

# CONSTITUTION OF FICHEALL

## MEMORANDUM OF ASSOCIATION

1. The name of the company is: FICHEALL.
  
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
  
3. The object for which the company is established is
  - the development of children's social and cognitive skills through the promotion of chessand the doing of all such other things as are incidental or conducive to the attainment of the above object, such as:
  - to provide training for teachers to teach children how to play chess
  - to encourage every primary school in Ireland to promote chess
  - to provide opportunities for social integration and the development of children's self-confidence through chess
  - to organise fun and inclusive chess tournaments between local schools; irrespective of school size, ethos or socio-economic status

4. The income and property of the company, whence so ever derived, shall be applied solely towards the promotion of the main objects of the company set forth in this memorandum of association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the company.

Nothing herein shall prevent the payment in good faith of:

- reasonable and proper remuneration to any member, officer or servant of the company in return for services actually rendered to the company, or
- interest at a rate not exceeding zero percent per annum on money lent by any member to the company, or
- reasonable and proper rent for premises demised or let by any member to the company.

5. No amendments of any kind shall be made to the provisions of clauses [4 and 8] of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of Clauses [4 and 8] of the memorandum of association, such that there would be non-compliance with the requirements of section 971/1180 and of the Companies Act 2014.

6. The liability of the members is limited.

7. Every member of the company undertakes to contribute to the assets of the company, in the event of the company being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1 per member.
  
8. If upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the company but shall be given or transferred to another company whose objects comply with paragraph (a) of section 971(1)/1180(1) of the Companies Act 2014 and which company meets the requirements of paragraph (b) of section 971(1)/1180(1) of the Companies Act 2014, such company to be determined by the members of this company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

**ARTICLES OF ASSOCIATION**

The following Regulations shall apply to the company:

1. The number of members with which the company proposes to be registered is 6.
2. The provisions of the Companies Act 2014 are adopted.