



Governance Manual

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Introduction

About Polio Survivors Ireland

Polio Survivors Ireland is a membership organisation of polio survivors for polio survivors. The organisation was formed in 1993 and is run by a Board of polio survivors and volunteers, supported by voluntary committees, active members and a small executive staff in its office in Dublin. Our organisation is the only one in Ireland providing practical support to those unfortunate enough to have contracted polio.

The mission of Polio Survivors Ireland is to create awareness and to provide information regarding the late effects of polio among polio survivors, statutory agencies, the wider medical profession, and to ensure that the needs of polio survivors relating to their condition are met to enable them to live with dignity.

Polio Survivors Ireland is registered as the Post Polio Support Group with the Companies' Office, CRO number 354283. The organisation has been granted charitable exemption by the Revenue Commissioners, reference CHY11356. The organisation is registered with the Charities Regulatory Authority of Ireland reference, RCN No. 20030926.

The Purpose of this Manual

This manual sets out Polio Survivors Ireland's policies and procedures in relation to all aspects of the charity's governance. The manual, documents the legal obligations of the Directors as well as the processes that the charity has in place to meet good governance standards, including those set out in the Charities Regulator's Governance Code.

This manual will be reviewed at least every three years, although changes can be proposed at any Board meeting and the manual adapted accordingly at any time. Any change that would affect the Constitution of the charity must be ratified at an Annual General Meeting (AGM) or Extraordinary General Meeting (EGM). In the event of a conflict or contradiction between the Constitution and the Governance Manual, the Constitution will take precedence.

Principles Guiding the Board of Charity Directors of Polio Survivors Ireland

The Board of Polio Survivors Ireland is committed to the principles of the Charities Regulator Governance Code.

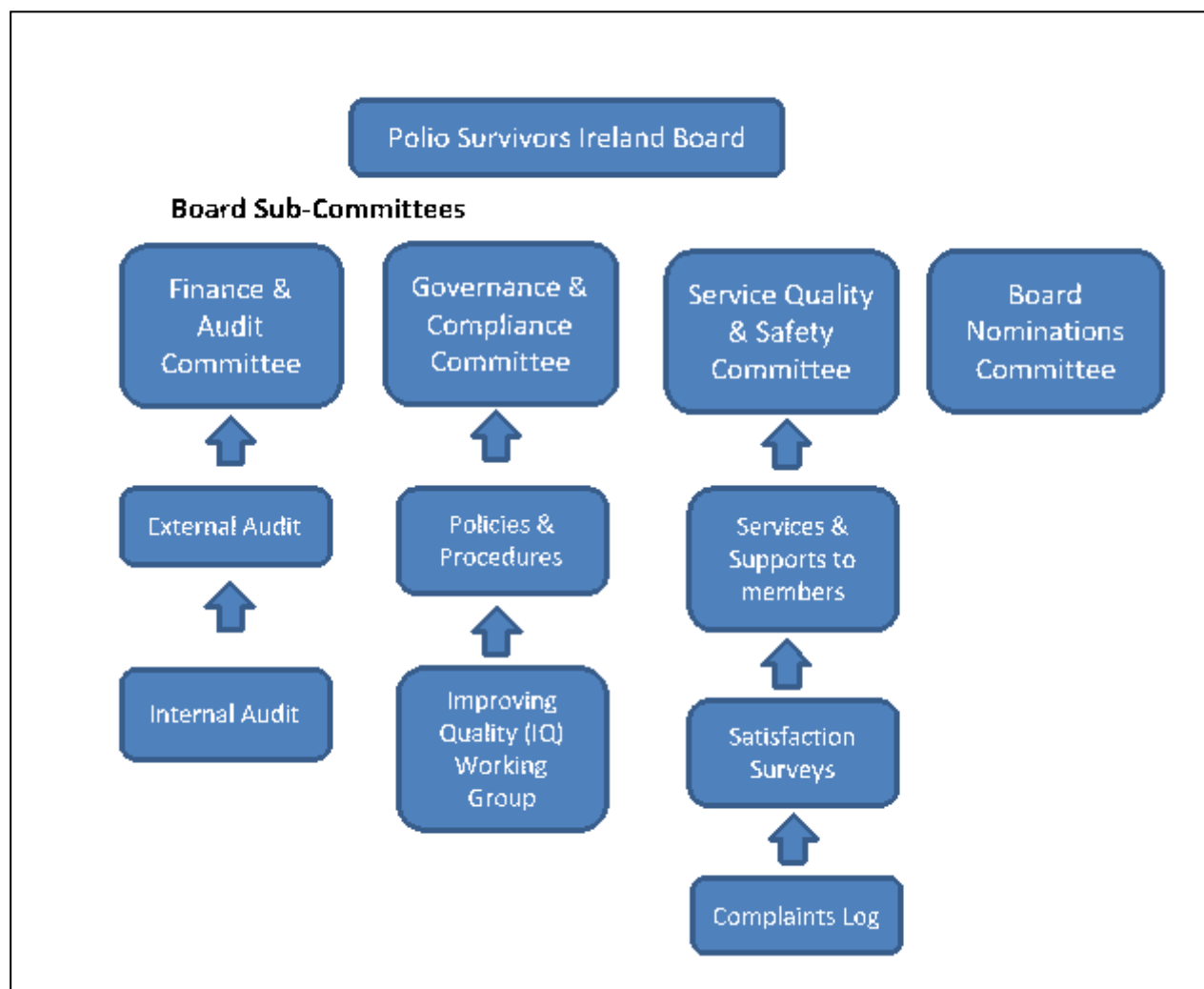
As such, each member of the Board of Polio Survivors Ireland is understood to commit to:

1. Advancing the Charitable Purpose of Polio Survivors Ireland
2. Behaving with Integrity
3. Leading People within Polio Survivors Ireland
4. Exercising Control over Polio Survivors Ireland
5. Working Effectively.
6. Being Accountable and Transparent.

Polio Survivors Ireland endeavours to be fully compliant with the Charities Regulator's Governance Code.

Governance Structure

The Governance Structure of Polio Survivors Ireland is outlined in the chart below:



The Terms of Reference (ToRs) of each Board Sub-Committee can be found in **Appendices A, B, C and D**.

1. Advancing the Charitable Purpose of Polio Survivors Ireland

1.1 The main objects of Polio Survivors Ireland are* :

- (a) To gather information on the late effects of poliomyelitis and to make such information available to the Group, every discipline within the Medical Profession and the public.
- (b) To provide support to polio survivors only. The Board for the time being to have complete discretion on the feasibility and level of such support.
- (c) To take any such action which may be deemed conducive to the alleviation of the problems of polio survivors, including the encouragement and support of every discipline within the medical profession, in their care, study, research and development of preventative and rehabilitation practices

*Extract from the organisation's Memorandum of Association, Constitution of Polio Survivors Ireland. See **Appendix U** for current version of the Constitution.

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

- 1.2 Polio Survivors Ireland is satisfied that any private benefit arising to anyone employed, or providing services to Polio Survivors Ireland, is reasonable, necessary and ancillary to the public benefit that the charity provides.
- 1.3 Polio Survivors Ireland conducts a strategic planning process involving the members, Directors, staff, active members, volunteers and other stakeholders. The organisation develops strategic plans every 3 to 5 years and agrees yearly implementation plans.
- 1.4 The Board of Directors endeavours to ensure that Polio Survivors Ireland has the resources it needs to carry out planned activities.
- 1.5 The Board of Directors ensures the organisation's work continues to be consistent with the charity's purpose and provides public benefit. The Board also reviews the Constitution from time to time and proposes amendments to the membership at AGMs or EGMs.

2. Behaving with Integrity

- 2.1 The Board of Directors have agreed the guiding principles of Polio Survivors Ireland and publicises them.

The guiding principles are:

- We are **member** led and polio survivors are central to our work
- Services and supports are provided based on **needs identified** through consultation with members and within the financial capacity of the charity
- We act according to **best practice** and in line with our Codes of Conduct, Policies and Procedures
- Sensitivity, empathy and **confidentiality** are central to our communication with polio survivors
- Polio survivors are encouraged and enabled to live their lives with **dignity**
- We **advocate** for Social Policy change to encompass the needs of polio survivors
- We cooperate and **collaborate** with other stakeholders, as appropriate
- The Board, staff, active members & volunteers act with integrity, openness & honesty in their interactions with members and others

- 2.2 Polio Survivors Ireland has Conflict of Interest and Loyalties policy, Safeguarding Policy, Ethics policy and a Code of Conduct which all Directors are required to sign on joining the Board of Polio Survivors Ireland. These policies and codes can be found in the appendices within this manual.

The purpose of these documents is to assist Directors of Polio Survivors Ireland to protect the integrity of the organisation and to ensure that the Directors act in the best interest of the charity and its members. They set out the standard of behaviour expected from Directors in order to ensure that Polio Survivors Ireland is effective, accountable, and works with integrity and stewardship.

3. Leading People within Polio Survivors Ireland

- 3.1 All new Directors joining the Board of Polio Survivors Ireland receive an induction where their roles and duties as Directors are explained. All new Board Directors must sign an Active Member Agreement which sets out their obligations as active members as well as the organisation's responsibilities to them. New Directors are also given copies of relevant organisational policies and procedures and useful information on the organisation, its structures and services. An Induction Checklist is provided to the new Director which they sign on receipt of all these documents and returned to the CEO. **Appendix I** is the Board Director Induction Checklist.
- 3.2 All staff members, are given a contract and a job description which sets out their role and responsibilities. New staff members are presented with the organisation's policies and procedures and sign and return an Induction Checklist to the CEO on receipt of these documents. **Appendix J** is the Staff Induction Checklist. Polio Survivors Ireland has arrangements in place that comply with employment legislation for staff members all of which are captured in the Employee Handbook, which is approved by the Board and reviewed at least every 3 years. In addition to policies contained within the Employee Handbook, Polio Survivors Ireland has a comprehensive range of other operational policies.
- 3.2 Polio Survivors Ireland has developed an Active Member/Volunteer Policy, this includes Active Member/Volunteer Agreement, role descriptions and procedures so that active members and volunteers are clear about their roles and responsibilities and have the support they need in carrying out their duties.
- 3.3 The Board of Polio Survivors Ireland is responsible for the development, approval and review of all the charity's policies as required. See full list of policies in operation in **Appendix K**. The Board's Governance & Compliance Committee is responsible for reviewing these policies in detail and recommending any changes and updates to the Board.

4. Exercising Control over Polio Survivors Ireland

- 4.1 Polio Survivors Ireland 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 any future changes to the Act. It is the responsibility of the CEO to keep the Board updated on any such developments.

Polio Survivors Ireland is a company limited by guarantee, not having share capital.

In accordance with the legal requirements for a company, the Constitution of Polio Survivors Ireland, is the organisation's governing document and is comprised of a Memorandum and Articles of Association.

All Directors are provided with a copy of the Polio Survivors Ireland Constitution on joining the Board. In line with legal requirements, the Constitution is lodged with the Companies Registration Office (CRO), Revenue Commissioners and Charities Regulatory Authority (CRA) and is publicly available. The Board of Polio Survivors Ireland is responsible for ensuring the Constitution accurately describes the organisation's structure and activities.

Where there is a change in the charity's mission, objectives or structure, or a significant change in activities or governance procedures, the Constitution is reviewed and amended if necessary. Legal advice is sought before any significant changes are made and all

amendments must be approved by the members at an AGM or EGM. The Company Secretary ensures the Charities Regulatory Authority, Revenue Commissioners and the CRO are informed of any changes and approve them.

4.2 Board CEO Report - The CEO of Polio Survivors Ireland prepares and submits a report to each Board meeting with frequent updates on topics such as:

- Progress on implementation of the Strategic Plan
- Progress on mitigation of identified risks
- Regulatory requirements
- Financial results
- Staffing issues
- Funding
- Fundraising
- Health and Safety
- Complaints

The CEO is responsible for informing the board of any significant issues in a timely manner, determined by the nature of the issue. In the case of serious or urgent matters requiring board input, the Chairperson is informed as soon as possible. The Chairperson in conjunction with the CEO then determines the appropriate course of action and ensures the Board is within a reasonable timeframe.

At each Board meeting the Chair of each Board Sub-committee updates the Board on any meetings or matters arising concerning the remit of their committee since the previous Board Meeting. The Company Secretary, who is Chair of Governance & Compliance Committee, reports on Governance & Compliance Matters; the Treasurer who is Chair of the Finance & Audit Committee reports on the financial situation and financial related compliance issues; while the Chair of the Service Quality & Safety Committee reports on the quality and standards of the services provided to members. As the Chairperson of the Board is also Chair of the Board Nominations Committee, the Chair reports on any developments in respect of this Committee's remit.

4.3 Fundraising - Polio Survivors Ireland has a Fundraising Policy which reflects the Charity Regulator's Guidelines for Charitable Organisations on Fundraising from the Public and the CEO of Polio Survivors Ireland reports to the Board on all fundraising issues.

4.4 Financial Controls - Polio Survivors Ireland takes seriously its duty to maintain proper books of account and does so in accordance with Polio Survivors Ireland's Financial Procedures Manual. The Treasurer presents management accounts to the board on a bi monthly basis for consideration and discussion. The Finance and Audit sub-committee reviews the finances of the organisation regularly.

Auditor

The appointment of the auditor is considered yearly by the Finance and Audit sub-committee. The Finance and Audit Sub-committee advises the Board, and subject to its agreement, a proposal for the appointment of auditors for the current year is submitted to the members for approval at the AGM.

Auditing

In accordance with the legal requirements of a company, Polio Survivors Ireland's accounts are audited annually. The audit is an examination of Polio Survivors Ireland's financial statements, providing an informed statement regarding to what extent the financial statements:

- have been prepared according to: the companies acts, relevant legislation and standard accounting practices, and
- give a true and fair view of the state of the company's affairs, profit or loss for the financial year and assets and liabilities at the end of that year.

The Board of Polio Survivors Ireland is responsible for ensuring there are adequate internal financial controls and risk management systems including: budgeting and planning, appropriate financial (loss) procedures, monitoring of these and adherence to relevant legislation. Details of these can be found in the Financial Procedures Manual and Risk Register. The Finance & Audit Sub-Committee of the Board regularly monitors financial compliance, including from time to time conducting internal audits, and reports to the Board accordingly.

Filing Accounts

Ensuring that the filing of accounts takes place at the appropriate time is the responsibility of the Company Secretary. Polio Survivors Ireland file an Annual Return and Annual Accounts, which are true copies as laid before the AGM and include:

- Balance sheet
- Statement of financial activities
- Directors' report
- Auditor's report

Directors are responsible for approving the Financial Procedures Manual of Polio Survivors Ireland which outlines all financial procedures, systems and controls. The Financial Procedure Manual contains all the relevant financial policies that Polio Survivors Ireland has in place.

Remuneration and Directors

Directors of the Board of Polio Survivors Ireland are entirely voluntary and receive no payment for their work. Expenses are reimbursed in accordance with Board Expense Policy (**Appendix L**). Directors can choose not to reclaim expenses if they so wish. Directors will not receive payment for any professional service from Polio Survivors Ireland

4.5 Risk Management – The Board of Polio Survivors Ireland is responsible for ensuring that the charity has a risk management system in place. The Polio Survivors Ireland risk management system consists of:

Risk Management Officer: CEO

Risk Management Policy

Risk Register & Mitigation Actions

The Risk Register is reviewed regularly by the Governance & Compliance Committee and at least annually by the Board of Polio Survivors Ireland and is updated as required. **Appendix**

M is the Risk Management Policy while **Appendix N** is the current Risk Register at the time this Manual was drafted.

4.6 Insurance - Polio Survivors Ireland 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, Personal Accident. The CEO is responsible for taking out appropriate insurance cover and notifies the Board accordingly.

4.7 Schedule of matters reserved solely for the Board- The Board is ultimately responsible for the governance and operations of Polio Survivors Ireland. However the operational management of Polio Survivors Ireland is delegated to the CEO under the supervision of the Board. Matters reserved solely for the board are:

- Ensuring adherence to the Constitution of the organisation and proposing amendments of the Constitution to the members
- Monitoring of compliance with the requirements of the Charities Regulatory Authority Charities Governance Code.
- The development & approval of the organisation's Strategic Plans
- Adopting the annual Budget, alterations to the budget and monitoring adherence to the Budget
- Matters of litigation
- Acquisition or disposal of property or other major assets
- Appointment/Removal of Directors subject to articles 39 (3-9), 41 (1), 50, 56, 57 & 58 of the organisation's Constitution
- The appointment/removal of Officers of the Company subject to articles 62 & 69 of the Constitution
- The formation of Board Sub-Committees, their composition and Chairs of such committees subject to article 63 of the Constitution
- Annual performance review of the Chief Executive Officer (CEO)
- Remuneration of the CEO
- The appointment and removal of the CEO
- Proposing the Appointment/Removal of Auditors to the members
- Appointment/Removal of legal advisors
- Approval of borrowing facilities
- Approval of cheque, account and banking on line signatories and authorisers
- Approval of contracts with a financial liability **exceeding €10,000** in total in any one year
- Annual review of risks and internal financial and other controls
- The purchase, leasing or selling of real property, as permitted within the Terms of the Constitution of the Company at the time, within the relevant Financial Controls & Reporting Requirements in place
- Approval of the organisation's policies
- Approval of new staff positions
- The annual audit and reporting of the audited accounts & financial statements to the members
- Review of the Board's performance at such intervals as the board may decide and in such manner as the board may deem appropriate, taking into account good governance practice and requirements

4.8 CEO Delegated Responsibilities

The Board delegates' direct managerial responsibility to the CEO for all operational matters and the CEO has particular delegated responsibilities for the following:

Strategic Plan

To lead the implementation of the strategic plan including the development of yearly operational plans and targets consistent with the plan and the setting of staff goals accordingly

Services

To manage the provision of services and supports to polio survivors and supervise the staff and active members/volunteers providing these services and supports

Administration

To manage all administrative aspects of the organisation including the maintenance of records, purchasing of services and suppliers, the organisation of appropriate insurance cover and entering into contracts on behalf of the organisation

HR

The management of all staff, active members, volunteers, interns and contractors engaged by the organisation and all policies, procedures, contracts and agreements, role descriptions, goals and performance reviews

Financial

Financial management of the organisation including preparation of annual; and bi-monthly budgets, financial reports such as profit & Loss accounts, cash flow management, implementation of financial controls and procedures, payroll, payments to suppliers, receipt of funds and fundraising, financial records and account management and transfer of funds between accounts

Funders

Preparation of, and adherence to, Service Arrangements and other funding contracts and agreements, reporting to funders and the allocation of receipts from funders

Membership

Organisation of AGM, EGMs and Annual Conference, communication with members, maintaining records of members and member subscriptions

Board

Implementing decisions of the Board

5. Working Effectively

5.1 Board Meetings

The Board of Polio Survivors Ireland meets at least 6 times a year with meetings planned in advance. The Polio Survivors Ireland Constitution states the minimum number of Directors required for the Board to conduct business i.e. the quorum is 5. Meetings may go ahead without a quorum, but decisions require ratification either by resolution – see 5.4 below or at the next meeting of the Board.

