:

General Conduct

- EOPD.ie trustees are required to act with honesty and integrity and exercise good judgement which may include seeking professional advice on appropriate matters on which charity trustees do not have relevant expertise?
- Charities trustees are required to act in the best interests of the charity at all times.

Independence

- EOPD.ie trustees are required to act independently, particularly in relation to assets, property, legal and regulatory obligations.

- EOPD.ie trustees should conduct themselves with integrity and in a manner, which does not damage or undermine the reputation of the charity or its volunteers and employees. More specifically charity trustees:
 - should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their duties;
 - must avoid actual impropriety and any appearance of improper behaviour.
- EOPD.ie trustees must not act in order to gain financial or other benefits for themselves or for any persons connected to them such as their family, their friends, or any organisation that they own, manage or work for.
- EOPD.ie trustees should avoid accepting gifts and hospitality that might reasonably be thought to influence them in carrying out their role as charity trustee. Any gifts or hospitality received in any connection to EOPD.ie should not exceed the value of €250 and should be declared to the Board.

EOPD.ie Trustee Roles

Charity trustees should:

- Understand and perform their roles and responsibilities to the best of their abilities at all times.
- Be prepared to provide adequate time and commitment as required to fulfil the role of charity trustee, adequately preparing for meetings and participating in committees and special events when required.

Board Meetings

Charity trustees should:

- Aim to attend all meetings, contribute appropriately and effectively, and avoid dominating the contributions of others.
- Always respect the authority of the Chairperson of the board, and the Chairperson of any meeting.
- Bring a fair and open-minded view to all discussions of the board, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of the charity.
- Bring a genuinely independent perspective to enhance decision-making, given that charity trustees share responsibility for board decisions.
- Ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other charity trustees.

Volunteers/Employees within the Charity

Charity trustees should:

- Aim to support volunteers and employees in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the charity should conduct themselves in order to reflect the values of the charity.

- Work considerately and fairly with everyone in a way that respects diversity, different roles and boundaries and avoids giving offence.

- Accept and respect the difference in roles between the board on the one hand and volunteers and any employees on the other, ensuring that the board, volunteers and any employees work effectively and cohesively for the benefit of the charity and develop a mutually supportive and loyal relationship by:
 - respecting management arrangements and avoiding any actions that might undermine such arrangements;
 - not interfering in the performance by volunteers or employees of duties delegated to them within the charity while ensuring that volunteers and any employees working for the charity are held to account through the manager/CEO, as appropriate.

Legal Requirements and Policies

EOPD.ie trustees must:

- Act in accordance with the charity’s governing document and ensure that the charity complies with all applicable laws including charity law, company law, health and safety law, data protection law and employment law.
- Promote and preserve the obligations of confidentiality about sensitive board matters. However, the requirement for confidentiality may not apply if it becomes necessary for the charity trustee to inform the Charities Regulator or any other statutory body about any matter, which could threaten the future of the charity or could represent a breach of any law with which the charity is required to comply.
- Abide by the charity’s conflict of interests or loyalties policy and ensure the charity’s conflict of interest register is completed and updated as required.
- Abide by any equality, diversity, safeguarding, health and safety, bullying and harassment policies and any other policies agreed by the board.
- Ensure that claims for out of pocket expenses are made in accordance with agreed procedures.

Where a charity trustee is found to be in breach of the standards outlined by the board in its Code of Conduct he or she will be asked to meet with the Chairperson of the board to assess his or her suitability for the role. Consistent breach of the Code of Conduct by a charity trustee may result in the trustee’s tenure being terminated.

The board of charity trustees should review this Code of Conduct for trustees at 3-year intervals or as appropriate.

Signed

Name

Date

ONLINE FORM

[Code of Conduct form](#)

Appendix 4 – Policies

EOPD.ie

For Trustees

- Governance Handbook
- Operational Guidelines for the Board
- Recruitment & Induction Policy
- Code of Conduct **yes**
- Conflict of Interest/Loyalty Policy link **yes**

Organisational Policies

- Financial Management Policy
- Reserves Policy **yes**
- Risk Management Policy
- Fundraising Policy **yes**
- Investment Policy
- Business Continuity & Disaster Recovery Plan
- Communications Policy
- Crisis Communications Plan
- Complaints Policy **yes**
- Data Protection Policy **yes**
- Lobbying Policy
- Vetting Policy

