

CONSTITUTION
OF
WATERFORD HEALING ARTS TRUST (WHAT)

1. The name of this Trust is Waterford Healing Arts Trust (hereinafter called “the Trust”).

THE MAIN OBJECT FOR WHICH THE WATERFORD HEALING ARTS TRUST IS ESTABLISHED

To promote wellbeing through the arts

2. **INTERPRETATION.**

In this Constitution:-

- a. "the Directors" means the Directors for the time being of the Trust or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;
 - b. “The members” are those who pay an annual subscription to the Trust. Members must be aged 18 years or over, agree to abide by the constitution of the Trust and have an interest in the field of arts and / or health. All membership applications will be presented to the Board of Directors of the Waterford Healing Arts Trust for approval.
 - c. "Secretary" means any person appointed to perform the duties of the Secretary of the Trust;
 - d. "The Office" means the office specified by the Directors as the Registered Office for the time being of the Trust.
 - e. “The President” is an honorary and representative role elected by the Board of Directors
 - f. “The Chairperson” convenes and chairs all meetings of the Board of Directors and is elected by the Board of Directors.
 - g. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to all modes of representing or reproducing words in a visible form.
3. In furtherance exclusively of the foregoing main object, the body shall have the following subsidiary objects:-
- a) to facilitate access to and participation in the arts in healthcare environments

- b) to reduce anxiety and stress for patients, visitors, and staff through arts experiences
 - c) to take the lead in developing the capacity of the arts and health sector in Ireland
 - d) to facilitate professional development opportunities for artists to produce new work and engage new audiences within healthcare and community contexts
- (e) To manage the WHAT Centre for Arts and Health and set out operational procedures as required
 - (f) Subject to as herein after provided, to take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges anywhere and to construct, maintain and alter buildings and structures and to sell, manage, lease, mortgage, or otherwise deal with any of the property or rights of the Trust.
 - (g) Subject to as herein after provided, to borrow or raise an overdraft on banking account or otherwise by the issue of, or upon bonds, debentures, bills of exchange, promissory notes, mortgages or other securities of the Trust.
 - (h) Subject to as herein after provided, to buy, sell and deal in paintings and other works of art.
 - (i) To do all other things as are incidental to or conducive to the attainment of the objects of the Trust, including the employment of staff.

4 (a) All artistic articles, items or effects given to or acquired by the Waterford Healing Arts Trust, apart from those artworks on loan to the Trust, shall be passed onto the HSE South (or equivalent body) at University Hospital Waterford to be used for the purposes of the Trust and should not be disposed of without due and adequate notice to the Trust.

(b) The income and property of the Trust shall be applied solely towards the promotion of the objects of the Trust as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly, whether by way of dividend, bonus, distribution of profits, or otherwise howsoever to the members of the Trust provided that nothing herein shall prevent payment in good faith of remuneration to any Officer or servant of the Trust, or to any member in return for any services rendered to the Trust, or prevent the payment of interest on monies lent to the Trust or proper rent for any premises demised or let by any member of the Trust, but so that no Director of the Trust shall be appointed to any office of the Trust paid by fees and that no remuneration in money or money's worth shall be given to any Director.

5. If upon winding up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Trust and which shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Trust under Clause 5 hereof to be determined by the members of the Trust at or before the time of dissolution or in default thereof by such Judge of The High Court as may have or acquire jurisdiction in the matter, and if insofar as effect cannot be given to the aforesaid provision, then to some Charitable objects or object or a Body qualified under Section 32 of the Finance Act 1984, or distributed to the Minister for Finance.

6. The objects set out at Clause 3(a)-3(i) of the Constitution are expressed as being the main objects for which this Trust is established and the remaining objects are expressed as being subsidiary to those main objects. The Trust operates on a not-for-profit basis.

MEMBERS

7. The number of members with which the Trust proposes to be registered is unlimited
8. The subscribers to this Constitution and such other person as the Directors shall admit to membership shall be members of the Trust.
9. The membership of a member of the Trust may be terminated by the Directors if any monies due by the member in respect of any subscription or otherwise howsoever remain unpaid for more than sixty days after they become due.
10. If a member is guilty of any breach of these regulations or is guilty of any conduct which the Directors consider to be prejudicial to the interests of the Trust or its reputation the Directors may:-
 - (1) Reprimand the member;
 - (2) Suspend the member from the enjoyment of all or any of the privileges of membership for such period not exceeding six months as the Directors think fit;
 - (3) Terminate the membership of the member.
11. The Directors may not take any action under Article 10 unless at least 14 days notice in writing is sent to the member at his / her last known address summoning him to a meeting of the Directors and informing him of the matters concerning him proposed to be considered at the meeting. The member shall be entitled to appear before the Directors at the meeting to make a statement and to offer evidence on his / her own behalf in answer to any allegations made against him. Any decision of the Directors shall be notified to the member within fourteen days of the decision.
12. PRESIDENT
 - a) The Directors shall be entitled to appoint a person to be the President of the Trust for a term of up to three years **AND** to extend that appointment once only for a further term of up to three years.
 - b) The President's role is honorary.
 - c) The President is a member of the Trust.
 - d) The President cannot be a Director.
 - e) The Trust may by ordinary resolution of which at least 21 days notice has been given to the President remove the President before the expiration of his/her period of office.
 - f) The President can be voted out of office by a vote of two thirds of the Directors.