Board members are expected to attend all meetings, although it is understood that there may be times where circumstances prevent attendance. Where appropriate, participation by

conference or video call will be arranged. Where a Board member cannot attend, they are asked to send apologies to the Chair as far as possible in advance.

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

Each year, generally at its first meeting after the AGM, the Board elects its officers for the next 12 months. These officers include:

- Chairperson
- Deputy Chairperson
- Company Secretary
- Treasurer

Appendix O and P outlines the roles and responsibilities of the regular Board Officer positions.

The Board may also elect Directors to other officer positions if it wishes.

If it is not possible to complete the election of officers at the first meeting following the AGM, the Board may hold over the election of some or all of the officers to a subsequent Board meeting.

Clauses 59 to 68 in the Constitution (reference **Appendix U**) set out the terms for proceedings of the Directors including those concerning electronic participation in Board meetings.

5.2 Agenda setting

The Chair of the Board consults with the CEO in advance of the Board meeting to discuss any issues arising and to develop the agenda for the Board meeting. Board Directors can propose items for the agenda by communicating directly with the Chairperson. Standing Items on the agenda are:

- Mission Statement
- Declaration of quorum present
- Declaration of any conflicts of interest or loyalty
- Clarification of Directors qualifications to attend & vote
- Minutes of previous meeting
- Matters Arising
- CEO Report
- Update on implementation of Strategic Plan
- Board Sub-Committee Reports
- Financial Report
- AOB
- Date for next meeting

The Chair or the Company Secretary will ensure that the agenda for the upcoming meeting is communicated to the Directors of the Board and any additional attendees generally five days prior to the Board meeting.

Supporting material is circulated with the agenda to provide background to any topics included, i.e. minutes of previous meetings, CEO report, committee reports, management accounts, and other relevant documents. These are generally circulated five days prior to the Board meeting.

Members of staff wishing to address the Board should apply in the first instance to the CEO at least 14 days in advance of the Board meeting outlining their request. The CEO will discuss the request with the Chair of the Board in advance of the agenda being developed. The Chair of the Board will then decide whether to add the item to the agenda. Where it is not appropriate to apply to the CEO, the staff member should send their request to the Chairperson outlining their request and why they feel it is inappropriate to submit their request via the CEO.

5.3 Minutes of Board Meetings

The Board may appoint a minutes secretary to take down the minutes at each Board meeting. The minutes secretary will send a draft of the minutes to the Chairperson after each Board meeting. The Chair of the Board will review the draft minutes and arrange for them to be circulated to the Directors within a reasonable timeframe following the meeting. The minutes will include the key issues discussed, decisions made and agreed actions to be taken.

Every effort is 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. In such cases the following will apply:

- Every Board member shall have one vote
- Where there is an equality of votes, the meeting Chair shall be entitled to a second, i.e. casting vote
- Non-Director attendees and ex-officio members do not have voting rights. They may be asked to leave the meeting if a closed Board session is deemed appropriate by the Chair.

5.4 Board decisions/approvals in between scheduled meetings

There may, from time-to-time, be a requirement for the Board to decide or give approval to a matter outside of a normal scheduled meeting. In situations where a Director or the CEO requests a Board decision or approval for a matter that cannot wait until the next scheduled Board meeting, the Director or CEO should contact the Chairperson, or in cases where the Chair is not available for some time, the Deputy Chair, setting out the background to the matter and outlining why a Board decision or Board approval is required before the next scheduled Board Meeting.

The Chairperson, or Deputy Chair, may decide to call a special Board meeting. This meeting may be in person or by electronic conferencing means. The required quorum of 5 Board Directors also applies to this meeting. If it is not practical to call a meeting, he/she may alternatively ask the Company Secretary or CEO to circulate a resolution by email to all the Directors. This resolution should outline the issue and the urgent requirement for approval. Board Directors must approve, sign and return this resolution by email. All Board Directors must unanimously approve the resolution for it to be valid. The matter must then be formally ratified and minuted at the next meeting of the Board. The use of email resolutions in between scheduled meetings of the Board should be infrequent and only when necessary, and is not standard practice for making Board decisions.

5.5 Recruitment of new Directors

The Polio Survivors Ireland Constitution (**Appendix U** Clause 39) outlines the election/appointment procedures for Board Directors. Elected Directors are elected by the members at the Annual General Meeting (AGM). Up to 8 Directors may be elected at the Annual General Meeting in 5 Regional Constituencies. Half (50%) of these Directors must retire at each AGM but they may stand for re-election up to a maximum of 6 years. (May be changed at next AGM)

In addition the Board may appoint up to 5 Board Nominated Directors. These are appointed from outside the organisation on the recommendation of the Board Nominations Committee for a three year term. Any Director so appointed must be ratified at the organisation's next AGM.

The Board may also co-opt a Director to the Board to fill a vacancy. Any such Director must be a member of the organisation and must resign at the next AGM but is eligible for election or reappointment by the Board.

In recruiting Board Directors, the Board will consider the need for the composition of the Board to broadly reflect the diversity within the wider community, while particularly reflecting the perspectives and experiences of people affected by polio.

5.6 Induction of new Directors

When a new Director is elected/appointed the Chairperson contacts them to welcome them to the Board. The Chair then arranges an induction meeting with the CEO. The CEO provides the new Director with an induction pack and talks through the documents in this pack with the new Director. **Appendix I** outlines the Checklist of Induction documents in this pack.

5.7 Role & Responsibilities of the Board

Vision and Leadership

The Board reviews from time to time, and ensures the relevance of the vision, mission, values and strategic direction of the organisation. The Board will ensure that organisational activity supports its ethos, vision, purpose and aims. The Board will endeavour:

To define, uphold and work towards the vision, mission, values and objectives of Polio Survivors Ireland and to fully comply with the Constitution, charitable purpose and public benefit

- To provide overall strategic direction and leadership for Polio Survivors Ireland by developing and approving a strategic plan in accordance with its charitable purpose
- To monitor progress against the strategic plan through regular reporting from the CEO and Board Sub-committees 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 Polio Survivors Ireland
- To approve all policy, systems and controls necessary to govern the activity and maintain the ethos of Polio Survivors Ireland

Accountability

The Board is accountable for everything the organisation does, including its spending and activities. The Board is accountable to all key stakeholders, especially the organisation's members, as well as regulatory authorities, funders and donors. The Board monitors and evaluates all areas of the organisation's performance. In keeping with this, the Board agrees:

- To ensure that members are consulted about the services provided to them by the Organisation

- To agree an appropriate process for communicating with, and being accountable to, members, funders, other stakeholders and the general public
- To identify and comply with all relevant legal, regulatory and funding requirements as outlined in Principle 4 of the CRA Governance Code
- To carry out Board business efficiently and effectively

Legal Matters

The Board will ensure compliance with all relevant legal and regulatory requirements and will seek guidance around any uncertainties. All activities and processes of the Board and the organisation will be in-line with its governing document, i.e. the Constitution. To ensure this, the Board will endeavour:

- To ensure that the organisation acts legally at all times and complies with all relevant legislation in areas such as Health & Safety, Employment Law, Equality Law and Data Protection
- To ensure that the Organisation acts in the best interests of the organisation and its members
- To ensure that the organisation is not run in a fraudulent or reckless manner
- To comply with all company law requirements
- To adhere to the requirements of the Organisation's Constitution

Financial Responsibilities

The Board will ensure that all money, property and other resources are properly used, managed and accounted for. In order to be accountable, suitable systems must be in place and kept up to date. As part of this responsibility, the Board will endeavour:

- To ensure that proper accounting systems are in place and that the Board regularly monitors the financial health of the organisation
- To ensure that annual audited accounts are prepared
- To ensure that appropriate financial management procedures are in place and are being implemented.
- To ensure that Polio Survivors Ireland has the financial and human resources needed to provide its services and to promote the prudent and effective management of those resources.
- To ensure that appropriate staff and volunteer policies and procedures are in place to properly support and supervise staff and that volunteers and staff are adequately insured
- To ensure the offices and equipment is suitable, well maintained and adequately insured
- To agree a risk management policy for the organisation

Managing Staff and Volunteers

The Board has ultimate responsibility as the employer of staff. This involves ensuring that appropriate policies and procedures are in place for staff and that they are properly managed and supported. The Board delegates the implementation of employment related and HR policies, practices and procedures to the CEO. In this role, the Board agrees:

- To appoint a CEO, agree the CEO's 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 staff by delegating the responsibility for staff management to the CEO
- To establish and agree the terms of reference of any Board Sub-committees that may be necessary
- To agree a schedule of matters specifically reserved for decision-making by Board

5.8 Board Sub-committees

Sub-committees of the Board are established, by the Board, to deal with ongoing aspects of the Board's work or to progress specific projects. These committees are advisory however and the Board must approve any decision reached by a committee. The following Board Sub-committees are currently in place:

Governance & Compliance
Service Quality & Safety
Finance & Audit
Board Nominations

All Board Sub-committee members are appointed annually by the Board and all Directors are generally expected to join a sub-committee. Each sub-committee has a minimum of one Director, but ideally two or more, and the Committees' Chair must be a Director. Members of the organisation and external volunteers may be invited to join based on their particular skills and/or experience. The Board nominates the Chair of each committee. The CEO is a member of the Governance & Compliance Committee and an ex-officio member of the Board Nominations Committee.

The Chair of a Sub-committee may request the attendance of a staff member through the CEO.

The Chair of the Board is an ex-officio member of all the Board Sub-committees and may attend any sub-committee meeting.

Meetings of Sub-committees may take place in person or virtually. Only full members of a committee are entitled to vote at Sub-committee meetings.

Each Board Sub-Committee has Terms of Reference which are set by the Board and reviewed from time to time. The Terms of Reference for each of these Sub-committees can be found under **Appendices A, B, C and D**

5.9 Other Committees/Working Groups

The Board may also form other committees, working groups and steering groups for particular projects. The Board will determine the composition, remit and working arrangements of all such bodies. Examples of working bodies include the Improving Quality (IQ) Working Group. **Appendix Q** is the IQ Manual.

5.10 Board Annual Review

Each year the Board conducts a review of its performance over the previous year. This process involves anonymous feedback from Directors on both their individual performance and that of the Board as a whole. A report is generated from this feedback which is circulated to all Board members and discussed at a subsequent Board meeting. The Chairperson is responsible for following up on any actions identified by the Board to address issues raised in the evaluation process. The Board may change the evaluation process from time to time.

Appendix R is the current Board Annual Review Questionnaire.

6. Being Accountable and Transparent

- 6.1 Polio Survivors Ireland displays its Registered Charity Number (RCN), Company Number and Revenue Tax Exemption (CHY) number on its official letterheads, website, emails, annual report and social media platforms.
- 6.2 Polio Survivors Ireland's stakeholders are any individuals or groups of people who have a legitimate interest in its work. However, in accordance with its mission, people affected by polio, especially those who are also members of the organisation, are its primary stakeholder. Other Polio Survivors Ireland stakeholders include:
- Families & relatives of polio survivors
 - Employees
 - Volunteers
 - Funders
 - Statutory Agencies
 - Partner organisations
 - Donors
 - Regulators
 - Public Representatives
 - The general public
- 6.3 Polio Survivors Ireland involves relevant stakeholders in its strategic planning process, at its AGM and other fora when possible. Polio Survivors Ireland, as and when possible, consults with its members in respect of significant decisions concerning the organisation.
- 6.4 Polio Survivors Ireland 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 Polio Survivors Ireland website. **Appendix S** is the current Complaints Policy.
- 6.5 Polio Survivors Ireland is committed to following as best it can the reporting requirements of all relevant regulators, funders and donors, both public and private.
- 6.6 As polio survivors are vulnerable people the organisation takes safeguarding very seriously. **Appendix T** is Polio Survivors Ireland's Safeguarding Policy

7. Appendices

Appendix A **Finance and Audit Committee** *Terms of Reference*

Introduction

The Finance and Audit Committee is a committee of the Board of Directors and constituted pursuant to article 63(1) of the Constitution. The Committee is subject to, and governed by, the Board of Directors of Polio Survivors Ireland from which it derives its authority, and to which it shall regularly report. The purpose of the Finance and Audit Committee is twofold:

- To oversee the effective financial management including financial risk management of Polio Survivors Ireland
- Oversee the external audit and to audit the company's internal financial controls and their effectiveness.

1. Aim

- 1.1 Agree policies, procedures and reporting mechanisms relating to financial matters to make sure there is compliance with all relevant legal and regulatory requirements.
- 1.2 Oversee compliance with the terms and conditions of public or private grants received.
- 1.3 Ensure that financial reports comply with all statutory requirements and meet current best practice.

2. Role and Responsibility

- 2.1 Review the annual budget and its assumptions presented by the CEO and, when agreed by the committee, recommend for approval to the Board.
- 2.2 Recommend to the Board the annual contribution that should be made to the Reserve in consultation with the External Auditors.
- 2.3 Ensure the Budget plan is in line with the Strategic Plan.
- 2.4 Oversee Annual income, expenditure and cash-flow presented by the CEO and having agreed same, submit to the Board for approval.
- 2.5 The Finance and Audit Committee shall agree appropriate systems of internal financial controls by way of written policies and procedures. Having agreed such policies, recommend same to the Board for approval and implementation.
- 2.6 The Finance and Audit Committee shall review annually the effectiveness of the system of internal financial controls and report to the board that they have done so. The review should include financial related operational and compliance controls and risk assessment procedures/systems. Policies and Procedures should be amended, as necessary, in the light of this review.
- 2.7 Make recommendations to the Board on the appointment of external auditors.
- 2.8 Review the terms of engagement and remuneration of the external auditors including the approval of the engagement letter, which should be signed by the Chairman of the Board.
- 2.9 Meet with the external auditors to review their findings of each audit to discuss any issues that arose during the audit, in particular on any significant adjustments that arose from the audit.

- 2.10 Review any Letter of Engagement that the Auditors may present and if necessary refer to the Board. Once approved by the committee or the Board, the letter should be signed by the Chairman of the Board."
- 2.11 Advise the Board whether the Company is receiving high quality and cost effective service from its Auditors. The Committee will engage in a tendering process, at least every three years. A range of criteria will be taken into account and not just cost.
- 2.12 Review the financial effectiveness and value of both Audit and non-audit services provided by the external financial providers and advise the Board accordingly.
- 2.13 Have a policy and procedure by which staff may, in confidence, raise concerns about possible irregularities regarding financial matters
- 2.14 In the case of impropriety in matters of financial reporting, the committee should ensure that arrangements are in place for an independent investigation that is proportionate, and for appropriate follow up action in line with good practice.

3. Membership

- 3.1 The Committee shall be appointed by the Board and the Chairman shall be the Treasurer of the Board.
- 3.2 The Committee shall comprise of at least 2 Directors. At least one Director should have relevant financial experience. Other persons may be appointed to the committee by the Board from time to time.
- 3.3 The CEO shall not be a member of the Committee but may attend meetings or part thereof at the invitation of the Committee. The CEO shall not have a vote.
- 3.4 Other staff members or third parties may be requested to attend the committee's meetings or part thereof from time to time at the invitation of the Committee. At such time the CEO will attend.
- 3.5 The Secretary of the Committee shall be appointed by the members of the Committee.

4. Meetings

- 4.1 The Committee shall meet at least 3 times a year and at such other times as the Chairman of the Committee shall require.
- 4.2 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee.
- 4.3 The quorum of the Committee shall be two Directors.
- 4.4 A duly convened meeting of the Committee, at which a quorum is present, shall be competent to exercise any or all of the authorities, powers and discretion vested in it by the Board.
- 4.5 The Chairman of the Committee may vote on any resolution and, in the event of an equality of votes, shall have a casting vote.
- 4.6 Unless otherwise agreed, notice of each meeting confirming the date, time and venue together with an agenda of items to be discussed, shall be sent to each member of the committee, the Chairman of the Board and the CEO, no fewer than 3 working days prior to the date of the meeting.

5. Reports

- 5.1 The Committee shall furnish a written report to each ordinary Board meeting.

- 5.2 The Treasurer shall attend the Annual General Meeting prepared to report to any member's queries regarding the Annual Audit.

6. Delegated Authority

- 6.1 The Committee shall have discretion to spend the budget, if any, allocated to it by the Board from time to time to cover the cost of its activities, but not to exceed any given limits set by the Board on any single event without specific approval of the Chairman or the Board.
- 6.2 The Committee is authorised to seek any information relevant to its Terms of Reference it requires from any employee of the company in order to perform its duties

7. Approval and Review Date

- 7.1 The Terms of Reference are approved by the Board, communicated to and accepted by each member of the committee.
- 7.2 The Terms of Reference will be reviewed by the Board as necessary.

Appendix B

Governance and Compliance Committee

Terms of Reference

1. Introduction

Governance is the process by which the Board of PPSG ensures that the organisation is effectively and properly run. The Board is accountable for

- 1.1 Making decisions about the overall purpose and direction of the organisation
- 1.2 Ensuring that the resources and assets are properly managed to meet the aims and objectives of the organisation
- 1.3 Ensuring that everything is done within the law and the company abides by its constitution and procedures
- 1.4 Managing its staff and volunteers to best carry out its services; and that the organisation is accountable to its members and funders.

2. Role and Responsibility

The Committee shall:

- 2.1 Advise the Board on matters related to governance of the organisation
- 2.2 Review and approve the Committee structure of the Board and the mandates of those Committees and ensure that such mandates are regularly reviewed
- 2.3 Monitor the operation of The Governance Code (A Code of Practice for Good Governance of Community, Voluntary and Charitable Organisations in Ireland, 2012) and its implementation by the Company
- 2.4 Draft, review and approve the Board's corporate governance practices and policies, including role profiles
- 2.5 Monitor the Company's compliance with the Code and with all applicable legal, charitable, funding and regulatory requirements
- 2.6 Advise the Board on changes to systems, structures and procedures within the organisation which might be necessary from time to time in order to ensure compliance with current legislation and funders requirements. The Committee shall plan and monitor the assurance of the organisation's systems on an annual basis to keep the Board informed as to its compliance position with respect to such requirements
- 2.7 Review developments in Corporate Governance and Company Law generally and advise the Board periodically with respect to significant developments in the law and practice of Corporate Governance and recommend the approach to be taken by the Company in relation to such corporate governance standards
- 2.8 Monitor and review identified risks and the controls in place; make regular reports to the Board on the likelihood and impact of such risks
- 2.9 Review and approve any material information of the Company made public or made available to any public body by the Company relating to corporate governance
- 2.10 Ensure that adequate processes are in place for carrying out an annual evaluation of the Board, its Committees and the Chairperson and ensure that such evaluations are carried out and that all recommended follow-up actions are assigned and completed

The Committee shall also make recommendations to the Board:

- 2.11 Detailing items that should be published in the Company's Annual Report relating to the activities of the Committee; and
- 2.12 Concerning any changes or additional actions deemed necessary in order to ensure the Company's compliance with the Code and any other applicable legal, regulatory, funding and statutory requirements and such other standards as the Committee considers appropriate.