For Employees & Volunteers

- Employee Handbook
- Equality Policy **yes**
- ICT Policy
- Dignity & Respect Policy
- Health & Safety Policy **yes**
- Alcohol Substance Abuse Policy
- Environmental Policy
- CCTV Policy
- Whistle blower Protection/Protected Disclosure Policy
- Recruitment Policy

Appendix 5 – Working Group & their Terms of Reference

Early Onset Parkinson's Disease

Operations Working Group

Purpose, role and remit

- Information regarding EOPD.ie working group formal powers and responsibilities.
- Subject to any particular direction that may from time to time be given by the board of EOPD.ie, the Operations Working Committee is charged by the EOPD.ie board.
- To oversee and provide strategic direction for the Operations portfolio (External Engagement, Research Innovation and Global Engagement, Advancement, Operations, Research Services, Members and Membership Registry Services, Strategy), monitoring alignment with the charities overall strategy and promoting a unified members experience.
- To monitor progress on strategic, peer support and operational plans, including risks and key dependencies within the portfolio and across other areas.
- To oversee major projects within the Operations portfolio; approve individual projects and make recommendations on prioritisation to the EOPD.ie board.
- To review and act as required on service metrics and related KPIs (including benchmarks, targets, trends), in particular those related to the members and general public experience.
- To monitor and advise on improvements to the members interface with business processes and systems.
- To serve as an escalation point for major operational risks that are unable to be effectively managed/resolved within the relevant unit.
- To refer matters to the EOPD.ie board where they impact on the responsibility of other EOPD.ie working groups or where the chair considers the decision is of strategic importance
- To recommend major decisions relating to the Operations portfolio to the EOPD.ie board.
- To present scoping document to the board on the working groups findings.
- Expenditure of a single budgeted item under €1,000
- Expenditure on a single non-budgeted item under €1,000
- To verify support contacts are in place with vendors.
- To oversee that the processes are in place for peer support, Information talks, fundraising, membership, expenses, volunteers and finance.
- All meetings to be minutes and stored on sharepoint
- Getting volunteers involved in the day to day tasks.

Governance Working Group

Commented [MC1]: This is not within the Board?

Commented [CB2]: I agree with Mary. This is not one of our Working Groups

Purpose, role and remit:

- To lead the Board in its compliance with Charities Governance Code
- To advise on Board succession planning and recruitment of new Trustees and the General Manager.
- To advise Board on induction of new Trustees and on-going training
- To evaluate the Board's performance and to ensure orientation for new Trustees
- To conduct an annual review of governance structures and processes
- To advise the board on all matters related to governance.
- To conduct an annual review of compliance with the Charities Governance Code

Membership, attendance and appointments: as per the guidelines outlined in the handbook.

Frequency of meetings: the Governance working group meets at least once a month or as necessary to discharge its duties.

Authority: the Governance working group will operate in accordance with the terms of reference agreed by the Board. The Board remains ultimately responsible for all governance matters and is advised by the working group. The working group may invite any director, employee or other person to attend any of its meeting and is authorised to seek any information it requires to enable it to discharge its responsibilities.

Record of meetings: the chair of the Governance working group ensures there is an agreed written record of the meeting and that it is provided to the Board, including any comment or recommendation the working group may have for the Board.

Performance review: The Board shall, at least annually, review the performance and terms of reference of the Governance working group and determine any changes required.

Fundraising & Marketing working group

Purpose, role and remit:

To ensure financial accountability and transparency of Early Onset Parkinson's Disease through:

Recommending:

- key financial projections and financial performance indicators with the General Manager
- annual budget to the Board
- the annual contribution that should be made to the reserve based on projected surplus less prioritised spend
- negotiating the terms of engagement of the external auditor and make recommendations to the Board about the appointment, pay and conditions of the external auditor

Monitoring and reviewing:

- financial performance indicators and management accounts
- the accuracy of the financial statements of the organisation and announcements about the organisation's financial performance and financial controls
- control and risk management systems
- effectiveness of and compliance with Early Onset Parkinson's Disease internal financial systems
- arrangements by which staff of the organisation may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and ensuring that there are arrangements for independent investigation of such matters and for appropriate follow-up action.
- Recommendations from the auditors on financial procedures including treasury and management.

- Early Onset Parkinson's Disease financial reporting process, the audit process, the system of internal controls and compliance with laws and regulations
- the external auditor's independence and effectiveness of audit process
- the organisation's accounting policies and reporting requirements
- the implementation of recommendations made by the auditors
- the organisation's procedures for detecting fraud
- effectiveness of the internal audit role

Ensuring:

- compliance with terms and conditions of public and private grants received.
- financial reports comply with all statutory accounting requirements
- that the reports issued by auditors to management are those being received by the board

Membership, attendance and appointments: as per the guidelines outlined in the handbook. The Fundraising & Marketing committee should have a minimum of two directors and at least one with recent and relevant financial experience. The Chair of the organisation's board can be on Fundraising & Marketing committee member but cannot chair the committee.