13.

- a) The role of the Chairperson is to manage and chair meetings. He / she calls meetings of the Board of Directors, including extraordinary general meetings and annual general meetings.
- b) The Chairperson has a second or casting vote.
- c) The Chairperson of the Trust shall be elected by the Directors at the first Board meeting after each Annual General Meeting and shall hold office until a new Chairperson is elected after the next AGM.
- d) The Chairperson may be re-elected to hold office for up to three consecutive years only.
- e) The Trust may by ordinary resolution of which 21 days notice has been given to the Chairperson remove the Chairperson before the expiration of his/her period of office **AND** in that event the Directors shall elect one of the Directors to be Chairperson of the Trust until the next Annual General Meeting.

FINANCE

- 14. Applicants for membership in and members of the Trust shall pay such entrance fee and annual subscription as may be determined from time to time by the members of the Trust in general meeting.
- 15. The entrance fee shall be paid by an applicant for membership at the time of application. In the case of unapproved applications, the membership fee will be refunded to applicants.
- 16. The annual subscription shall be payable in respect of the calendar year and shall be payable on the 1st January in each such year.

GENERAL MEETINGS

- 17. All general meetings of the Trust shall be held in the State.
- 18. (a) The Trust shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Trust and that of the next.

(b) The Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
- 19. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.
- 20. The Directors may whenever they think fit and / or, when requested in writing by at least one third of the members of the Trust, shall convene an extraordinary general meeting.

NOTICE OF GENERAL MEETINGS

21. All general meetings (AGM and EGM) shall be called 21 days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are members of the Trust.
22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING

23. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an Annual General Meeting with the exception of the appointment of Chairperson, the consideration of the accounts, balance sheets and the reports of the Directors and the election of Directors in the place of those retiring.
24. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 15% of members present in person shall be a quorum.
25. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
26. The Chairperson shall preside as Chairperson at every general meeting of the Trust, or if he / she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be Chairperson of the meeting.
27. If at any meeting no Director is willing to act as Chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number of be Chairperson of the meeting.
28. 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, but 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. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
29. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands. 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 proceedings of the Trust 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.

30. Where there is an equality of votes, 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.
31. A resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Trust duly convened and held, and if described as a special resolution shall be deemed to be a special resolution.

VOTES OF MEMBERS

32. Every member shall have one vote.
33. 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.
34. Votes may be given either personally or by proxy.
35. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his / her attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Trust.
36. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a solicitor's certified copy of that power or authority shall be deposited at the Office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
37. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

Waterford Healing Arts Trust

I/We
of
in the County of _____, being a member/members of the above-named Trust, hereby
appoint
of _____ or failing him

of
as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Trust to be held on the ___ day of ___, 20__ and at any adjournment thereof.

Signed this ___ day of _____, 20__ .

This Form to be used *in favour of / *against the resolution.

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

*Strike out whichever is not desired.

38. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Trust at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

- 39 Unless and until otherwise determined by the Trust in General Meeting the number of Directors shall not be more than 13. The Health Service Executive (or equivalent body) shall be entitled to appointment 25% plus 1 of all such Directors and to remove and replace any persons so appointed.
40. Except where otherwise provided for herein, no Director shall receive any remuneration; however in exceptional circumstances receipted out of pocket expenses incurred in attending meetings may be reimbursed in accordance with procedures decided by the Directors.

BORROWING POWERS

- 41 (a) The Directors may exercise all the powers of the Trust to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Trust or of any third party.
- (b) Always providing that any power of the Trust to borrow money and to mortgage or charge its undertaking or to acquire any property whether by Lease, Licence or purchase or to issue any debenture stock or other security shall be subject all at times to the written approval of the Health Service Executive (or equivalent body) through the Manager of University Hospital Waterford and that all such actions shall not be undertaken without the Trust having first obtained the written approval of the Manager of University Hospital Waterford or such other person as from time to time may be designated by the Health Service Executive (or equivalent body) to carry out such duties.

POWERS AND DUTIES OF DIRECTORS

42. The business of the Trust shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Trust, and may exercise all such powers of the Trust as are not by this Constitution required to be exercised by the Trust in General Meeting, subject nevertheless to the provisions of this Constitution and to such directions, being not inconsistent

with the aforesaid provisions, as may be given by the Trust in General Meeting. No direction given by the Trust in General Meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

43. The Directors may from time to time and at any time by power of attorney appoint any Trust, Firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be attorneys of the Trust for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period, and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 44 (a) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Trust, 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, including the Chairperson.
- (b) At all times no cheques, promissory notes, drafts, bills of exchange or negotiable instruments of any kind or cash monies shall be signed for, drawn, accepted, endorsed, executed or paid out by any person or persons for and on behalf of the Trust without the written approval of the Chairperson of the Waterford Healing Arts Trust save and except this person to be designated by the Directors at a General Meeting may be authorised to make expenditures for any one item and in any one day not exceeding the sum of €2000.00 without the prior written approval aforementioned.
- (c) At all times no cheques, promissory notes, drafts, bills of exchange or negotiable instruments of any kind or cash monies shall be signed for, drawn, accepted, endorsed, executed or paid out by any person or persons for and on behalf of the Trust without the written approval of the Manager of University Hospital Waterford or such other persons as may from time to time be designated by the HSE (or equivalent body) save and except this person to be designated by the Directors at a General Meeting may be authorised to make expenditures for any one item and in any one day not exceeding the sum of €5000.00 without the prior written approval aforementioned.
45. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Trust, and of the Directors and of committees of Directors.