3. Membership

- 3.1 The Committee shall be appointed by the Board and shall comprise the Chairperson of the Company, the Company Secretary and at least two other members
- 3.2 The Company Secretary shall be the Chairperson of the Committee
- 3.3 Other members of the Committee shall be appointed by the Board at its discretion from time to time. At least two members of the committee shall be directors. The CEO is a member of the Committee.
- 3.3 The Secretary of the Committee shall be appointed by the members of the Committee.

4. Meetings

- 4.1 The Committee shall meet not less than twice a year and at such other times as the Chairperson of the Committee shall require
- 4.1 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairperson of the Committee.
- 4.2 The quorum of the Committee shall be three persons at least one of whom is a Board Director
- 4.3 A duly convened meeting of the Committee, at which a quorum is present, shall be competent to exercise any or all of the authorities, powers and discretion vested in or exercisable by the Committee provided one Board Director is present
- 4.4 If at a meeting of the Committee the Chairperson of the Committee is not present within 5 minutes of the starting time of the meeting or if the Chairperson is unable or unwilling to preside as Chairperson of the meeting, the Committee members present shall elect one of their number to be Chairperson for that meeting.
- 4.5 The Chairperson of the Committee may vote on any resolution and, in the event of an equality of votes for and against a resolution, shall have a casting vote.
- 4.6 Unless otherwise agreed, notice of each meeting confirming the date, time and venue together with an agenda of items to be discussed, shall be sent to each member of the Committee no fewer than 3 working days prior to the date of the meeting.

5. Reports

- 5.1 The Committee shall furnish a written report to each ordinary Board meeting.
- 5.2 The Chairperson of the Committee shall attend the Annual General Meeting prepared to report to any member's queries regarding the Committee's activities if required by the Board.

6. Delegated Authority

- 6.1 The Committee shall have discretion to spend the budget allocated to it by the Board from time to time to cover the cost of its activities, but not to exceed given limits set by the Board on any single event without specific approval of the Chairperson, Treasurer or the Board.

- 6.2 The Committee is authorised to seek any information it requires from any employee of the organisation in order to perform its duties.

7. Administration

- 7.1 Agenda, Schedules and papers will be provided prior to each meeting.
- 7.2 The minutes should be approved and signed off by the Committee Chair at the next meeting.

8. Approval and Review Date

- 8.1 The terms of reference are approved by the Board, communicated to and accepted by each member of the Committee.
- 8.2 The terms of reference will be reviewed by the Board as necessary.

Appendix C

Service Quality & Safety Committee

Terms of Reference

Introduction

The Service Quality & Safety Sub-Committee of the Board comprises of Board and non-Board members and oversees service quality and safety on behalf of the Board. The Committee operates on behalf of, and reports directly to the Board. The Committee's role is an oversight one and is quite separate from the management and implementation of service improvement.

1. Aim

To drive quality improvement in the services provided by the Post Polio Support Group and provide a level of assurance to the Board that appropriate and effective systems are in place covering all aspects of service quality and safety. The Committee will endeavour to ensure that all services and supports provided to polio survivors are in accordance with the highest ethical, quality and safety standards. Appendix 1 outlines the current services and supports provided to members. However the Committee's remit will include any other services supports that the Board of Polio Survivors Ireland may decide to provide.

2. Role and Responsibility

The Committee shall:

- 2.1 Provide a level of assurance to the Board on the appropriate structures, processes, standards and oversight controls
- 2.2 Oversee the development of a service quality and safety improvement programme for the Service
- 2.3 Recommend to the Board a quality and safety programme and structures, policies and processes that clearly articulate responsibility, authority and accountability for quality, safety and service risk management across the organisation
- 2.4 Secure assurance from management on the implementation of the quality and safety programme and the application of appropriate governance structure and processes (e.g. risk escalation) including monitored outcomes through quality indicators and outcome measures
- 2.5 Secure assurance from management that the organisation conforms with all regulatory and legal requirements to assure quality, safety and risk management
- 2.6 Act as advocates at Board level for quality and safety issues which cannot be resolved by the Committee
- 2.7 Consider in greater depth matters referred to the Committee by the Board and referral of issues to the Board for consideration when necessary

3. Membership

- 3.1 The Committee shall be appointed by the Board and shall comprise of at least 3 members
- 3.2 At least 2 of the Committee's members shall be Board Directors
- 3.3 The Chairperson of the Committee shall be a Board Director and will be appointed by the Board
- 3.4 Other members of the Committee shall be appointed by the Board at its discretion from time to time

- 3.5 The CEO shall not be a member of the Committee but may attend meetings of the Committee on an ex-officio basis at the discretion of the Committee
- 3.6 Other staff members may be required to attend the Committee's meetings from time to time at the invitation of the Committee
- 3.7 The Secretary of the Committee shall be appointed by the members of the Committee

4 Meetings

- 4.1 The Committee shall meet not less than three times a year and at such other times as the Chairperson of the Committee shall require
- 4.2 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairperson of the Committee
- 4.3 The quorum of the Committee shall be three persons at least one of whom is a Board Director
- 4.4 A duly convened meeting of the Committee, at which a quorum is present, shall be competent to exercise any or all of the authorities, powers and discretion vested in or exercisable by the Committee
- 4.5 The Chairperson of the Committee may vote on any resolution and, in the event of an equality of votes for and against a resolution, shall have a casting vote
- 4.6 Unless otherwise agreed, notice of each meeting confirming the date, time and venue together with an agenda of items to be discussed, shall be sent to each member of the Committee no fewer than 3 working days prior to the date of the meeting

5 Reports

- 5.1 The Committee shall furnish a written report to each ordinary Board meeting
- 5.2 The Chairperson of the Committee shall attend the Annual General Meeting prepared to report to any member's queries regarding the Committee's activities

6. Performance

- 6.1 The Committee will set objectives for itself each year in accordance with its role and responsibilities
- 6.2 The Committee will map out a programme of work each year to achieve its objectives
- 6.3 The Committee will establish measures to evaluate progress in improving services and service outcomes

7. Delegated Authority

- 7.1 The Committee shall have discretion to spend the budget allocated to it by the Board from time to time to cover the cost of its activities, but not to exceed given limits set by the Board on any single event without specific approval of the Group Chairperson, Treasurer or the Board
- 7.2 The Committee is authorised to seek any information it requires from any employee of the Group in order to perform its duties

8. Administration

- 8.1 Agenda, Schedules and papers will be provided prior to each meeting
- 8.2 The minutes should be approved and signed off by the Committee Chair at the next meeting

9. Approval and Review Date

- 9.1 The terms of reference are approved by the Board, communicated to and accepted by each member of the committee

9.2 The terms of reference will be reviewed by the Board as necessary

Current Services & Supports

- Information, advice, individual advocacy & support
- Provision of Aids & Appliances
- Provision of Therapies
- Heating Grant
- Respite Breaks
- Social Support
- Telephone Support

Appendix D

Board Nominations Committee

Terms of Reference

Introduction

The Board Nominations Committee is a Committee of the Board of Directors and constituted pursuant to article 63(1) of the Constitution. The Committee shall be subject to, and governed by, the Board of Directors of Polio Survivors Ireland from which it derives its authority, and to which it shall regularly report. The sole objective of the Committee is to appoint Board Nominated Directors under the aim, role and responsibilities as outlined below.

1. Aim

- (a) To ensure that the Board, and its duly appointed Sub-Committees, generally have access to persons with the necessary qualifications, skills, expertise and experience to guide the organisation in achieving its mission, and to ensure good governance. In this regard, and having regard to the professional skills and expertise needed by the Company to satisfy its various legal, governance, accounting functions, and general business skills, in a challenging charity and regulatory environment, candidates for consideration by the committee should preferably be professionally qualified in their field of expertise, or have eminently appropriate experience in a professional environment, such that their talent and experience can be deemed of exceptional value to the organisation and the achievement of its objectives
- (b) In accordance with article 39(5) of the Constitution of the Company to consider, evaluate and recommend to the Board of Directors of the Company the nomination of approved person(s) as “Board Nominated Director(s)” (as defined in the Constitution).
- (c) For the avoidance of doubt, the Committee shall have no other responsibility outside of the terms of Reference prescribed herein. The Committee shall not have any role, either directly or indirectly, in the appointment of “Elected Directors” (as defined in article 39 of the Constitution) nor the co-option of persons to the Board of the Company -which function is the prerogative of the Board itself.

2. Role and Responsibilities

In carrying out their responsibilities /committee members must act in accordance with the Constitution of the Company, the Companies Act 2014 and Charity Regulation as amended from time to time.

The Committee shall

- 2.1 Review the skills, knowledge and expertise necessary for officers of the Company/Board to competently discharge their duties, having regard to the strategic direction of the PPSG, and the duties and obligations imposed on officers of the Company from time to time.
- 2.2 Identify relevant skills and expertise gaps on the Board and recruit, assess and recommend candidates for potential appointment as directors
- 2.3 Consider candidates on merit and against objective criteria and with due regards to the benefits of diversity of the Board, including gender
- 2.4 In identifying suitable candidates, consider the options open to the Committee from which it can seek potential candidates and consider candidates from a wide range of backgrounds

- 2.5 Make recommendations to the Board to fill “Board Nominated Director” vacancies as and when they arise.
- 2.6 Manage the induction process for new “Board Nominated Directors” with respect to their Board and Board Committee responsibilities.

3. Membership

- 3.1 Members of the Committee shall be appointed by the Board of the Company in accordance with the Constitution and shall comprise at least four members.
- 3.2 At least 3 of these members shall be Board Directors.

4. Meetings

- 4.1 The Committee shall meet at least three times in a twelve month period commencing from January 2018, and at such other times as the Chair of the Committee shall require.
- 4.2 Only members of the Committee shall have a right to attend Committee meetings. However, other individuals, such as Chairperson of the Board (if not a member of the Committee), the CEO, and external advisers, may be invited to attend for all or part of any meeting, as and when appropriate on an “ex officio” basis.
- 4.3 The Quorum of the Committee shall be three persons, two of whom shall be a director.
- 4.4 The Secretary shall minute the proceedings and decisions of Committee meetings.
- 4.5 The Chair of the Committee, or the Secretary, shall attend the AGM and respond to any question on the Committee’s activities.

5. Reports

- 5.1 The Committee shall report to the Board on its proceedings on all matters within its role and responsibilities
- 5.2 The Committee shall make recommendations to the Board on any area where action or improvement is necessary within the terms of reference prescribed herein.

6. Delegated Authority

- 6.1 The Committee has authority to investigate any matter within its terms of reference herein and to obtain any information it requires from any director, employee or a third party

7. Administration

- 7.1 Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee and any other person required to attend no later than 5 working days before the date of the meeting.
- 7.2 Minutes of meetings shall be circulated to all members of the Committee and Chair of the Board and once agreed, to all members of the Board taking into account any conflict of interest which may exist.

8. Approval and Review Date

- 8.1 The terms of reference are approved by the Board, communicated to and accepted by each member of the Committee.
- 8.2 The terms of reference shall be reviewed by the Board, as necessary.

Appendix E

Conflict of Interest and Loyalty Policy

This policy supports the Company's code of conduct for Directors, Board Sub-Committee Members and senior staff ("the declarants") and applies to all Directors, Board Sub-Committee Members and senior staff of the Organisation. This policy also applies to all *sub-committees* of the Board of the Organisation, whose membership may also include non-Directors.

This policy document should be read in conjunction with, and is subordinate to, the **CONSTITUTION** of the Company, and the **Companies Act 2014**.

Directors, Board Sub-Committee members and senior staff have a legal obligation to act in the best interests of the Organisation and in accordance with governing documents. It shall be the duty of a declarant who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company, to declare the nature of his or her interest at a meeting of the directors of the company. Conflicts of interest and loyalty may arise where an individual's personal, family or other connections and interests conflict with those of the Organisation.

Definitions

Conflicts of interest arise when private interests compete with a Director, Board Sub-Committee member or senior staff member's duties to act always in the best interests of the Company. Examples can include:

- A Director, Board Sub-Committee member or senior staff member has a business interest in a company that may be awarded a contract by the company
- It may also arise where a Director, Board Sub-Committee member or senior staff member has a relationship or connection to someone who has an interest in a company that may be awarded a contract by the company
- A Director, Board Sub-Committee member or senior staff member, is also a polio survivor and therefore a beneficiary of the work of the organisation. This "interest" may affect their decision making in respect of increasing, reducing or changing certain services and supports for polio survivors
- As a possible beneficiary a Director, Board Sub-Committee member or senior staff member may seek to influence a decision in respect of the provision of services or supports to themselves
- A Director, Board Sub-Committee member or senior staff member may sit on the Board of another Charity and both charities may be pursuing funding from the one source.

These examples are not exclusive and other circumstances may create a situation where a conflict of interest could arise.

Conflicts of loyalty arise where a Director, Board Sub-Committee member or senior staff member 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. In a voluntary, membership organisation like Polio Survivors Ireland, conflicts of loyalty can arise quite often. Examples of conflicts of loyalty include:

- A Director or Board Sub-Committee member may have been elected to the Board with the support of a social support group. This support may influence them in respect of decisions that might affect that support group, its members or the members living in that area. The Board or Sub-Committee member may see themselves as “representing” that group or area rather than the acting only in the best interests of the organisation overall.
- A Director, Board Sub-Committee member or senior staff member may seek to influence a decision of the staff, Board or Board Sub-Committee on behalf of a member or members.
- A Director, Board Sub-Committee member or senior staff member has another role within the Organisation and seeks to influence the Board, Board Sub-committee or staff in their decision making to protect or enhance this other role.

These examples are by no means exclusive. In membership organisations many situations can arise that could create conflicts of loyalty.

Policy

As conflicts of interest and loyalty can arise quite frequently, this policy is designed to manage these conflicts. This policy outlines how Polio Survivors Ireland will address these conflicts when and as they arise. The Board of polio Survivors Ireland is responsible for the developing and reviewing this policy and ensuring its compliance.

Procedure

All Directors, Board Sub-Committee members or senior staff member (the declarants”) are required to declare their interests, and any gift or hospitality received in connection with their role in the Organisation. A declaration of interests form is provided for this purpose. To be effective, the declaration of interests needs to be updated by the declarants at least annually and also when any changes occur, or, if requested at any time to do, so by the Chairman of the Board of Directors.

Interests will be recorded in the Company’s “*Register of Interests*”, which will be maintained by the Company Secretary.

- **At the first opportunity**, each declarant must tell the Board or Board Sub-Committee they attend if they believe they have a conflict of interest or loyalty on a matter to be decided on at a meeting.
- Any Director, Board Sub-Committee member or senior staff member who feels there is a ***potential conflict of interest or loyalty*** that is not being declared, should raise this for discussion.

- If the Board or Board Sub-Committee decides that there is no conflict of interest or loyalty, the meeting proceeds as normal.
- If the Board or Board Sub-Committee decides that there is a conflict of loyalty, this will be minuted and the meeting proceeds as normal.
- If the Board or Board Sub-Committee decides that there is a conflict of loyalty that is serious enough to warrant being a conflict of interest, it will be treated as such.
- If the Board or Board Sub-Committee decides that there is a conflict of interest, the procedure outlined in the Articles of Association of the Company (recited below) **shall apply equally to all Board Directors, Board Sub-Committee members and senior staff members.**

Any decision under a conflict of interest will be recorded by the Company Secretary or Board Sub-Committee Secretary and reported in the minutes of the meeting.

Extract from the Constitution of the Company;-

46. A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Group shall declare, in writing, the nature of his interest at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Directors after he becomes so interested. A general notice given by a Director to the effect that:

(i) he is a member of a specified Company or firm and is to be regarded as interested in all transactions with such company or firm; or

(i) He is to be regarded as interested in any transaction which may be made after the date of the notice with a specified person who is connected with him (within the meaning of section 220 of the Companies Act, 2014; shall be sufficient declaration of interest under this Article, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, **provided that** either the notice is given at a meeting of the Directors or the Director giving the notice takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given. The provisions of Article 51 (j) shall apply to any failure to comply with this Article.

47. A Director may vote in respect of any contract, appointment or arrangement in which he is interested and he shall be counted in the quorum present at the meeting

50. Disqualification of the Directors

The office of Director shall be vacated automatically if the Director:

(j) if he is directly or indirectly interested in any contract with the Group and fails to declare the nature of his interest in a manner required by section 231 of the Companies Act, 2014.

Management of the Conflict

The Chair of the Board is responsible for managing conflicts of interest and/or loyalty and the actions required upon declaration of a conflict of interest and/or loyalty by a declarant in respect of the Board. In the case of Board Sub-Committees the Chair of the Board Sub-Committee has that responsibility.

At the start of each meeting the Board or Board Sub-Committee Chair will ask members if an agenda item for discussion is likely to raise a potential conflict of interest or loyalty.

Decisions in respect of a conflict of interest or loyalty will be based on the risk that professional judgement, or actions of the Director, Board Sub-Committee member or senior staff member will be unduly influenced by the declared conflict.

The Chair will ultimately decide on the appropriate action for dealing with any possible conflicts of interest or loyalty that may arise, up to and including, asking that person to leave the room for part of the meeting to discuss the possible conflict with the other members.

A register of Directors Interests will be circulated to the Board annually.

Data Protection;-

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act(s), as amended from time to time. Data will be processed only to ensure that declarants act in the best interests of the Company. The information provided will not be used for any other purpose.

Review

This policy shall be reviewed in three years or sooner if circumstances change.

Signed

Date

Chairman

DECLARATION - CONFLICT OF INTEREST OR LOYALTY

DECLARATION BY EACH BOARD MEMBER/TRUSTEE, COMMITTEE MEMBER OR SENIOR STAFF MEMBER (“*the declarant(s)*”)

All declarant(s) are required to declare their interests in connection with their role in the Company. This Declaration of Interests form shall be updated at the first Board meeting following the AGM in each year; also when any changes occur, or if requested to do so by the Chairman of the Board of the Company. Interests are recorded on the Company’s *Register of Interests*, which is maintained by the Company Secretary.

Please circle the statement below that relates to you;-

I am not aware that I have any conflicts of interest. At the first opportunity I will notify the chairperson of the Board or Board Sub-Committee should I become aware of any conflict(s).

I am aware that I may have a conflict of interest or loyalty and I have notified the Chairman of the potential conflict(s).

Details of potential conflict(s):-

(Use an attachment, if required)

Signature _____

Printed name _____ **Date** _____

Position _____

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Acts. Data will be processed only to ensure that declarants act in the best interests of the Company. The information provided will not be used for any other purpose or shared with any third party without the declarant’s permission.

Appendix F
Conflict of Interest Register

Conflict of Interest Register				
Name	Position	Declaration Received	Date	Potential Conflicts noted

Appendix G

Ethics Policy and Code

1. Overview;-

POLIO SURVIVORS IRELAND [the “*Company*”] publishes and circulates this Policy to establish a culture of openness, trust and integrity in all its organisational practices. Effective ethics is a **team** effort, involving the participation and support of Board Directors of the Company, every employee, volunteer and member. Each Board Director, Board sub-committee member, employee & intern must familiarise themselves with the ethics guidelines and code that follow this introduction, and confirm, by written declaration below, that he/she fully subscribes to the policy detailed herein and, furthermore, undertakes to fully implement the policy at all times.

Polio Survivors Ireland is committed to protecting employees, volunteers, members and the organisation from illegal or damaging actions by individuals, *either knowingly or unknowingly*. Thus, Polio Survivors Ireland will address issues proactively and strive to use correct judgement at all times.

Polio Survivors Ireland will not tolerate any wrongdoing or impropriety at any time. The organisation will take the appropriate measures to act quickly in correcting the issue if the ethical code is broken. Any infractions of this code of ethics will not be tolerated.

Purpose;-

The purpose of this Ethics Policy and Code is to emphasise to each Board Director, Board sub-committee member, employee & intern the expectation that all persons are to be treated to fair practices. This policy will serve to guide Polio Survivors Ireland’s behaviour to ensure ethical conduct.

Scope;-

This Ethics Policy applies to all Board Director, Board sub-committee member, employee & interns.

2. Policy;-

2.1. Board Commitment to Ethics Policy and Code

- 2.1.1. The Board of Directors of Polio Survivors Ireland must set a prime example. Honesty and integrity must be a top priority for all Directors, employees, volunteers, members and external contractors.
- 2.1.2. The Directors of Polio Survivors Ireland, and the CEO, must have an open door policy and welcome suggestions and concerns from employees, members or volunteers. This will allow employees, volunteers and members to feel comfortable discussing any issues, and will alert the Board, and the CEO, to concerns within the organisation.
- 2.1.3. Board Directors must disclose, in writing, to the Chairman of the Board, or the Company Secretary, any conflict(s) of interest or loyalty with regard to their position within Polio Survivors Ireland, at the first opportunity. Members of Board sub-committees should advise in writing the Chairman of their committee any conflicts of interest or loyalty. Staff should disclose to the CEO in writing any conflicts of interest or loyalty.

2.2. Board Director, Board sub-committee member, employee & intern Commitment to Ethics

Each Board Director, Board sub-committee member, employee & intern **UNDERTAKES:**

- 2.2.1. To treat everyone fairly, have mutual respect, promote a team environment and avoid the intent and appearance of unethical or compromising practices.
- 2.2.2. To apply effort and intelligence in maintaining ethical values.
- 2.2.3. To disclose any conflict of interest or loyalty with regard to their position within Polio Survivors Ireland.
- 2.2.4. To help Polio Survivors Ireland to increase members' satisfaction by providing a quality service and timely response to inquiries.

2.3. Organisational Awareness;-

- 2.3.1. Promotion of ethical conduct within interpersonal communications of employees will be encouraged and supported.
- 2.3.2. Polio Survivors Ireland will promote a trustworthy and honest atmosphere to reinforce the vision of ethics within the Organisation.

2.4. Maintaining Ethical Practices;-

- 2.4.1. Polio Survivors Ireland will reinforce the importance of the integrity message and the tone will start at the top. Every Board Director, Board sub-committee member, employee & intern needs to consistently maintain an ethical stance and support ethical behaviour.
- 2.4.2 Each Board Director, Board sub-committee member, employee & intern shall encourage open dialogue, get honest feedback, and treat everyone fairly, with honesty and objectivity.
- 2.4.3 The Polio Survivors Ireland Board, through the Chairperson and the CEO, will ensure that this ethical code is delivered to all Board Director, Board sub-committee member, employee & interns and ensure that any concerns regarding the code are addressed.

2.5. Unethical Behaviour;-

- 2.5.1. Polio Survivors Ireland will avoid the intent and appearance of unethical or compromising practice in relationships, actions and communications.
- 2.5.2. Polio Survivors Ireland will not tolerate harassment or discrimination.
- 2.5.3. Unauthorised use of Polio Survivors Ireland records or data, by Board Director, Board sub-committee member, employee & interns, such as financial information, database information or other organisation information, will not be tolerated.
- 2.5.4. Polio Survivors Ireland will not permit impropriety at any time and will act ethically and responsibly in accordance with Irish laws.
- 2.5.5. Polio Survivors Ireland's Board Director, Board sub-committee member, employee & interns will not use the organisation's assets or internal relationships for personal use or gain.

3. Enforcement;-

- 5.1. Any infractions of this code of ethics will not be tolerated and Polio Survivors Ireland will act quickly in correcting the issue if the ethical code is broken.

- 5.2. Any Board Director, Board sub-committee member, employee & interns found to have violated this policy may be subject to disciplinary action, up to and including termination of employment or position.

DECLARATION

TO the Directors of Polio Survivors Ireland

I, the undersigned, hereby confirm that I have read, understand, and fully subscribe to the Ethics Policy and Code ("the Policy") detailed herein;

I HEREBY CONFIRM AND UNDERTAKE that I will uphold, implement, abide, and be bound by the Policy at all times.

NAME [PRINT]: _____

Signed: _____ Date: / /20

Status; - Board Director / Board Sub-Committee / Employee / Intern

[Circle one to define status.]

Appendix H

Polio Survivors Ireland Directors' Code of Conduct

By reading this document and accepting the role of Board Director of Polio Survivors Ireland, all Directors agree to the following:

General Conduct

- Board Directors are required to act with honesty and integrity and exercise good judgement which may include seeking professional advice on appropriate matters on which Directors do not have relevant expertise
- Members of the Board are required to act in the best interests of the Polio Survivors Ireland at all times

Independence

- Board Directors are required to act independently, particularly in relation to assets, property, legal and regulatory obligations
- Board Directors should conduct themselves with integrity and in a manner which does not damage or undermine the reputation of the Polio Survivors Ireland or its members, volunteers and employees. More specifically Board Directors:
 - 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
- Board Directors 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 (this does not preclude Board Directors who are polio survivors being beneficiaries of services and supports from the organisation provided they have not exercised, or sought to exert, any pressure or influence in the provision of such services and supports)
- Board Directors should avoid accepting gifts and hospitality that might reasonably be thought to influence them in carrying out their role as member of the board. Any gifts or hospitality received in any connection to Polio Survivors Ireland **should not exceed the value of €100.00 and should be declared to the Board**

Board Directors Roles

Board Directors should:

- Understand and perform their role 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 board member, adequately preparing for meetings and participating in committees and special events when required

Board Meetings

Board Directors should:

- Aim to attend all meetings, contribute appropriately and effectively, and avoid dominating the meeting
- 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 Polio Survivors Ireland
- Bring a genuinely independent perspective to enhance decision-making, given that Board Directors 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 Board Directors

Members/Volunteers/Employees within the Polio Survivors Ireland

Board Directors should:

- Aim to support members, volunteers and employees in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the Polio Survivors Ireland should conduct themselves in order to reflect the values of the Polio Survivors Ireland.
- 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 active members, volunteers and employees on the other, ensuring that the Board, active members, volunteers and employees work effectively and cohesively for the benefit of the Polio Survivors Ireland 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 active members, volunteers or employees of duties delegated to them while ensuring that active members, volunteers and employees working for the Polio Survivors Ireland are held to account through the CEO, as appropriate

Confidentiality

Board Directors must:

- Treat all information gained in the course of their role with the strictest of confidence, whether related to members, employees, organisational and governance matters
- Ensure all records (paper and electronic) related to the business of Polio Survivors Ireland are treated as confidential. The dissemination of this information including briefing papers and minutes should only be to Board Directors or those authorised by the Board

- Make sure that all Board discussions are treated as sensitive and confidential and should not be disclosed to third parties, including members of the organisation, without express authorisation of the Board.

Legal Requirements and Policies

Board Directors must:

- Act in accordance with the Polio Survivors Ireland's Constitution and ensure that the Polio Survivors Ireland complies with all applicable laws including Charity law, Company law, health and safety laws, data protection laws and employment laws
- Promote and preserve the obligations of confidentiality about sensitive Board matters. However, the requirement for confidentiality may not apply if it becomes necessary for a Board Director to inform the Charities Regulator or any other statutory body about any matter, which could threaten the future of the Polio Survivors Ireland or could represent a breach of any law with which the Polio Survivors Ireland is required to comply
- Abide by the Polio Survivors Irelands conflict of interests or loyalties policy and advise the Board of any changes or updates to your potential or actual conflicts of interest or loyalty. One example would be if you become a Board Director or employee another charity
- 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 the Board's policy on expenses

Where a Board Director is found to be in breach of this Code of Conduct, he or she, will be asked to meet with the Chairperson of the Board to discuss the breach. A serious breach, or consistent minor breaches of the Code of Conduct by a Board Director may result in their directorship being terminated.

The Board should review this Code of Conduct at 3 year intervals or as appropriate.

Signed

Name Date

Appendix I

New Board Directors Induction Checklist

Name:	<u>Issued</u>	<u>Comment</u>
<u>Board Business Update</u>		
Minutes of Board meetings over previous 6 months		
CEO Reports over last 3 meetings		
Sub-Committee Reports over last 3 meetings		
Budget for year		
Most recent Accounts year to date		
Contact details for current Board		
<u>Organisational Structures & Services</u>		
Constitution		
Governance Structure		
Organisational Chart		
Telephone Support Service		
Social Support Service		
Networks		
Board Sub-Committees ToRs		
<u>Board Policies</u>		
Code of Behaviour		
Ethics Policy & Declaration		
Complaints Policy		
Safeguarding Policy & Acknowledgement		
Code for Directors		
Board Expenses Policy		
Risk Management Policy		
Reserves Policy		
Declaration of Interest Policy		
<u>Guidance for Board Members</u>		
Roles & Responsibilities of Board Members		
CRA Guide for Trustees & Directors		
CRA Governance Code		
CRA What is a Charity		
<u>Strategy</u>		
PPSG Dilemmas		
Strategic Plan		

Misc		
Committee Expense Forms		
Board Expenses Forms		
GDPR Implementation Update		
Governance Code Update		
CRO Signature Form		
Active Member Agreement		

I acknowledge attendance at an induction meeting on.....
and receipt of the above documents.

Signature

Name

Date:_____

Appendix J Staff Induction Checklist

Name:	<u>Issued</u>	<u>Comment</u>
<u>Contractual</u>		
Contract*		
Garda Vetting Form*		
Vetting ID x 2		
Bank Account Details		
Building Badge		
PPS Number		
Office Key		
Laptop		
<u>Organisational Structures & Services</u>		
Constitution		
Governance Structure		
Organisational Chart		
Telephone Support Service		
Social Support Service		
Networks		
Board Sub-Committees		
Board Makeup		
Staff Listing		
<u>Policies & Procedures</u>		
Staff Handbook		
Health & Safety Policy & Declaration*		
Code of Behaviour		
Ethics Policy & Declaration*		
Complaints Policy		
Safeguarding Policy & Acknowledgement*		
Timesheet Template		
Staff Expenses Policy		
Credit Card Policy		
Payment Requisition		
Petty Cash Policy		
Declaration of Interest Policy*		
Data Protection		
Receipt of Cash Policy		
PRSA Declaration		

Vetting Policy		
Active Members Policy		
Financial Procedures Manual		
<u>Strategy</u>		
PPSG Dilemmas		
Strategic Plan 2017 – 2019		
Polio Register		
<u>Misc</u>		
Staff Expense Forms		
GDPR Implementation Update		
Office Schedule		
Annual Report		
Copies of the Survivor		
Membership Form		
Active Member Form		
Convenors Guide		
Polio Facts		
Members Subscription Form		
<u>Covid 19 Protocols</u>		
Covid 19 Guidance		
Return to Work Form		
Office Presence Record		
Cleaning Schedule		

***These documents require a signed declaration or acknowledgement**

I acknowledge receipt of the above documents & that
any
queries & issues have regarding any of these have been addressed

Signature

Name

Date: _____

Appendix K

List of Approved Policies

List of Policies

1. Constitution
2. Board Sub-Committees Terms of References
3. Code of Behaviour
4. Ethics Policy & Declaration
5. Complaints Policy
6. Code of Conduct for Directors
7. Board Expenses Policy
8. Reserves Policy
9. Declaration of Interest Policy
10. Risk Management Policy
11. Ethics Policy and Code
12. Staff Handbook
13. Health and Safety Policy
14. Safeguarding Policy
15. Data Protection Policies
16. Financial Procedures Manual
17. Conflict of Interests Policy
18. Active Members Policy
19. Complaints Policy
20. Fundraising Policy

Appendix L Board Expenses Policy

Introduction

Board members of the PPSG are volunteers and are entitled to be reimbursed for any expenditure they necessarily incur in the performance of their duties. It must be emphasised however that expense reimbursement is not a form of compensation for the time, effort and any non-financial consequences of Board membership. Where Board members are required to pay expenses consequent on their service to PPSG out of their own pocket and in the circumstances outlined in this policy, these expenses may be reimbursed by the organisation.

Purpose

The purpose of this policy is to spell out under what circumstances reimbursement of expenses may occur on behalf of PPSG, and the process for doing so. This policy relates to Board members acting on authorised PPSG business only.

Policy

PPSG will reimburse its Board member expenses incurred by them on behalf of PPSG or in the course of PPSG business so long as such expenses are:

- (1) Reasonable
- (2) Authorised

Board members incurring authorised expenditure must, wherever possible, receive, retain and produce receipts, invoices, vouchers, tickets, or other evidence of such expenditure.

Responsibilities

It is the responsibility of the Chair to ensure that Board members are aware of this policy. The Chairperson is responsible for determining if the expenses being claimed are reasonable given the circumstances.

Where an issue arises regarding the reimbursement of an expense incurred by a Board member the Board's Audit & Finance Sub-committee will adjudicate.

It is the responsibility of the all Board members to ensure that their requests for reimbursement conform to this policy.

Procedures

- The Board may agree fixed per diem payments subject to guidelines from Dept. of Public Expenditure and the HSE
- Following their election/appointment Board members must consult with the Chairperson regarding any regular expenses they are likely to incur in the course of their duties and agree the reimbursement of these regular expenses with the Chairperson
- Board members must seek approval from the Chairperson in advance before incurring any non-routine expenses.
- Board members incurring authorised expenditure must submit requests for reimbursement to the CEO on the appropriate expense claims form **within four months of incurring the expense**. On this form they should describe the nature and purpose of the expenses incurred. Only expense claims forms signed by the applicant will be processed for payment
- Except where per diem payments have been authorised, Board members incurring authorised expenditure must present all relevant original receipts, invoices, vouchers, tickets, or other evidence of such expenditure when seeking reimbursement. Where such evidence is for any reason lacking, statutory declarations may be sought

- The CEO will review all submitted expense claims and seek approval from the Chairperson for payment

Claims that have not been properly prepared, authorised, or supported by adequate documentation will be returned to the claimant and the reasons given for not processing the claim.

Prohibited reimbursements

PPSG will not reimburse Board members for:

- Unauthorised expenses
- Expenses claimed by a Board member as a tax deduction
- Expenses normally recoverable from a third party*
- Claims for purchases that are required to be made under a PSG purchase order
- Expenses that are not incurred for business purposes
- Late payment interest on credit cards
- Parking, traffic, or other fines and penalties

Travel expenses

Board members will be reimbursed for the most direct and economical mode of travel available, considering all of the circumstances in line with Dept. of Public Expenditure and HSE guidelines. This means that use of his/her car for travel should only be undertaken with the approval of the Chairperson and in the following circumstances:

1. Appropriate public transport is not available to the destination
2. Where public transport is only available at equal or greater expense
3. Where the use of public transport would incur too much time
4. Where the Board member is unable to utilise public transport

N.B. Board members should consult with the Chairperson in advance if they are unable to use public transport for travelling to a particular destination.

**This does not include the Revenue's Fuel Grant scheme*

Board members will not be reimbursed for additional costs incurred by taking indirect routes or making stopovers for personal reasons.

Use of a Board member's own vehicle for PSG related travel will be reimbursed by way of an all-inclusive mileage allowance, as shall be determined by the organisation from time to time.

Mileage will be calculated to and from the Board member's normal place of residence. If circumstances arise where a Board member is travelling from another location and wishes to claim for travel from that location they should first consult with the Chairperson.

Trip cancellation insurance may be eligible for reimbursement with the prior approval of the Chairperson.

Accommodation expenses

Generally PSG meetings and events are scheduled to avoid requiring Board members to stay overnight. From time to time however overnight stays may be unavoidable. In such circumstances the following procedure applies:

- If an overnight stay is required Board members should first seek the approval of the Chairperson of the Board before booking accommodation.
- Board members will be reimbursed for moderate accommodation expenses, considering all of the circumstances.
- Board members will not be reimbursed for items of a personal nature charged to a hotel account.
- The Board will set maximum rates for overnight accommodation

If a Board member has an option of utilising accommodation provided by a friend or relative and wishes to buy a gift as a gesture of appreciation, the Board member should seek the prior approval of the Chairperson. If approved, the Board member should retain the receipt from the purchase and submit with their expenses. The value of any such gift must not exceed the overnight per diem rates, as shall be determined by the organisation from time to time.

N.B. Alcohol is not permitted as a gift in lieu of accommodation expenses

Meals

Board members will be reimbursed for reasonable and appropriate meal expenses actually incurred while on PPSG business. Receipts should be retained in all such cases and submitted with expense reports.

N.B. Any alcohol purchased with a meal will not be reimbursed

Provision of hospitality

- Board members will be reimbursed for hospitality expenses incurred in the course of PPSG business as appropriate with the prior approval of the Chairperson
- Appropriate hospitality charges include events hosted or sponsored for the purpose of promoting PPSG's work or enhancing its image, and include meals that are related to the transaction of PPSG business
- When PPSG Board members dine together while on PPSG business, it is appropriate for the Chair (if present) to arrange payment and submit the claim for reimbursement.

Advance in Expenses

As incurring out of pocket expenses may place an unfair burden on Board members, the PPSG offers Board members a quarterly advance of expenses. The Chairperson will agree an amount with the Board member and this will be paid at the start of the calendar quarter. At the end of the quarter the Board member is required to submit their expense form/s and receipts. The advance payment will be subtracted from the total of the quarterly expenses claimed. Any unspent amount will be included in the next quarterly advance. If however the quarterly expenses exceed the advance, the over-spend will be added to the next quarterly advance.

Where expense claims have not been properly prepared, authorised, or supported by adequate documentation they will be returned to the claimant and the reasons will be given for not processing the claim. The next quarterly advance payment will not proceed until any issues are resolved.