Frequency of meetings: the Fundraising & Marketing working group meets at least monthly, or as necessary to discharge its duties. The working group will meet privately with the external auditor.

Authority: The Fundraising & Marketing working group will operate in accordance with the terms of reference agreed by the Board. The Board remains ultimately responsible for all financial and audit matters and is advised by the working group. The MD may be invited to attend meetings as appropriate.

The working group may invite any other director, employee or other person to attend any of its meeting and is authorised to seek any information it requires to enable it to discharge its responsibilities.

Record of meetings: the chair of the Fundraising & Marketing working group ensures there is an agreed written record of the meeting and that it is provided to the Board, including any comment or recommendation the working group may have for the Board. A description of the Fundraising & Marketing committee's work during the year is included in the Annual Report.

Performance review: The Board shall, at least annually, review the performance and terms of reference of the Fundraising & Marketing working group and determine any changes required.

Human Resources and Remuneration Working group

Purpose, role and remit:

- to ensure that Early Onset Parkinson's Disease is a good employer of staff and complies with all legal requirements and best practice in relation to Human Resources;
- ensure effective implementation of any HR or volunteer plan, which is approved by Board
- oversight of HR policy, handbook, and volunteer policy and implementation and review of same;
- oversight of recruitment and selection
- partake in disciplinary and grievance procedures as appropriate
- to ensure that Early Onset Parkinson's Disease adheres to best practice in Volunteer recruitment and management

Membership, attendance and appointments: as per the guidelines outlined in the handbook.

Frequency of meetings: the HR and Remuneration working group meets annually or more often if required to discharge its duties.

Commented [MC3]: Another group?

Commented [CB4]: Agree with Mary. We should limit ourselves to the working groups identified in the main document unless the Regulator requires another group.

Authority: As a working group of the Board, the HR and Remuneration working group has a non-executive role. This working group will operate in accordance with the terms of reference agreed by the Board. The working group may invite any director, employee or other person to attend any of its meeting and is authorised to seek any information it requires to enable it to discharge its responsibilities.

Record of meetings: the chair of the HR and Remuneration working group ensures there is an agreed written record of the meeting and that it is provided to the Board, including any comment or recommendation the working group may have for the Board.

Performance review: The Board shall, at least annually, review the performance and terms of reference of the HR and Remuneration working group and determine any changes required.

Appendix 6 - Register of Interests Template – from Charities Regulatory Authority

Early Onset Parkinson's Disease CLG

Name of charity trustee	Date of appointment	Description of interest	Has the board of charity trustees been notified of the interest?	Date of disclosure

Signed:

Date: [/ /]

[Insert name of charity trustee]

Appendix 7 - Schedule of Matters reserved for the Board

Early Onset Parkinson's Disease CLG

Board approval (minuted) is required for the following matters:

(1) Business purpose and strategic focus

- Changes to EOPD.ie mission and its constitution
- EOPD.ie strategy statements

(2) Finance and Risk

- Annual income and expenditure budget
- Expenditure of a single budgeted item over €1,000
- Expenditure on a single non-budgeted item over €1,000
- Multi-annual service contracts that have provided for in the annual budget and where the total value of the contract is greater than €40,000
- Investment policy and investment decisions where the sum involved is in excess of €50,000
- Reserves policy
- Annual audited accounts
- The Risk Register and risk mitigation measures

(3) Employment

- Appointment of the General Manager and the remuneration of the General Manager
- New/additional permanent staff posts that increases Early Onset Parkinson's Disease head count.
- Employment contracts for management grade and above.

(4) Board membership and governance

- Appointment of the Board Chairperson
- Appointment of the Company Secretary. The Company Secretary can only be removed by the Board. The Company Secretary must be a member of the Board of Directors
- The co-option of new board members to fill vacancies that may occur (subject to a limit of four co-opted board members. The appointment of these new board members would be subject to ratification at the next AGM
- The establishment of working groups of the board and setting the terms of reference of the committees
- Corporate Governance policy and the code of conduct for Board members (the board members handbook)
- Compliance with the Charities Governance Code

(5) Membership of the Charity

- Membership criteria
- Applications for Membership

Commented [MC5]:

