



# Leopardstown Park Hospital Foundation Constitution

## 1) NAME

The name of the organisation is the Leopardstown Park Hospital Foundation (the “**Foundation**”). The Foundation is a registered charity with CRN No. 20059132 and CHY No. 16425.

## 2) OBJECTS

The main object for which the Foundation is established (the “**Main Object**”) is the enhancement of care and support for residents, patients and clients (and their carers and families) of the Leopardstown Park Hospital (the “**Hospital**”). The Foundation aims to receive donations and generate funding to support the provision of care and services within the Hospital and to promote the Hospital within the wider community.

## 3) POWERS

The Foundation 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:

- (a) to solicit and procure and to accept and receive any donation of property of any nature and any grant, devise, legacy or annuity, subscription, gift, contribution or fund (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.
- (b) to acquire, hold, sell, manage, lease, mortgage, exchange or dispose of and to develop and deal with all or any part of the property of the Foundation;
- (c) to agree the disbursement of the Foundation’s funds in accordance with the Main Object;

- (d) to invest any moneys of the Foundation not immediately require for use in connection with its Main Object and to place any such moneys on deposit; prior permission to be obtained from the Revenue Commissioners where the Foundation intends to accumulate funds over a period in excess of two years for any purposes;
- (e) to open one or more bank accounts and 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;
- (f) to do all such other lawful things as the Foundation may think incidental and conducive to the foregoing Main Object.

#### 4) GOVERNANCE

The Foundation is under the governance of the Leopardstown Park Hospital Board, a statutory body established under SI. No. 98/1979 (the "**Board**"). The members of the Board shall be the officers of the Foundation (the "**Directors**").

#### 5) MANAGEMENT

- (a) No remuneration shall be payable to any of the Directors in respect of his or her services as Director or on any committee of the Foundation. 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 otherwise in connection with the business of the Foundation.
- (b) The proceedings and meetings of the Directors shall be regulated in accordance with the regulations which apply to the proceedings and meetings of the Board. The Chairman of the Board shall be the Chairman of the Foundation.
- (c) The Directors shall hold a minimum of two meetings each year but may meet more often as may be necessary for the performance of the functions of the Foundation.
- (d) The Foundation shall keep minutes of (i) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors and (ii) of all resolutions and proceedings at all meeting of the Foundation and, of the Directors and of committees of the Directors.
- (e) The Directors may delegate any of their powers to committees consisting of such member or members of the Directors and such other persons as the Directors think fit, and any committee so formed shall, in the exercise of its powers so delegated, conform to any regulations imposed on it by the

Directors.

- (f) 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 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be a chairperson of the meeting.
- (g) A committee may meet and adjourn as it thinks fit. 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.

#### **6) CESSATION OF OFFICE AS TRUSTEE**

- (a) The office of Director of the Foundation shall be vacated immediately if (i) the Director ceases to be a member of the Board for any reasons or (ii) the Trustee ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

#### **7) ACCOUNTS**

- (a) The funds of the Foundation including all donations, contributions, grants, devises, legacies, annuities and bequests, shall be paid into an account administered by the Leopardstown Park Hospital Finance Department.
- (b) All cheques and other negotiable instruments and all electronic transfers and all receipts for moneys paid to the Foundation shall be signed, endorsed or otherwise executed by such person or persons and in such manner as the Trustees shall from time to time by resolution determine
- (c) The Foundation shall cause to be kept proper accounts of all income and expenditure of the Foundation, and of the sources of such income and the subject matter of such expenditure, and of the property, assets and liabilities of the Foundation.
- (d) The accounts of the Foundation will be audited annually in accordance with relevant standards

#### **8) INCOME AND PROPERTY**

The income and property of the Foundation shall be applied solely towards the promotion of the main objects as set forth in this Constitution. No portion of the Foundation'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 Foundation. No Director shall be appointed to any office of the Foundation paid by salary or fees, or receive any remuneration or other benefit in

money or money's worth from the Foundation. However, nothing shall prevent any payment in good faith by the Foundation of:

- (a) reasonable and proper remuneration to any member or servant of the Foundation (not being a Director) for any services rendered to the Foundation;
- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors to the Foundation;
- (c) reasonable and proper rent for premises demised and let by any Director of the Foundation to the Foundation;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Foundation;
- (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company;
- (f) nothing shall prevent any payment by the Foundation to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

## 9) WINDING UP

If upon the winding up or dissolution of the Foundation 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 Foundation. 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 Foundation. 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 Foundation under or by virtue of Clause 8 hereof. Members of the Foundation 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.

## 10) ADDITIONS, ALTERATIONS, AMENDMENTS

The Foundation 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 Foundation 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.

Signed: E. Magee

Eugene F. Magee      Chairman

Date: 7/9/17