N.B. If a Board member is stepping down from the Board any unspent portion of the advance must be returned.

Appeals

Where the reimbursement of an expense has not been approved by the Chairperson of the Board, the Board member may appeal this decision to the Audit & Finance Sub-Committee

Approved by the Board 3rd September, 2021

of the Board. The Committee will consider the Board member's submission and the Chairperson's reasons for refusing to approve the reimbursement. The Sub-Committee's ruling in all such cases will be final.

However if a Board member is in any doubt about whether an expense can be reimbursed they should consult with the Chairperson first before incurring the expense.

Appendix M Risk Management Policy

Risk can be thought of as a possible loss or other adverse consequence that has the potential to interfere with the Organisation's ability to achieve its objectives and fulfil its mission. Risks can arise from internal and external circumstances. Effective risk management provides the organisation with a means of improving its strategic, operational and financial management. It can also help to minimise financial losses, service disruption, adverse publicity, and threats to public health or compensation claims. By identifying risks and implementing an action plan to address them in a systematic way, the organisation can protect its services and supports to polio survivors and ensure their continuation.

Risk identification and mitigation is an on-going process managed by the Board of Polio Survivors Ireland.

The Risk Management Cycle



Risk Identification

Risk identification attempts to identify an organisation's exposure to uncertainty. This requires a detailed knowledge of the organisation, the legal, social, political and cultural environment in which it operates, as well as the development of a sound understanding of its strategic and

operational objectives, including factors critical to its success and the threats and opportunities related to the achievement of these objectives.

The main areas of risk for Polio Survivors Ireland are considered to fall under the following headings:

1. Strategic
2. Reputational
3. Financial
4. Governance
5. Operational
6. People
7. Service

Within each of these headings the risks identified have been listed on a Risk Register which is regularly updated as new risks are identified. The Risk Register is formally reviewed once a year by the Board of Polio Survivors Ireland.

Risk Assessment

Each of the identified risks is assessed on two criteria on the Risk Register, likelihood of occurring and impact on the organisation of its occurrence. Each are scored on a scale of 1 to 5 with 1 being low and 5 high. Those risks identified as high on both likelihood and impact will receive the greatest attention while those identified as low risk will receive proportionately less.

Bearing in mind the different kinds of risk outlined in the Risk Register and an analysis of the possible impacts and their likelihoods, the perceived risks to Polio Survivors Ireland have been examined.

Risk Management & Mitigation

The Board of Polio Survivors Ireland will draft and manage a set of mitigating and risk minimisation measures for each of the risks outlined in the Risk Register. The Finance & Audit Board sub-Committee will be directly responsible for managing financial related risks, while the Service Quality & Safety Committee will be responsible for the management of service related risks. The Board's Governance & Compliance Board Sub-Committee will lead the management of this process and will be directly responsible for all non-financial and service risk management under the overall direction of the Board.

The Board of Polio Survivors Ireland will ensure that risk management is an integral part of the Board's governance role and the operations of the organisation as a whole. Risk management is everyone involved in Polio Survivors Ireland's responsibility and everyone has a role to play.

All Board members, Board sub-Committee members, staff, active members and volunteers are encouraged to take a pro-active approach towards risk management and minimisation and ensure that any issues that may arise are identified and addressed as quickly as possible. The

Approved by the Board 3rd September, 2021

Board of Polio Survivors will ensure that all necessary structures, systems, procedures, resources and strategies are in place to address risk and ensure risk minimisation and mitigation.

Appendix N

Example of Risk Register 2021

Risk Register		
1. Strategic		
2. Reputational		
3. Governance		
4. Operational		
5. People		
6. Financial		
7. Service		
	Owner	Status of Mitigation Measures updated July 2021
Strategic		
	Governance & Compliance Committee	
1.1 Changes in operational environment e.g. financial crisis, major loss of confidence in voluntary organisations, pandemic etc	Reduce reliance on one avenue of funding e.g. HSE. Seek alternative Statutory funding & increase fundraising income.	Fundraising strategy being developed
1.2 Ageing Membership's impact on operations, services & Governance	Continually recruit new active members; recruit family members; encourage debate on need for more non-polio volunteers	MVRO recruited
1.3 Need to replenish active members & volunteers in key organisational roles to provide services & supports	Replenish active members; Organisation must be continually recruiting new active members	MVRO in place & polio register campaign extended
1.4 Failure to have strategic plan in place		
1.5 Failure to implement strategic plan		
1.6 Organisation is over reliant on one staff member, active member or volunteer to maintain its operations	Organisation needs a contingency plan to address this; more funding required to improve staff pay to retain/recruit key staff	HSE has partially restored staff pay towards HSE levels
1.7 Changes in public policy towards funding voluntary organisations to provide services & supports	Extended Strategic plan must address the funding issue	New fundraising strategy in place. National Dialogue Forum working on restoring relationship between HSE
Reputational		
	Governance & Compliance Committee	
2.1 Data breach leading to the loss of members' personal details & case notes	Implement recommendations of GDPR Report	Further progress on GDPR report recommendations difficult during Covid lockdown & other priorities arising from CRA Governance Code
2.2 Controversy	Written agreement in place with fundraising contractors	Done
2.3 Inappropriate or criminal behaviour by staff towards members		
2.4 A financial irregularity within the organisation	Finalisation & implementation of Financial Procedures Manual	Complete
Governance		
	Governance & Compliance Committee	
3.1 Poor governance leads to investigation by regulator or major funder	Board has members with range of skills & experience e.g. finance, regulation & Board sub-committees review operations of the organisation to ensure it is well managed	No action required at moment
3.2 Governance failure leads to reduction or loss of funding	The Governance & Compliance committee is responsible for monitoring governance of the organisation and ensuring there are no such failures	On-going
3.3 Failure to have appropriate governance policies & procedures in place	funders and others. Board sub-committees are monitoring progress on implementation	Governance Manual almost complete. Other major o/s policies to be completed by October
3.4 Failure to implement policies & procedures	New Governance Manual that will help board regularly review status of its various policies & procedures	See 3.3 above
3.5 Prosecution by the Revenue Commissioners, Office of Corporate Enforcement or An Garda Síochána	Implementation of the Governance Code, improved Board and Board sub-committee oversight and wider skills and experience on the Board should minimise this risk	No action required at moment
3.6 Lack of relevant skills & experience on the Board	This has been addressed through the Board Nominated Directors process	No action required at moment
3.7 Insufficient representation of polio survivors on the Board	CEO and staff should pro-actively identify suitable polio survivor members of the organisation and encourage them to seek nomination for the Board.	2 new Board members elected at recent AGM
Operational		
	Governance & Compliance Committee	
4.1 Loss of server	Server generally backed up each day, IT Contractor checks server every quarter, Many key programs Cloud based	Not possible to back up Server every day due to Covid. IT maintenance checks still taking place online every quarter. Increased use of Cloud based programs since pandemic began
4.2 Key Software lost or corrupted	All PCs updated to Windows 10, Up to date anti-virus software on all PCs	All work PCs & Home PCs have to up date anti-virus s
4.3 Fire or other event causes loss of office space & records	Up to date Health & Safety Policy	No action required at moment
4.4 Accident leads to injury or fatality of staff or guest	Up to date Health & Safety Policy	No action required at moment
4.5 Ransomware attack on server disabling access	O/S	Liaising with IT Support Co. on this
People		
	Governance & Compliance Committee	
5.1 Loss of key staff	A process should be agreed for replacing key staff that can be activated as soon as any notice is received. Staff should have skills & knowledge to provide a degree of overlap to help cover long vacancies, organisation should try to provide pay increases if at all possible	First priority is to fill staff vacancies i.e. MVRO. Then to ensure recently appointed Admin Officer is fully settled in.
5.2 Rapid staff turnover disrupting operations & loss of experience	Regular staff meetings to discuss common concerns & issues. CEO & staff one to one meetings to provide opportunity for staff to raise concerns. Staff handbook including grievance procedure in place. Staff access to training	Staff meetings taking place at regular intervals. On-going communication with staff more difficult with remote working however
5.3 Disputes between staff	As 5.2 plus CEO to be aware of staff inter-relationships & address any issues early. Staff handbook & staff contracts also outline procedures to be followed	No issues at present but as referenced under 5.2 above remote working makes it harder to identify any problems
5.4 Staff misconduct	Staff handbook & staff contracts also outline procedures to be followed	No action required at moment
5.5 Lack of skills among staff to run organisation effectively		
5.6 Lack of Staff to provide all services and admin requirements	Source additional funding to increase staff levels & recruit staff with range of skills & experience capable of helping with other staff roles if required. Avail of job placement and internship schemes where possible	See 1.6 above, one objective of fundraising strategy will be to source funding to recruit additional staff
5.7 Significant loss of members		
5.8 Active member, volunteer misconduct or member misconduct	Active member & volunteer agreements & policies to address such issues, training for active members & volunteers	Absence of an MVRO for a long time has led to a backlog of active member support
5.9 Disputes between members	Active member & volunteer policies to address this, also training for active members & volunteers. Complaints policy in place	Lack of face to face meetings due to Covid has minimised risk of this. However absence of MVRO may mean any issues not being identified
5.10 Lack of skills among members to support the organisation	Recruit more active members with skills and ability to help the organisation. Recruit family/friends of polio survivors along with external volunteers. Train active members in their roles	Have being unable to progress this with absence of MVRO. Will be a priority once new MVRO in place

Financial	Finance & Audit Committee	
6.1 Reduction or loss of funding due to recession, pandemic, government cutbacks	Monitor and lobby as necessary. If funding lost implement cut backs and seek alternative funding	Monitoring situation via DFI & the Wheel. Unlikely to be any change until Covid situation improves. Highlights need for new fundraising strategy however
6.2 Errors in Accounting misrepresenting financial health of the organisation		
6.3 Financial fraud within the organisation causing loss of funds		
6.4 Misuse of funds by staff, active members or volunteers		
6.5 Loss of financial reserves e.g. through banking crisis		
6.6 Fundraising adversely affected by recession, pandemic, charity sector controversies etc	Need to avoid becoming overly reliant on one source of funding Awareness of vulnerability of each type & source of fundraising Monitor and respond as required	New Fundraising Strategy aimed at addressing risks of over-reliance on HSE funding
6.7 IT fraud leading to loss of funds		
6.8 Adequate Insurance not in place	Conduct annual review of Insurance policy, consider emerging issues and refer to our insurance policy terms	Currently reviewing our insurance policy for 2021
6.9 Credit Card Fraud	Credit Card policy is in place to control use, Board limits the number of users and cards, and credit card limits	No further action proposed at present
Service	Service Quality & Safety Committee	
7.1 Lack of skills among members to provide some services	Continually recruit new suitable active members Schedule of training On-going monitoring of quality of services provided e.g. surveys	Absence of MVRO has seriously affected recruitment of new active members & training & support. SQSC has continued to undertake surveys of members to assess quality of service provided
7.2 Accident arising from equipment funded by organisation	Ensure people undertaking assessments are members of a recognised regulatory body Use A & A suppliers that supply the HSE or other disability organisations Ask members in receipt of equipment to sign an indemnity in favour of the organisation	No further action proposed at present
7.3 Accident, assault or inappropriate behaviour by service provider engaged by organisation		
7.4 Inappropriate behaviour or assault of one member by another member		
7.5 Risk of fire or other emergency in venue for an organisation meeting		
7.6 Breach of safeguarding policy	Garda Vetting of members providing services to other members Ensure Safeguarding policy is reviewed & updated regularly Ensure there is a Safeguarding Officer in place Code of conduct to be circulated to all members providing services Provide training in safeguarding to all members providing services	New HSE Safeguarding training being undertaken by staff. Safeguarding policy reviewed in 2020. Garda Vetting renewals and on-going training on safeguarding of active members on hold in absence of MVRO
7.7 Brexit interrupting or delaying supply of equipment to members	Contact suppliers of Aids & Appliances of orders due for delivery in New Year & ask what steps they are taking to minimise disruption; Advise members concerned of any possible delays	Major suppliers of Aids & Appliances were contacted about potential Brexit issues in early 2020 however question as to how seriously they considered the issue and whether they changed from UK based suppliers of equipment or components

Appendix O

Role & Responsibilities of Directors of Polio Survivors Ireland

The Directors are committed to resolving problems and emerging issues as quickly as possible and in the best interests of Polio Survivors Ireland. 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 CEO's report or put on the meeting agenda
- Reviewing the work of Board Sub-committees and considering their proposals
- Reviewing and assessing emerging issues or problems
- The development and review of the Risk Register and
- Comprehensive financial management

Fiduciary Duties of a Company Director under Companies Act 2014

- To act in good faith in what the director considers to be the interests of the company;
- To act honestly and responsibly in relation to the conduct of the affairs of the company;
- To act in accordance with the company's constitution and exercise his or her powers only for the purposes allowed by law;
- Not to use the company's property, information or opportunities for his or her own benefit, or that of anyone else, unless (a) this is permitted expressly by the company's constitution or (b) the relevant use has been approved by a resolution of the company in general meeting;
- Not to agree to restrict the director's power to exercise an independent judgement unless (a) this is expressly permitted by the company's constitution or (b) the case concerned falls within limited exceptions;
- To avoid any conflict between the director's duties to the company and the director's other (including personal) interests, unless the director is released from his or her duty to the company in relation to the matter concerned, whether by the company's constitution or by a resolution of the members in general meeting;
- To exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having both (a) the knowledge and experience that may reasonably be expected of a person in the same position as the director and (b) the knowledge and experience which the director has; and
- (As mentioned above) to have regard to the interests of the company's employees in general and its members.

Duty of a Charity under Charities Act 2009

- Comply with the Company Constitution
- Ensure that Polio Survivors Ireland is carrying out its charitable purposes for the public benefit
- Act in the best interests of Polio Survivors Ireland
- Act with reasonable care and skill
- Manage the assets of Polio Survivors Ireland
- Make appropriate investment decisions
- Ensure that Polio Survivors Ireland is registered on the Charities Regulator's Register of Charities
- Ensure that Polio Survivors Ireland keeps proper books of accounts

- Ensure that Polio Survivors Ireland prepares and furnishes financial accounts to the Charities Regulator
- Ensure that Polio Survivors Ireland 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

Personal Liability of Board Directors

The incorporation of a body as a limited company serves to limit the liability of the members of the company for its debts. There are certain circumstances where Directors may be held to be liable under the Companies Act such as:

- failure to keep proper books of account;
- fraudulent trading; and
- reckless trading.

Penalties can include fines, imprisonment and disqualification. Directors and Officers liability insurance is held by Polio Survivors Ireland, and this affords protection so long as good faith and due diligence is shown.

Other Duties

All Board members of Polio Survivors Ireland are expected to serve on Sub-committees of the Board and actively participate in activities and projects undertaken by the Board.

Board Members are expected to attend all Board meetings, read all relevant documentation in advance of meetings and take an active part in Board discussions. The amount of time required to prepare adequately for Board meetings should not be under-estimated.

Board members are also ambassadors for Polio Survivors Ireland and they should appropriately represent and promote the organisation.

Appendix P

Role and Responsibilities of Board Officers

Chairperson

The Chairperson of Polio Survivors Ireland is elected in accordance with Article 62 of Polio Survivors Ireland's Constitution. As set out in Article 62 no director shall be elected as Chairperson unless he/she has been a director for at least one year, although this provision does not apply to temporary chairpersons. Also, no person shall hold the position of Chairperson for more than 4 consecutive years.

In the case where the Chairperson is aware that they will be unable to attend a Board meeting he/she will appoint another director to chair the meeting in his/her absence, as set out in the Polio Survivors Ireland Constitution. In the case where the Chairperson is unable to attend and does not give advance notice of same, the Directors who are in attendance may approve one director from their number to chair the meeting.

The Chairperson chairs Board Meetings; ensures the Board fulfils their responsibilities; supports and supervises the CEO; ensures the CEO provides the Board with the information needed for the proper discharge of the Board's duties and leads the way by ensuring the setting up of mechanisms, structures and systems to ensure that governance is strong.

The Chairperson duties include:

- Leading the Board of Directors
- Promoting good governance among fellow Directors

To ensure smooth running of Board meetings the Chairperson:

- Liaises with the CEO and Company Secretary to ensure all relevant items are on the agenda.
- Ensures that all meetings are quorate.
- Consults with other Directors to ensure concerns are reflected in the agenda.
- Allows sufficient time for discussion and ensuring that meetings are kept to time (prioritising discussions when necessary).
- Ensures adequate information is available for productive discussion.
- Promotes maximum participation from all Directors.
- Ensure decisions are understood, recorded, implemented and/or followed up on.

To promote good governance the Chairperson:

- Initiates annual performance reviews/skills audits/etc of the Board
- Leads on recruitment of new Directors
- Supporting new Directors thorough induction
- To supervise and provide support to the CEO, is the Chairperson is line manager for the CEO
- To support the CEO in leading Polio Survivors Ireland at the strategic level.
- To act as a Spokesperson for the Board for Polio Survivors Ireland as required

In the case where the Chairperson is aware that they will be unable to attend a Board meeting, the remaining Directors will select another from amongst their number to chair the meeting in their absence, as set out in Article 62 of the Polio Survivors Ireland Constitution.

Deputy Chairperson

The role of the Deputy Chairperson is to shadow the Chairperson in providing leadership and responsibility for Polio Survivors Ireland and its board and to step into the Chairperson's role when needed.

Specific duties include but are not limited to:

- In the event of the Chairperson being unable to fulfil his/her duties to step into that role
- In the absence of the Chairperson, chair board meetings ensuring that they are run efficiently and effectively
- Coordinate organisation planning to ensure appropriate plans are developed, presented to and reviewed by the Board, and enacted as required
- Represent the organisation at meetings and forums as agreed with by the Chairperson
- Provide advice and support to the Chairperson as and when required
- Other duties as nominated by the Chairperson or the Board

Company Secretary

In accordance with the legal requirements of a registered company, Polio Survivors Ireland has a Company Secretary, who is appointed in accordance with Article 69 of the Polio Survivors Ireland Constitution.

The Company Secretary will be one of the Directors and is appointed by the Board. The Board also appoints a Minutes Secretary who is responsible for taking the minutes at each meeting and sending them to the Chair for issuing to the Board. However, it is the Company Secretary's responsibility to ensure that the minutes secretary undertakes their duties fully and to ensure the guidelines and requirements of the Companies Registration Office are followed.

The Board of Directors must ensure that the secretary has the requisite knowledge and experience to discharge the functions of secretary of the company and to maintain the records as required by the Act. Furthermore, the company secretary will be required to sign a declaration acknowledging receipt of a description of the secretary's duties on appointment.