DISQUALIFICATION OF DIRECTORS

46. The office of Director shall be vacated if the Director:-
- (a) holds any other office or place of profit under the Trust; or

- (b) is adjudged bankrupt or makes any arrangement or composition with his / her creditors generally; or
- (c) becomes of unsound mind; or
- (d) resigns his / her office by notice in writing to the Trust; or
- (e) is convicted of an indictable offence unless the Directors otherwise determine; or
- (g) is directly or indirectly interested in any contract with the Trust and fails to declare the nature of his / her interest.

VOTING ON CONTRACTS

47. A Director may not vote in respect of any contract and / or policy in which he / she is interested or any matter arising thereout.

ROTATION OF DIRECTORS

48. Each Director, excluding any Director appointed by the Health Service Executive, shall resign at the next Annual General Meeting after he / she has completed a period of four years as a Director. A retiring Director shall be eligible for re-election for a second period only of four years at the Annual General Meeting at which he / she retires. A Director who has served eight years as a Director shall not be entitled to seek re-election as a Director until a period of four years has elapsed after his / her retirement.
49. The Trust at the meeting at which a Director retires in the manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a Resolution for the re-election of such a Director has been put to the meeting and lost.
50. No person other than a Director retiring at the general meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any General Meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there has been left at the Office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given of his / her intention to propose such a person for election and also notice in writing signed by that person of his / her willingness to be elected.
51. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
52. The Trust may by ordinary resolution of which 21 days notice has been given remove any Director before the expiration of his / her period of office notwithstanding anything in this

Constitution or in any Agreement between the Trust and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Trust.

53. The Trust may by ordinary resolution appoint another person in place of a Director removed from office. Without prejudice to the powers of the Directors, the Trust in General Meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he / she had become a Director on the day on which the Director in whose place he / she is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

54. The Directors may meet together for the despatch 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. Where there is an 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.
55. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be five. A HSE (or equivalent body) representative will be present at all meetings of the Board of Directors.
56. 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 Constitution of the Trust 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 Trust, but for no other purpose.
57. The Chairperson shall be Chairperson of meetings of the Directors. If at any meeting the Chairperson is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.
58. The Directors may delegate any of their powers to sub-committees consisting of such Directors and / or members as they think fit. Any committee so formed shall, in the exercise of the powers to delegated, conform to any regulations that may be adopted by them from time to time.
59. A Committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
60. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote.
61. All acts done by any meeting of the Directors or of a Committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any

of them were disqualified, by as valid as if every such person had been duly appointed and was qualified to be a Director.

62. 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.

SECRETARY

- 63 The Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit. Any Secretary so appointed may be removed by them.

The role of secretary can be performed by the paid executive.

TREASURER

- 64 The Treasurer shall be appointed by the Directors at the first meeting after the AGM for such term and upon such conditions as they think fit. Any Treasurer so appointed may be removed by them.

ACCOUNTS

65. The Directors shall cause proper books of account to be kept relating to:-
- (a) All sums of money received and expended by the Trust and the matter in respect of which the receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the Trust; and
 - (c) The assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Trust's affairs and to explain its transaction.

66. The books of account shall be kept at the Office or at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
67. 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 accounts and books of the Trust or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or document of the Trust except as authorised by the Directors or by the Trust in General Meeting.
68. The Directors shall from time to time cause to be prepared and to be laid before the Annual General Meeting of the Trust such profit and loss accounts, balance sheets, and reports as they consider reasonably necessary to be prepared and laid before the Annual General Meeting of the Trust.

- 69 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Trust together with a copy of the Directors' report and Accountant's report shall, not less than 21 days before the date of the Annual General Meeting, be sent to every member of the Trust.
- 70 Notwithstanding anything set out herein the books of accounts, schedules of assets and liabilities, audit accounts, profit and loss accounts or any other document or record of a financial nature or touching on the assets and liabilities of the Trust or properties of whatever kind and designation to wheresoever situate shall be opened and made available to the Manager of University Hospital Waterford or any other person appointed by the HSE (or its equivalent) upon receipt of five working days notice in writing to the Chairperson of the Trust.

NOTICES

71. A notice may be given by the Trust to any member either personally or by sending it by post to him to his / her registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 72 hours after the letter containing the same is posted.
72. Notice of every general meeting shall be given in any manner hereinbefore authorised to every member.

No other person shall be entitled to receive notices of general meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Draft 26/10/10
Nolan Farrell and Goff
JG/W3078