The role of Company Secretary consists of:

- Making sure that the full name of the organisation is displayed outside the registered office, and that a change in the registered office is notified to the Companies Registration Office (CRO) within 14 days
- Seeing to it that the Certificate of Incorporation is displayed
- Ensuring that the company name, registered number, place of registration, registered office and Directors' names (and nationality if not Irish) appear on the organisation's letterhead
- Keeping the company's registers (that is, lists of all members and Directors) up-to-date and at the registered office
- Notifying the CRO of any change in director, company secretary or home address within 14 days
- Ensuring that all legal agreements and contracts are properly discussed, agreed by Directors and kept in a safe place
- Ensuring that the annual AGM is held within 18 months of becoming a company and at least every 15 months from then on, provided that an AGM is held in each calendar year
- Calling general meetings (AGMs and extraordinary general meetings, EGMs) at the request of the Directors and/or members, according to the rules in the Articles of Association

- Ensuring that due notice, in accordance with the Company Constitution (and, where relevant, company law requirements), for general meetings is given and that they are run according to the Articles of Association
- Ensuring an independent auditor is appointed at the AGM
- Ensuring that the accounts are properly prepared and audited (in conjunction with the Chairperson of the Finance, Audit and Risk Committee)
- Keeping the minutes book (AGM and EGM minutes and the minutes of the Board of Directors and any subcommittees); general meeting minutes should be open for inspection by members
- Sending in the Annual Return to the CRO by the relevant Annual Return date
- Notifying the CRO within 15 days of passing special resolutions (for example, changes to the Memorandum and Articles of Association or a change to the organisation's name)
- Keeping copies of all annual returns and accounts
- Complying with any other duties as imposed by the Companies Acts and the Charities Regulator

Appendix Q

Improving Quality (IQ) Workbook

Improving Quality Workbook aims to identify what evidence you have for each of the requirements, see if you need to make any improvements to meet the requirements and put those improvements in place. IQ is an evidence based process so the key is ensuring that your organisation has evidence to prove it can meet each part of the standard. It is recommended that a small group of people carry out the self-assessment, as that way you do not rely just on the view of one person and you can challenge each other. For each requirement:

- You should use the self-assessment workbook to record the evidence you have. It can be paperwork, the views of people or anything that shows that you meet the requirement.
- Evidence must be valid and current and it must be being used. It's helpful if there is a date on documents like policies.
- If you don't meet any of the requirements at present, record what action you need to take, who will take it and when. Once it's been done, the evidence can be listed in the other column.
- It is recommended that you record the location of each item of evidence in the self-assessment workbook; for example "office computer – policies folder".
- Once your self-assessment shows that you meet all of the requirements and you have identified the evidence to support this, you could share your self-assessment with funders and other interested parties who can then make their own judgement as to whether your organisation meets the Standard.

Element 1 – Accountable			
This Element describes requirements for good governance, leadership and management			
Requirement	Evidence we have – it can be paperwork, the views of people or anything that shows that you meet the Requirement	Evidence we need – it can be paperwork, the views of people or anything that shows you meet the Requirement	Possible Sources of Evidence – note that you do not <u>have</u> to provide <u>this</u> evidence, these are suggestions only
F1.1			The Board needs to be clear what its role is and what it isn't. It also needs to understand what its responsibilities are, both legal and moral Things you might use as evidence:

			<ul style="list-style-type: none"> • Role and responsibility descriptions • Induction paperwork • Interviews with Board members
F1.2			<p>An organisation needs to keep written minutes of meetings; it protects everybody involved and ensures that the organisation is seen as transparent.</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Board agendas and minutes • Meeting decisions recorded
F1.3			<p>Dealing with potential conflicts of interest is vital. Board members need to be clear that they understand what they are and how they would deal with them.</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Conflict of interest policy / procedure • Register of interests • Minutes of meetings
F1.4			<p>You should take as much care over recruiting Board members as you would for recruiting a member of staff. Are you sure people are appropriate to be a member?</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Written process for becoming a Board member • Eligibility checklists and forms • Induction process
F1.5			<p>Things you might use as evidence:</p>

			<ul style="list-style-type: none"> • The vision, mission and values
F1.6			Things you might use as evidence: <ul style="list-style-type: none"> • The objectives
F1.7			<p>It is vital for an organisation to have a document that describes what it is about and what it does.</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • The governing document • Minutes of Board meetings that show agreement by the Board
F1.8			<p>An organisation needs a range of policies and they will depend on the sort of work or service you deliver.</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • A list of the key policies • Dates when they were agreed by the Board
F1.9			<p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • The annual report and accounts for last year
F1.10			<p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Safeguarding policy • Records of DBS checks • Risk assessments
F1.11			<p>For charities and limited companies there are legal requirements to display certain information about themselves on documents</p> <p>Things you might use as evidence:</p>

			<ul style="list-style-type: none"> • letterheads • leaflets • stationery
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Element 2 – Welcoming

This Element is about people – involving service users, managing and developing staff and volunteers, equality and diversity, and working with others

Requirement	Evidence we have – it can be paperwork, the views of people or anything that shows that you meet the Requirement	Evidence we need – it can be paperwork, the views of people or anything that shows you meet the Requirement	Possible sources of Evidence – note that you do not <u>have</u> to provide <u>this</u> evidence, these are suggestions only
F2.1			<p>It is important that people get access to the training and development that allows them to perform well in their role</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Training records and evaluations • Team meeting minutes • Feedback from people
F2.2			<p>It is also important that people get supported so that they can perform well in their role</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Supervision and appraisal records
F2.3			<p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Contracts and written terms and conditions

F2.4			<p>It is important to have a fair process for the recruitment of both staff and volunteers</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Recruitment policy for staff and volunteers • Application forms • DBS checks if appropriate • Contracts, volunteer agreements
F2.5			<p>Consultation with users is key to the delivery of any service, making sure services reflect users' needs.</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Consultation documents • Minutes of community consultations • Evidence of user involvement
F2.6			<p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Complaints and suggestions policy which is available to users • Feedback from users • Records of complaints and suggestions
F2.7			<p>You need to make sure people know about your organisation and its activities.</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Copies of flyers and posters • Leaflets • Website • List of places where information is displayed

F2.8			<p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Checks on accessibility • Actions taken to remove barriers to access
F2.9			<p>You need to make sure people know about your organisation and its activities.</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Copies of flyers and posters • Leaflets • List of places where information is displayed
F2.10			<p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Equality and Diversity Policy • Feedback from staff and users that they feel treated fairly
F2.11			<p>Organisations need to work together either formally or informally. It is important to identify other organisations to work with, and makes sure that relationships with them are effective.</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Memorandum of understanding • Joint working agreements • Formal partnership agreements

Element 3 – Effective

This Element refers to the services that the organisation provides and the planning, delivery, monitoring, and evaluation that the organisation carries out			
Requirement	Evidence we have – it can be paperwork, the views of people or anything that shows that you meet the Requirement	Evidence we need – it can be paperwork, the views of people or anything that shows you meet the Requirement	Possible sources of Evidence – note that you do not <u>have</u> to provide <u>this</u> evidence, these are suggestions only
F3.1			<p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Governing document • Records of client groups
F3.2			<p>Knowing who will use your service and what their needs are is important to make your organisation successful</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Consultation documents • Feedback forms
F3.3			<p>Having an Annual Plan is important to make sure that you know what you are trying to achieve and also that you can monitor if you have achieved it</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Annual Plan that is up to date and based on users' needs • Meeting minutes showing how it was developed
F3.4			<p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Monitoring data • Reports to the Board
F3.5			<p>Things you might use as evidence:</p>

			<ul style="list-style-type: none"> • Monitoring reports and minutes of meetings • Evaluation of data that shows that needs are being met
F3.6			<p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Minutes and reports • Improvement actions
F3.7			<p>You need to ensure that you know who uses your services and that any records kept comply with data protection requirements</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Membership database • Lists of users • Data protection policy • Understanding by staff and volunteers of data protection requirements and the policy

Element 4 – Sustainable			
This Element covers how the organisation manages risk, money and the resources used to make service delivery happen.			
Requirement	Evidence we have – it can be paperwork, the views of people or anything that shows that you meet the Requirement	Evidence we need – it can be paperwork, the views of people or anything that shows you meet the Requirement	Possible sources of Evidence – note that you do not <u>have</u> to provide <u>this</u> evidence, these are suggestions only
F4.1			<p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • An up to date annual budget • Minutes from Board meetings • Reports to Board meetings
F4.2			<p>It's important to have a plan about how money will be raised and from what sources.</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Funding action plan • Income predictions
F4.3			<p>Financial rules or procedures are a fundamental foundation for a well-run organisation, they will cover such things as how the bank account is operated and how many people need to sign cheques or authorise payments as well as how cash is dealt with.</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Finance policies and procedures
F4.4			<p>Things you might use as evidence:</p>

			<ul style="list-style-type: none"> • Reports on expenditure
F4.5			<p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Financial reports showing income and expenditure • Board minutes
F4.6			<p>‘Resources’ in this context the equipment and materials needed to deliver services – not the money.</p> <p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Feedback from staff and volunteers that resources are sufficient
F4.7			<p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Risk management policy • Risk assessments carried out • Evidence of how risks are mitigated and managed
F4.8			<p>Things you might use as evidence:</p> <ul style="list-style-type: none"> • Up to date public Liability insurance • Employers liability insurance • Indemnity insurance
F4.9			<p>Depending on the size of your organisation it’s a legal requirement to have either a health and safety statement or a policy</p>

			Things you might use as evidence: <ul style="list-style-type: none"> • Health and safety statement / policy • Somebody with H & S training • H& S poster or information made available to all staff and volunteers • Evidence of H and s checks and actions taken
F4.10			Things you might use as evidence: <ul style="list-style-type: none"> • Data storage policies and/or procedures • Confidentiality policy • Back-up policy

Appendix R

Annual Board Review Questionnaire

The purpose of this process is to enable Board Directors to reflect on the performance of the Board as a whole over the year and for Board Directors to consider their own performance as a Board member.

[Ranking: 1 = poor; 2 = improvement required; 3 = acceptable; 4= good; 5 = excellent]

Section A (The Board's collective performance)

Ranking

Board Meetings

- | | | | | | |
|----------------------------------------------------------------------------------------------|---|---|---|---|---|
| 1. Well attended with nearly full turnout | 1 | 2 | 3 | 4 | 5 |
| 2. Board members receive agendas and supporting material in time for adequate advance review | 1 | 2 | 3 | 4 | 5 |
| 3. The Board actively engages in discussion on significant issues | 1 | 2 | 3 | 4 | 5 |
| 4. The chair effectively and appropriately leads and facilitates Board meetings | 1 | 2 | 3 | 4 | 5 |
| 5. Board meetings afford adequate time for a full discussion of issues | 1 | 2 | 3 | 4 | 5 |
| 6. Board meetings are generally efficient and don't over run | 1 | 2 | 3 | 4 | 5 |

Board Membership

- | | | | | | |
|--------------------------------------------------------------------------|---|---|---|---|---|
| 1. The Board uses its members' talents and skills effectively | 1 | 2 | 3 | 4 | 5 |
| 2. Board members positively participate in discussions | 1 | 2 | 3 | 4 | 5 |
| 3. The Board holds itself accountable to the members for its performance | 1 | 2 | 3 | 4 | 5 |
| 4. The Board communicates with the members in a transparent manner | 1 | 2 | 3 | 4 | 5 |
| 5. The Board adequately represents the membership of the Organisation | 1 | 2 | 3 | 4 | 5 |

Board Relations with CEO

- | | | | | | |
|----------------------------------------------------------------------------------|---|---|---|---|---|
| 1. The Board acts as policy makers and not as operation implementers | 1 | 2 | 3 | 4 | 5 |
| 2. The Board holds the CEO accountable for achieving their objectives | 1 | 2 | 3 | 4 | 5 |
| 3. All Board members understand the process for evaluating the CEO's performance | 1 | 2 | 3 | 4 | 5 |
| 4. All Board members have opportunity to input their views on CEO's goals | 1 | 2 | 3 | 4 | 5 |
| 5. The Board's current process for evaluating the CEO's performance is fair | 1 | 2 | 3 | 4 | 5 |

Board Structure and Processes

- | | | | | | |
|-----------------------------------------------------------------------------------------------------------------------|---|---|---|---|---|
| 1. The Board thinks and acts strategically | 1 | 2 | 3 | 4 | 5 |
| 2. New Board members are adequately briefed to contribute | 1 | 2 | 3 | 4 | 5 |
| 3. Committees are appropriately sized, have clear terms of reference, responsibilities, and include the right members | 1 | 2 | 3 | 4 | 5 |

- | | | | | | |
|------------------------------------------------------------------------------------------------------------------------|---|---|---|---|---|
| 4. Committee reports are timely, comprehensive, valuable | 1 | 2 | 3 | 4 | 5 |
| 5. Board members support board decisions even when they disagree with them | 1 | 2 | 3 | 4 | 5 |
| 6. The Board receives regular financial updates and takes steps to ensure the operations of the Organisation are sound | 1 | 2 | 3 | 4 | 5 |
| 7. The Board receives timely information to allow it to monitor operational performance | 1 | 2 | 3 | 4 | 5 |

Section B (Board Member's personal performance)

As a Board member I:

- | | | | | | |
|-----------------------------------------------------------------------------------------------------------|---|---|---|---|---|
| 1. Act at all times in the best interests of the organisation as a whole | 1 | 2 | 3 | 4 | 5 |
| 2. Read the Board papers circulated to them in advance | 1 | 2 | 3 | 4 | 5 |
| 3. Endeavour to get a wider perspective on the organisation beyond my own area of interest | 1 | 2 | 3 | 4 | 5 |
| 4. Keep the information I receive & discussions confidential | 1 | 2 | 3 | 4 | 5 |
| 5. Note in advance of a meeting the issues/questions I will raise | 1 | 2 | 3 | 4 | 5 |
| 6. Advise the Chair or Secretary of anything not on the agenda
I wish to raise at a meeting in advance | 1 | 2 | 3 | 4 | 5 |
| 7. Stick to the point at meetings | 1 | 2 | 3 | 4 | 5 |

Would you like to add any comments on the functioning of the Board or your role as a Director?

Appendix S

Complaints Policy

Polio Survivors Ireland is a member organisation with polio survivors at the heart of its work. The organisation provides information and support to people affected by Polio and the Late Effects of Polio, otherwise known as Post Polio Syndrome (PPS), nationwide. Our goal is to ensure that the services we provide are of the best possible quality. Polio Survivors Ireland welcomes feedback from members, carers, families of members and health and social care professionals about the services we provide.

Whilst sensitivity, empathy and understanding are central to communication with polio survivors and a guiding principle for the organisation, it is recognised that a polio survivor or their advocate may wish to express dissatisfaction or complain about the service being provided to him/her by the organisation.

The attached Policy outlines how Polio Survivors Ireland acts upon feedback received from members and their families/carers about the service we provide to polio survivors. It explains how complaints can be made and advises complainants on their rights. All complaints will be investigated by Polio Survivors Ireland in accordance with natural justice. This Complaints Policy is available on the Polio Survivors Ireland website at www.polio.ie.

1. Definition of a Complaint

Definition of a complaint (as per the Health Act 2004, part 9) “complaint” means a complaint made under this Part of the Health Act about any action of the service provider that-

- (a) it is claimed, does not accord with fair or sound administrative practice
- (b) adversely affects the person by whom or on whose behalf the complaint is made

As defined in the Health Act 2004, an action does not accord with fair and sound administrative practice if it is:

- taken without proper authority,
- taken on irrelevant grounds,
- the result of negligence or carelessness,
- based on erroneous or incomplete information,
- improperly discriminatory,
- based on undesirable administrative practice, or
- in any other respect contrary to fair or sound administration.

2. Purpose

The purpose of this complaints policy is to enable polio survivors, members and their families/carers to express concerns or issues they may have with any aspect of the supports delivered to polio survivors by Polio Survivors Ireland staff. The procedure enables any issues raised to be dealt with fairly, without delay and in a confidential manner. Polio Survivors Ireland welcomes all feedback from polio survivors, members and their families/carers and will use the information to develop and improve the supports provided.

3. Who Can Make A Complaint?

Any person who is being, or was, provided with support by Polio Survivors Ireland staff or who is seeking or has sought provision of such support may complain, in accordance with the procedures established under the Act, about any action of Polio Survivors Ireland staff that-

- (a) it is claimed does not accord with fair and sound administrative practice
- (b) adversely affects or affected that person

4. How Complaints Can Be Made

The organisation's complaints officer is the chairperson of the service quality & safety committee. The Chair of this Committee is appointed by the Board after each year's AGM. The name of the current Chairperson of the Service Quality & Safety Committee can be found on the Group's website at www.polio.ie or by calling the office on 01 889 8920.

Complaints can be submitted verbally, in writing, by fax, or email to the complaints officer as follows:

By Post To: The Complaints Officer,
Polio Survivors Ireland, Unit 319,
Capel Building, Mary's Abbey,
Dublin 7

Tel: 01 889 8920

Fax: 01 889 8924

Email: ceo@Ppsg.ie

Complaints that are submitted anonymously will be disregarded

5. What To Include In a Complaint

A complaint should include the following details:

- who was involved?
- what happened and when?
- what are you concerned about?
- what have you done to resolve this matter?
- what do you want to happen now?

It will also assist the Complaints Officer if any extra information and/or copies of other relevant documents are attached in the case of a written complaint.

6. Acknowledgements of Complaints

The Complaints Officer within 5 working days will formally acknowledge in writing any complaint so received. The acknowledgement will detail the process proposed in investigating the complaint and the time limits for completion of the investigation.

7. Advocacy

All complainants have the right to appoint an advocate. Citizens Information (Comhairle 2005) defines advocacy as a means of empowering people by supporting them to assert their views and claim their entitlements and where necessary, representing and negotiating on their behalf. You can contact advocacy services through the Irish Advocacy Network or the Citizen's Information Board (formerly Comhairle). A fellow member of Polio Survivors Ireland or a person trusted by the complainant may also act as advocates for people wishing to make a complaint. Anyone who is an advocate must, however, uphold the principles of advocacy listed below:

- empowerment of the person where possible
- respect for the person and their wishes
- act in the person's best interest
- act independently
- maintain confidentiality
- act with diligence and competence

8. Actions Taken After A Complaint Is Received

Polio Survivors Ireland will take every complaint seriously. The process for managing complaints is as follows:

Stage 1 – Informal resolution of verbal complaints at point of contact

Stage 2 - Local investigation of written and serious complaints (Formal)

Stage 3 - Internal Review (Polio Survivors Ireland)

Stage 4 - Independent Review (Ombudsman)

Stage 1 - Informal Resolution of Verbal Complaints

If an issue arises Polio Survivors Ireland staff should attempt to resolve the issue informally with the complainant. If the complainant is satisfied that the Staff member has resolved the issue no further action is required.

Stage 2 - Local Investigation of Written & Serious Complaints

If the informal (Stage 1) approach is unsuccessful or inappropriate the Complainant should send their complaint in writing to the Polio Survivors Ireland Complaints Officer (see clauses 4 & 5 on page 4).

Stage 2a Informal Resolution of the Complaint: The Polio Survivors Ireland Complaints Officer will consider whether an informal resolution of the complaint is possible having regard to the nature and circumstance of the complaint. The complainant and the person to whom the complaint relates to must also consent to an informal resolution. The Complaints Officer may propose mediation to resolve the complaint if both parties agree.

Stage 2b Formal Investigation of a Written Complaint: The Complaints Officer is responsible for carrying out the formal investigation of the complaint at Stage 2 but may draw on appropriate expertise, skills etc. As required. Staff have an obligation to participate and support the investigation of any complaint where requested. The Complaints Officer will deal with the matter immediately and fairly and will uphold confidentiality at all times in the process. At the end of the investigation, the Complaints Officer must write a report of their investigation and give a copy of the report to the complainant, to the CEO of the Polio Survivors Ireland and the staff member that was the subject of the complaint. Comments will be requested from all parties.

The final report will include any recommendations needed to resolve the matter. The Complaints Officer will advise the complainant of their right to a review of the recommendations made by the Complaints Officer.

The complainant should be advised that they must request a review of the complaint within 30 days of the investigation report being sent to them by the Complaints Officer.

Stage 3 – Internal Review

If a complainant is not satisfied with recommendations made by the Complaints Officer, the complainant may apply in writing for an internal review to the Company Secretary of the Polio Survivors Ireland who is also the Chairperson of the Governance & Compliance Committee. This Committee will review the process undertaken by the Complaints Officer and determine the appropriateness of the Complaints Officer's finding and/or recommendation. The Committee may uphold or change the Complaints Officer's findings or may require a new investigation of the Complaint by a person appointed by the Committee.

Stage 4 – Independent Review – Ombudsman

If a complainant is not happy with the outcome of the Internal Review, they have a right to request an independent review of the complaint by the Ombudsman or the Ombudsman for Children. The Ombudsman is responsible for ensuring that the public receive good customer care and fair treatment from the Government and public bodies. If a complainant has gone through all the stages outlined above, they may submit their complaint directly to the Ombudsman. The complainant must be informed of their right to seek an independent review from the Ombudsman/Ombudsman for Children at any stage of the complaints management process. Nothing in this Part prohibits or prevents any person who is dissatisfied with a recommendation made or step taken in response to a complaint under this Part or with a

review under this Part from referring the complaint to the Ombudsman or Ombudsman for Children. Contact details are:

Office of the Ombudsman,
18 Lower Leeson Street,
Dublin 2.

Phone: 01 639 5600, Lo-call 1890 223030

Email: ombudsman@ombudsman.irlgov.ie Website: www.ombudsman.gov.ie

Ombudsman for Children's Office,

Millennium House

52-56 Great Strand Street, Dublin 1.

Free-phone: 1800 20 20 40 Phone: 01 865 6800

Email: oco@oco.ie Website: www.oco.ie

9. Timeframes Involved Once a Complaint Is Received

The complaints officer will inform the complainant in writing, within 5 working days of making the decision/determination, that the complaint will not be investigated and the reasons for it. Where the complaint will be investigated, the complaints officer must endeavour to investigate and conclude the investigation of a complaint within 30 working days of it being acknowledged.

The complaints officer must endeavour to investigate complaints within 30 working days. However, where the 30 working days time frame cannot be met despite every best effort, the complaints officer must endeavour to conclude the investigation of the complaint within 6 months of the receipt of the complaint. The complaints officer must communicate any such delay to the complainant and the relevant service/staff member within 30 working days of acknowledging the complaint and give an indication of the time it will take to complete the investigation. The complaints officer must update the complainant and the relevant staff member every 20 working days.

If this timeframe cannot be met, the complaints officer must inform the complainant that the investigation is taking longer than 6 months, give an explanation why and outline the options open to the complainant. He/she should encourage the complainant to stay with the local complaints management process while informing them that they may seek a review of their complaint by ombudsman/ ombudsman for children.

10. Time Limits for Making a Complaint

The Complaints Officer must determine if the complaint meets the time frames as set out in Section 47, Part 9 of the Health Act 2004 which requires that:

A complaint must be made within 12 months of the date of the action giving rise to the Complaint or within 12 months of the complainant becoming aware of the action giving Rise to the complaint. The Complaints Officer may extend the time limit for making a complaint if, in the opinion of the Complaints Officer, special circumstances make it appropriate to do so. These special circumstances include but are not exclusive to the following:

- If the complainant is ill or bereaved
- If new relevant, significant and verifiable information relating to the action becomes available to the complainant
- If it is considered in the public interest to investigate the complaint
- If the complaint concerns an issue of such seriousness that it cannot ignored
- If the complainant suffers from diminished capacity at the time of the experience e.g. mental health, critical/ long-term illness

- If extensive support was required to make the complaint and this took longer than 12 months

The Complaints Officer must notify the complainant of decision to extend/not extend time limits within 5 working days.

11. Matters excluded (as per part 9, s.48 of the health act 2004)

A person is not entitled to make a complaint about any of the following matters:

- A. A matter that is or has been the subject of legal proceedings before a court or tribunal;
- B. A matter relating solely to the exercise of clinical judgement by a person acting on behalf of either the HSE or a service provider
- C. An action taken by the HSE or a service provider solely on the advice of a person exercising clinical judgment in the circumstances described in paragraph (b);
- D. A matter relating to the recruitment or appointment of an employee by the HSE or a service provider
- E. A matter relating to or affecting the terms or conditions of a contract of employment that HSE or a service provider proposes to enter into or of a contract with an adviser that the Executive proposes to enter into under section 24;
- F. A matter relating to the Social Welfare Acts
- G. A matter that could be the subject of an appeal under section 60 of the Civil Registration Act 2004
- H. A matter that could prejudice an investigation undertaken by the Gardaí
- I. A matter that has been brought before any other complaints procedure established under an enactment.

48-(2) Subsection (1) (i) does not prevent a Complaints Officer from dealing with a complaint that was made to the Ombudsman or the time limit for making complaints.

12. Refusal to Investigate or Further Investigate a Complaint under the Health Act Part 9

- 1) Polio Survivors Ireland's complaints officer will not investigate a complaint if:
 - (a) the person who made the complaint is not entitled under s.46 to do so either on the person's own behalf or on behalf of another,
 - (b) the complaint is made after the expiry of the period specified in s.47(2) or any extension of that period allowed under s.47(3).
- 2) the complaints officer may decide not to investigate or further investigate an action to which a complaint relates if, after carrying out a preliminary investigation into the action or after proceeding to investigate such action, that officer—
 - (a) is of the opinion that—
 - (i) the complaint does not disclose a ground of complaint provided for in s.46,
 - (ii) the subject-matter of the complaint is excluded by s.48,
 - (iii) the subject-matter of the complaint is trivial, or
 - (iv) the complaint is vexatious or not made in good faith,

Or

 - (b) is satisfied that the complaint has been resolved.
- 3) the complaints officer shall, as soon as practicable after determining that he or she is prohibited by s.50 (1) from investigating a complaint or after deciding under s.50 (2) not to

investigate or further investigate a complaint, inform the complainant in writing of the determination or decision and the reasons for it.

13. Unreasonable Complainant Behaviour

If a complaint is found to be frivolous or vexatious, a complaint will not be pursued any further. However, this does not remove the complainant's right to submit their complaint to independent agencies such as the ombudsman. If a complaint is found to be vexatious or malicious, there will be no record of the complaint in the file of the staff member about whom the complaint was made. Before the complaint is deemed vexatious the complaints officer must bring it to the attention of the chairperson of the polio survivors ireland.

14. Redress

An effective complaints system which offers a range of timely and appropriate remedies will enhance the quality of the service provided by the polio survivors ireland. It will also provide useful feedback and enable the organisation to review current procedures and systems which may be giving rise to complaints. Redress should be consistent and fair for both the complainant and the service against which the complaint was made. Polio survivors ireland offers forms of redress or responses that are appropriate and reasonable where it has been established that a measurable loss, detriment or disadvantage was suffered or sustained by the claimant personally. This redress could include:

- an apology
- an explanation
- admission of fault
- change of decision
- replacement
- repair /rework
- correction of misleading or incorrect records
- technical or financial assistance
- recommendation to make a change to a relevant policy

The complaints officer may not, following the investigation of a complaint, make a Recommendation the implementation of which would require or cause -

The polio survivors ireland and the hse to make a material amendment to an arrangement Under section 39. If, in the opinion of the relevant person, such a recommendation is made, that person shall either -

- amend the recommendation in such manner as makes the amendment to the service arrangement unnecessary
- Or
- reject the recommendation and take such other measures to remedy, mitigate or alter the adverse effect of the matter to which the complaint relates as the relevant person considers appropriate.

15. Annual report to the HSE

As polio survivors ireland's complaints procedure has been established by agreement with the hse, the organisation will provide the hse with a general report on the complaints received during the previous year indicating:

- the total number of complaints received.
- the nature of the complaints.
- the number of complaints resolved by informal means.
- the outcome of any investigations into the complaints.

CONTACT DETAILS

Complaints Officer, Polio Survivors Ireland, Unit 319, Capel Building, Mary's Abbey, Dublin 7. Tel: (01) 889 8920, Fax: (01) 889 8924, Email: ceo@ppsg.ie

Company Secretary, Polio Survivors Ireland, Unit 319, Capel Building, Mary's Abbey, Dublin 7. Tel: (01) 889 8920, Fax: (01) 889 8924, Email: ceo@ppsg.ie

Chairperson, Polio Survivors Ireland, Unit 319, Capel Building, Mary's Abbey, Dublin 7 Tel: (01) 889 8920, Fax: (01) 889 8924, Email: ceo@ppsg.ie

SIGNED: _____ DATE: _____

Polio Survivors Ireland Complaints Form

Email to: ceo@ppsg.ie

Post to: Complaints Officer, Polio Survivors Ireland, Unit 319, Capel Building, Mary's Abbey, Dublin 7.

Please include where possible the following:

- who was involved?
- what happened and when?
- what are you concerned about?
- have you done anything else to resolve this matter?
- what do you want to happen now?

It will also assist the Complaints Officer if any extra information and/or copies of other relevant documents are attached in the case of a written complaint.

PLEASE ENTER YOUR COMPLAINT DETAILS BELOW OR ATTACH EXTRA PAGES IF NECESSARY

Please enter your contact details as follows:

Name: _____

Address: _____

Telephone number/s: _____

Email: _____

For the purposes of investigation of my complaint, I grant permission to Polio Survivors Ireland to access my personal confidential information. This may be necessary in some cases to fully investigate your complaint.

Signed _____

Date: _____

Appendix T

Child Safeguarding Policy

INTRODUCTION

This document draws on “*Children First – National Guidelines for the Protection and Welfare of Children*” and “*Our Duty to Care – The Principles of Good Practice for the Protection of Children and Young People*” and “HSE Child Protection and Welfare Policy”.

In accordance with these documents, it is good practice for all organisations that have contact with children, young people and vulnerable adults to introduce a protection policy for these three categories of person.

It is important to note that Polio Survivors Ireland does not directly work with, or employ, any person under the age of 18 but that in the course of our work with families who are affected by Polio and Post Polio Syndrome, information relating to their children can come to our attention. It is also important to note that disclosures by adults of abuse which took place during their childhood may come to light, for example, in the context of a Polio Survivors Ireland member engaging in a needs assessment.

Polio Survivors Ireland declares that it has a No Tolerance approach to any form of abuse or harm to a child or young person.

POLICY

This policy will be used for the following:

- To provide Polio Survivors Ireland with national standards in respect of work we may undertake with children and young people
- To ensure good and accountable professional practice and procedures for managing and reporting current allegations of child abuse
- To provide the organisation with procedures for dealing with retrospective disclosure of child abuse
- To provide safeguards and support for staff, volunteers and members

Guidelines

Appendix 2: offers a full description & definition of the term ‘child abuse’. In this section you will also find signs to look out for if there is a suspicion of child abuse.

Appendix 3: provides guidelines for staff on how to handle a disclosure of Child Abuse.

Definitions

Child / Young Person

A child / young person is any person under the age of 18 years unless they are, or have been, married.

Vulnerable Adult

A vulnerable adult is a person aged 18 years or over who may require assistance to care for themselves, or protect themselves from harm or from being exploited. This may be because they have a disability (either mental health, intellectual or physical), a sensory impairment, are old and frail, or have some other form of illness.

PROCEDURES

Procedure 1: Responding to a concern, suspicion or allegation of current abuse reported by a child or adult:

Listen: Follow the advice notes in the following procedure. It is often difficult for people, especially children, to talk about abuse. For this reason make sure you are actively and sensitively listening and that you create an environment conducive to disclosure whether it is being made by a child or an adult.

Initial Contact Procedure: Do not investigate but do take notes of the discussion/meeting (ask permission to do so from person reporting and from the child also, if appropriate). If this is not possible make a written record immediately afterwards. You will need to remind the person of Polio Survivors Ireland's confidentiality policy & advise the person making the allegations that the organisation has a duty to report such allegations to the organisation's Designated Liaison Person and to TUSLA, the Child & Family Agency. If a complainant informs you that they have already reported the matter to the Gardaí and/or Child Protection Services you are still required to follow the procedures set out below.

Record: Ensure the TUSLA, Child & Family Agency 'Standard Report Form' is completed, reference

Appendix 1. This form is also available to download from <http://www.tusla.ie/services/child-protection-welfare/child-protection-and-welfare-practice-handbook>. You will need to record the following pieces of information which are set out in the form:

1. Each entry should be contemporaneous, factual, accurate and legible
2. Each entry should be signed, timed and dated
3. The time, date of disclosure, the location and persons present
4. Details of the Child or Vulnerable Adult
5. Name and address of the person who has raised the concern - if the concern is raised by a child include child's date of birth, and name and address of parents/guardians
6. If the person reporting the concern can identify the alleged abuser, record the name and any other identifying information of the individual against whom the allegation is being made
7. If the person reporting the abuse is a child are parents/ guardians aware of report? Include their views on the matter if applicable
8. Details of the report (allegations, dates, times, who was present) and any relevant information about the circumstances that led to the allegation and its relevance to the welfare and safety of the Child/Vulnerable Adult
9. A verbatim record of the person or child's own statement in so far as this is possible using the TUSLA Standard Report Form to record details.
10. Details of any action already taken about the incident/concern /allegation
11. What information was shared with the Child and Family Agency Duty Social Worker and what decisions were made
12. The person disclosing the allegation should be informed that you are first required to run the details of the allegations by Polio Survivors Ireland's Designated Liaison Person
13. Do not be selective and always include detail which to you may seem irrelevant

14. All notes/documentation must be treated as highly confidential and subject to Data Protection legislation and Polio Survivors Ireland's Confidentiality Policy

15. Records must be kept in a safe and confidential manner and stored securely with access restricted to relevant staff only

Refer: Pass all records, including rough notes to Polio Survivors Ireland Designated Liaison Person immediately who may then take the matter further. The initial recording will form the first entry in a file of information about the case which will be retained by the Designated Liaison Person in a safe and confidential manner in accordance with Polio Survivors Ireland's Data Protection Policy.

Report: Once it is agreed with Polio Survivors Ireland Designated Liaison Person that a formal report to TUSLA is appropriate, the TUSLA Standard Report Form should be furnished to TUSLA, reference

Appendix 4 for contact details. The Designated Liaison Person is under a statutory obligation to report under the Children First Act 2015.

Consent: Not all persons disclosing a current concern or allegation will wish for the matter to be reported to statutory authorities, however, Polio Survivors Ireland Confidentiality Policy states that this information cannot be kept confidential and the organisation is obliged under national guidelines to report the concern/allegation to TUSLA, The Child & Family Agency.

If the abuse is being disclosed by a child:

- Follow the standard procedures for managing an allegation(as above)
- Under no circumstance should a child be left in a dangerous situation. In cases of emergency where there appears to be an immediate and serious risk to the child in question, contact Polio Survivors Ireland's Designated Liaison Person who will report to TUSLA's 'On-Call Duty Social Worker (contact details in **appendix 4**). If social work services are uncontactable, contact should be made with your local Garda Station
- Explain to the child raising the concern that you are taking their disclosure seriously. A next of kin/parent/guardian will need to be informed of the disclosure, however this should not be done if it places the child at further risk. Where the next of kin, guardian or parent is the accused, contact should be made, if possible, with an alternative adult who is involved in the child's welfare. Explain to the child raising the concern what will happen next. Indicate who will be made aware of the information given by them. Leave contact details of the Designated Liaison Person with them

Procedure 2: Responding to a disclosure of historic/retrospective abuse by a child or adult

With specific reference to members of Polio Survivors Ireland, it is more likely that the disclosure will be of an event that happened many years ago, and that it emerges in the process of our work with a member. These disclosures should in the first instance be discussed with Polio Survivors Ireland's Designated Liaison Person.

It is essential that consideration is given to the current risk to any child or vulnerable adult who may be in contact with the alleged abuser. If any risk is deemed to exist, the allegations should be reported without delay. A Polio Survivor Ireland staff member however, is not required to make a report of an adult's retrospective disclosure of childhood abuse, unless, they have reason to believe, or reasonable grounds to suspect, a child is being harmed, or the adult making the disclosure requests that they do so.

Polio Survivors Ireland has a duty of care towards an adult who discloses childhood abuse to an employee, active member or volunteer. Support should be offered to the adult to help him/her to deal with the disclosure and the consequences of the abuse. Information should be obtained from HSE for counselling that is available in the community. This needs to be handled with the utmost confidentiality. This information should only be shared with employees who need to know.

Procedure to be followed if a child is deemed to be at risk.

Polio Survivors Ireland should not attempt to engage in counselling any adult who discloses childhood abuse. It is the duty of the organisation to support adults to access this support if they want it from professional counselling services. The HSE National Counselling Service is in place to listen to, value and understand those who have been abused in childhood. The service is a professional, confidential counselling and psychotherapy service and is available free of charge in all regions of the country (see www.hse-ncs.ie/en). The service can be accessed either through healthcare professionals or by way of self-referral.

Listen: Follow the advice notes in the following procedure. It is often difficult for people, especially children, to talk about abuse. For this reason, make sure you are actively and sensitively listening and that you create an environment conducive to disclosure whether it is being made by a child or an adult.

Initial Contact Procedure: Do not investigate but do take notes of the discussion or meeting (ask permission to do so from person reporting and from the child also, if appropriate). If this is not possible, make a written record immediately afterwards. You will need to remind the person disclosing this information of Polio Survivors Ireland's policy, i.e. if we are made aware of an allegation of historical abuse, where there is a possible risk to a child, we are obliged to report such allegations to TUSLA, the Child & Family Agency. If a complainant informs you that they have already reported the matter to the Gardaí and/or Child Protection services, you are still required to follow the procedures set out below.

Record: Ensure the TUSLA Child & Family Agency 'Standard Report Form' is completed, reference **Appendix 1**. This form is also available to download from <http://www.tusla.ie/services/child-protection-welfare/child-protection-and-welfare-practice-handbook>. You will need to record the following pieces of information which are set out in the form:

1. Each entry should be contemporaneous, factual, accurate and legible
2. Each entry should be signed, timed and dated
3. The time, date of disclosure, the location and persons present
4. Details of the Child
5. Name and address of the person who has raised the concern - if the concern is raised by a child include child's date of birth, and name and address of parents/guardians
6. If the person reporting the concern can identify the alleged abuser, record the name and any other identifying information of the individual against whom the allegation is being made
7. If the person reporting the abuse is a child are parents/ guardians aware of report? Include their views on the matter if applicable

8. Details of the report (allegations, dates, times, who was present) and any relevant information about the circumstances that led to the allegation and its relevance to the welfare and safety of the Child
9. A verbatim record of the person or child's own statement in so far as this is possible using the TUSLA Standard Report Form to record details.
10. Details of any action already taken about the incident/concern /allegation
11. What information was shared with the Child and Family Agency Duty Social Worker and what decisions were made
12. The person disclosing the allegation should be informed that you are first required to run the details of the allegations by Polio Survivors Ireland's Designated Liaison Person
13. Do not be selective and always include detail which to you may seem irrelevant
14. All notes/documentation must be treated as highly confidential and subject to Data Protection legislation and the organisation's Confidentiality Policy
15. Records must be kept in a safe and confidential manner and stored securely with access restricted to relevant staff only

Refer: Pass all records, including rough notes to Polio Survivors Ireland Designated Liaison Person (currently the CEO) immediately, who may then take the matter further. The initial recording will form the first entry in a file of information about the case which will be retained by the Designated Liaison Person in a safe and confidential manner in accordance with the organisation's Data Protection Policy. This could be helped by following the guidelines in **Appendix 2 & 3**.

Report: Once it is agreed with Polio Survivors Ireland Designated Liaison Person that a formal report to TUSLA is appropriate, the TUSLA Standard Report Form should be furnished to TUSLA – reference **Appendix 4** for contact details.

Consent: Not all persons disclosing a current concern or allegation will wish for the matter to be reported to statutory authorities, however, if there deemed to be an on-going risk to a child, then this information cannot be kept confidential and Polio Survivors Ireland is obliged under national guidelines to report the concern/allegation to TUSLA, The Child & Family Agency.

In a situation where the alleged abuser is believed to be dead the information regarding the alleged abuse should be reported to TUSLA and in this situation TUSLA will check with Gardaí to confirm if the alleged abuser is deceased.

In the event where the alleged abuser is deceased or incapacitated (not capable of abuse) and unidentified, the following steps should be taken:

In some circumstances the person reporting abuse is unable or unwilling to identify the alleged abuser of the historical abuse. In this instance the staff member has no identifiable information to report to child protection services. The person disclosing the allegation will be informed of the following:

- Polio Survivors Ireland's confidentiality agreement
- That without sufficient identifiable information a report cannot be investigated by TUSLA

- That the staff member, active member or volunteer is obliged to discuss the allegation with the organisation Designated Liaison Person in accordance with the organisation's Safeguarding Policy and that due diligence must be paid to any current or on-going risk to other children
- If at any point the person reporting abuse discloses information which identifies the alleged abuser, the standard procedure for reporting (as above) should be followed.

In the event that a child is making this allegation:

- Follow the standard procedures for managing an allegation (as above)
- Under no circumstance should a child be left in a dangerous situation. In cases of emergency where there appears to be an immediate and serious risk to the child in question, contact the organisation's Designated Liaison Person who will report to TUSLA's 'On-Call Duty Social Worker (contact details in **appendix 4**). If social work services are uncontactable, contact should be made with your local Garda Station
- Explain to the child raising the concern what you are taking their disclosure seriously. A next of kin/parent/guardian will need to be informed of the disclosure, however this should not be done if it places the child at further risk. Where the next of kin, guardian or parent is the accused, contact should be made, if possible, with an alternative adult who is involved in the child's welfare. Explain to the child raising the concern what will happen next. Indicate who will be made aware of the information given by them. Leave contact details of the Designated Liaison Person with them

Procedure 3: Responding to allegations of abuse by a child or adult against a Polio Survivors Ireland, active member or volunteer

Listen: Follow the advice notes in the following procedure. It is often difficult for people, especially children, to talk about abuse. For this reason make sure you are actively and sensitively listening and that you create an environment conducive to disclosure whether it is being made by a child or an adult.

Initial Contact Procedure: Do not investigate but do take notes of the discussion/meeting (ask permission to do so from person reporting and from the child also, if appropriate). If this is not possible make a written record immediately afterwards. However you will need to remind the person of the organisation's confidentiality policy & advise the person making the allegations that Polio Survivors Ireland has a duty to report such allegations to the organisation's Designated Liaison Person and to TUSLA, the Child & Family Agency. If a complainant informs you that they have already reported the matter to the Gardaí and/or Child Protection Services you are still required to follow the procedures set out below.

Record: You will need to record the following pieces of information which are set out in the TUSLA Child & Family Agency 'Standard Report Form'. This form will need to be completed see Appendix 1.

1. Each entry should be contemporaneous, factual, accurate and legible
2. Each entry should be signed, timed and dated
3. The time, date of disclosure, the location and persons present
4. Details of the Child or Vulnerable Adult

5. Name and address of the person who has raised the concern - if the concern is raised by a child include child's date of birth, and name and address of parents/guardians
6. If the person reporting the concern can identify the alleged abuser, record the name and any other identifying information of the individual against whom the allegation is being made
7. If the person reporting the abuse is a child are parents/ guardians aware of report? Include their views on the matter if applicable
8. Details of the report (allegations, dates, times, who was present) and any relevant information about the circumstances that led to the allegation and its relevance to the welfare and safety of the Child/Vulnerable Adult
9. A verbatim record of the person or child's own statement in so far as this is possible using the TUSLA Standard Report Form to record details.
10. Details of any action already taken about the incident/concern /allegation
11. What information was shared with the Child and Family Agency Duty Social Worker and what decisions were made
12. The person disclosing the allegation should be informed that you are first required to run the details of the allegations by the organisation's Designated Liaison Person
13. Do not be selective and always include detail which to you may seem irrelevant
14. All notes/documentation must be treated as highly confidential and subject to Data Protection legislation and Polio Survivors Ireland's Confidentiality Policy
15. Records must be kept in a safe and confidential manner and stored securely with access restricted to relevant staff only

Refer: Pass all records, including rough notes immediately to Polio Survivors Ireland Designated Liaison Person (currently the CEO) and/or the CEO if they are not the designated person. The CEO will make enquiries to establish whether there are any previous or current concerns about the respondent's behaviour or practice. The initial recording will form the first entry in a file of information about the case which will be retained by the Designated Liaison Person in a safe and confidential manner in accordance with the organisation's Data Protection Policy. This could be helped by following the guidelines in Appendix 2 & 3.

As there has been a potential breach of Polio Survivors Ireland's Code of Conduct, Polio Survivors Ireland staff member, active member or volunteer must be informed of the procedures for investigating and acting on violations of the code of conduct.

Polio Survivors Ireland's CEO will conduct an initial interview with the respondent as soon as possible, unless a relevant statutory service has requested that such an interview be deferred. The purpose of the interview is to inform the respondent of the allegation and the process being followed. The respondent needs to be given enough detail about the allegation and the person raising it, to be able to offer a response.

However, if this causes potential risk to the person making the allegation, the name of the complainant may be withheld. Note that if the matter were to reach a court the anonymity of the alleged victim may not be guaranteed. Often the alleged victim does not want to be interviewed or does not have the ability or is not ready to be interviewed. In this case TUSLA cannot proceed with an assessment unless there is information that the alleged abuser is a current risk to children.

Polio Survivors Ireland CEO will ensure the following:

- A written record of the interview be prepared, agreed with the respondent signed and dated.

- The respondent shall be given information about his or her entitlement to seek legal advice and also about the child protection process.
- The respondent should be informed that he/she is not obliged, in law, to respond or to furnish evidence, but that any statement provided will be taken into account in the investigation.

Consent: Not all persons disclosing a current concern or allegation will wish for the matter to be reported to statutory authorities, however, the organisation's Confidentiality policy states that this information cannot be kept confidential and the organisation is obliged under national guidelines to report the concern/allegation to TUSLA, The Child & Family Agency.

Report: Report: Once it is agreed with Polio Survivors Ireland Designated Liaison Person that a formal report to TUSLA is appropriate, the TUSLA Standard Report Form should be furnished to TUSLA – reference **Appendix 4** for contact details.

Action: As there has been a potential breach of the organisation's Code of Conduct, Polio Survivors Ireland staff member, active member or volunteer must be informed of the procedures for investigating and acting on violations of the code of conduct.

ROLES & RESPONSIBILITIES OF MANDATED PERSONNEL

The CEO has overall responsibility to ensure that the Safeguarding Children structures in the organisation are effectively achieving their objectives.

The Designated Liaison Person has the ultimate responsibility for ensuring that the child protection policy is promoted and implemented.

Contact Details of Polio Survivors Ireland Designated Liaison Person

Designated Liaison Person: The CEO of Polio Survivors Ireland is the Designated Liaison Person, Tel 01 889 8920 email: ceo@ppsg.ie

Role of the Designated Liaison Person

1. To be familiar with "Children First", national guidelines for the protection and welfare of children and "our duty of care", the principles of good practice for the protection of children and young people.
2. To have responsibility for the implementation and monitoring of the child and vulnerable adult protection and welfare policy of the organisation.
3. To receive information about a concern or allegation or suspicion of child abuse and act on these in accordance with the guidelines.
4. In the event that someone is working directly with children to ensure that training is provided for all staff on the child and vulnerable adult protection policy.
5. To ensure the procedure for management of suspicions, concerns, and allegations is followed and, where appropriate, a referral made to TUSLA, the Child & Family Agency.
6. To keep up to date and undertake relevant training on child protection policy and practice in order to ensure the relevance and appropriateness of Polio Survivors Ireland's policy and procedures in this area.
7. To review Polio Survivors Ireland's policy and procedures on child protection on an annual basis and amend as appropriate.
8. To create a separate child protection file that includes a log of actions as indicated in the recording form for every referral. (Entries should be made as soon as possible and before the end of the day. Ensure time, date and signature are recorded.)

9. To collect all written records in relation to the case and place them on the separate child/vulnerable adult protection case file, in a fire proof locked cabinet.
10. To explain procedures for addressing concern/allegation to the person who has raised the concern. Consent is **not** required for the making of a referral to the HSE, TUSLA, the Child & Family Agency or An Garda Síochána.
11. To contact emergency or appropriate services where a child appears to be at immediate and serious risk of harm. An immediate referral should be made to the statutory services TUSLA, the Child & Family Agency to ensure that under no circumstance is a child left in a dangerous situation pending Statutory Authority intervention. Consideration should, in all cases, also be given to whether an immediate referral is necessary in order to preserve and safeguard against the possibility of any loss, deterioration or destruction of potential evidence or forensic evidence.
12. In cases where an allegation is made against a colleague, make enquiries to identify the present and previous appointments of the respondent to establish whether there are any previous concerns about his/her practice, or any current grounds for concern about his/her practice.
13. To conduct an initial interview with the respondent as soon as possible, where possible, unless relevant statutory service has requested that such an interview is deferred. The purpose of the interview is to inform the respondent of the allegation and the process being followed and follow procedures as with any other allegation below:
 - A written record of the interview must be prepared, agreed with the respondent, signed and dated
 - The respondent needs to be given enough detail about the allegation and the person raising it, to be able to offer a response.
 - The respondent shall be given information about his or her entitlement to seek legal advice and also about the child protection process.
 - The respondent should be informed that he/she is not obliged, in law, to respond or to furnish evidence, but that any statement provided will be taken into account in the investigation.
14. The interviewer or Designated Liaison Person must apply the procedures for record-keeping from the HSE Child Protection and Welfare Policy 2019 (pp.36-38). Records should be kept in accordance with the Organisation's Data Protection policies and Record Retention policies and procedures. In addition, all child protection and welfare concerns or reports must be recorded even if a decision is made that the concern or report does not meet the threshold for reporting to TUSLA.
15. In cases where a Designated Liaison Person has concerns about a child but is unsure whether to make a referral, they should seek appropriate advice from the duty social worker on the children and families social work team at the Child & Family Agency. The Designated Liaison Person must keep a written record of the outcome of the consultation with any of the above services. Decisions not to refer a matter must always be in consultation with the appropriate authority.
16. If the person who makes the allegation is not happy with the Designated Liaison Persons decision not to refer the case to Child and Family Agency they have the option to refer themselves.

17. To follow the advice given by the statutory authorities where the protection concern has been referred to them. Allow the statutory authorities to make their enquiries unimpeded. Do not visit the family or contact members without prior discussion with TUSLA investigators. (If you are working with the respondent and/or the family/child for which the abuse has happened or in the cases of retrospective abuse where the alleged abused is now an adult, take advice as to whether it is appropriate to continue or delay work on this case).
18. Maintain a dialogue with the Investigating Officer or Duty Social Worker to monitor the progress of the case and act on any advice given. Record details of contacts made in the protection case file.
19. Ask in writing for an update from the statutory authority about the outcome of their investigation.
20. When necessary, conduct an internal investigation at the conclusion of any external investigation. Any internal investigation will be initiated in cases where child protection concerns remain or where disciplinary action needs to be considered.
21. Such an investigation, if needed, will gather and assess available information from all sources and witnesses. This investigation (which takes place after the statutory enquiries have been completed) should be conducted expeditiously, taking no longer than three months, wherever possible. In cases where there is a delay, it is important to keep everyone informed of the progress of the investigation and to maintain records of such communications. There can be no excuse for a respondent being left uninformed and 'in limbo' indefinitely.
22. Staff involved in the case will have the opportunity for a debriefing session following a child/vulnerable adult protection issue. This can be done with Polio Survivors Ireland's Designated Liaison Person.

PREVENTION

Confidentiality

Polio Survivors Ireland takes the issue of confidentiality seriously. The Organisation also acknowledges that child protection issues supersede all confidentiality policies and agreements. All staff should be familiar with Polio Survivors Ireland's data protection policy and how it applies in cases of disclosed or suspected abuse to children.

In matters of abuse, whether it is a young person/vulnerable adult or an adult (in cases of historic abuse), an employee, active member, volunteer should never promise to keep a secret about any information which is divulged.

It should be explained that this information, once disclosed, cannot be kept secret, but only those who need to know will be told as set out in Polio Survivors Ireland's Safeguarding Policy. We are legally obliged to report all allegations of child abuse as set out in this policy and it is the role of TUSLA, The Child & Family Agency, in conjunction with other relevant statutory bodies to investigate & determine whether or not a child is at risk.

It is essential in reporting any case of alleged/suspected abuse that the principle of confidentiality applies and that all parties' information is handled in a sensitive and respectful manner in the trust that the relevant bodies will investigate and manage the allegation to their highest professional standards. The information should only be shared on a '**need to know**' basis with the staff, active members, volunteers involved in the case and the number of people that need to be informed should be kept to a minimum. Staff are to provide 'all relevant and proportionate information' regarding a reasonable concern for any report required to be sent to TUSLA and, if in doubt, to contact Polio Survivors Ireland's CEO.

Recruitment

Putting in place good procedures in recruitment and training practice is a central element in ensuring the safety and welfare of all people involved in the organisation. In the case of some procedures this can be done very simply by giving the new/existing staff members the policy and asking them to sign off that they have read and understood it. In relation to child protection, staff training will be refreshed and updated annually. Staff, active members and volunteers who have not yet been vetted Garda Síochána do not work directly/independently with vulnerable adults.

In engaging staff, active members or volunteers for Polio Survivors Ireland, the following procedures will be followed.

For Staff of Polio Survivors Ireland

This procedure applies to all staff employed by the organisation whether on permanent, long-term or short-term contracts:

- The normal recruitment practices of Polio Survivors Ireland will apply. This includes the applicant providing the names of two referees (not family members) who are then contacted and also obtaining Garda vetting.
- Staff will be given a copy of Polio Survivors Ireland Child Safeguarding Policy as part of their normal induction. Further, they will be asked to sign a document certifying that they have read it and understood it. By signing this document they agree to abide by its contents and declare that there is no reason why they would be considered unsuitable for working with children/young people.
- All staff require Garda vetting. Garda vetting will be processed for all staff as a priority when a position is accepted. New staff must submit a fully completed Garda Vetting Form before taking up their position within the organisation. No staff member will work in any capacity with vulnerable adults until the Garda vetting process is completed. **Please note in this context that Polio Survivors Ireland does not provide services to persons under 18 years of age.**

Staff and volunteers from another agency/organisation

In the case where Polio Survivors Ireland organises an event involving children and where staff/volunteers from another organisation are working at this event the following procedure applies:

- The external staff/volunteers will be provided with Polio Survivors Ireland's Child Safeguarding Policy and will be required to confirm in writing that they have read and understand the policy and that there is no reason why they should be considered unsuitable for working with children.
- In the event of volunteers/staff from another agency working directly with children/vulnerable adults through Polio Survivors Ireland, confirmation of Garda vetting will be required. **Please note in this context that the organisation does not provide services to persons under 18 years of age.**

Active members and volunteers of Polio Survivors Ireland

This procedure applies to all active members and volunteers of the organisation who have direct contact with children:

- The active member/volunteer will be provided with Polio Survivors Ireland's Child Safeguarding policy and will be required to confirm in writing that they have read and

understand the policy and that there is no reason why they should be considered unsuitable for working with children adults.

- Garda vetting is required for all active members/volunteers who are directly working with members. Active members/volunteers in such circumstances are required to submit a fully completed Garda Vetting Form before taking up their role/position within the organisation.

Training

All staff of Polio Survivors Ireland will participate in relevant child protection and safeguarding training. Induction training for any new staff will include training on Polio Survivors Ireland's Safeguarding Policy.

TUSLA, Child & Family Agency Standard Reporting Form

This form can be downloaded from:

https://www.tusla.ie/uploads/content/Tusla_Child_Protection_Handbook2.pdf

Online reporting: <https://www.tusla.ie/children-first/web-portal/>

Guidelines on how to handle a disclosure of Child or Vulnerable Abuse:

Definitions of Abuse

In the context of this document a **Child** is a person under 18 years and Child Abuse refers to a form of maltreatment of a child which generally involves one or more of the abuses listed below.

Physical abuse is the deliberate physical injury to a child or wilful or neglectful failure to prevent physical injury or suffering to a child.

Emotional abuse is the persistent or significant emotional ill-treatment or rejection of a child resulting in severe adverse effects on the emotional, physical and /or behavioural development of the child. All abuse involves some emotional ill treatment.

Sexual abuse is the sexual exploitation of a child. It entails the involvement of children/adolescents in sexual activities which they do not fully comprehend, to which they are unable to give informed consent or that violate the sexual taboos of family roles.

Neglect is the persistent or significant neglect of, or the failure to protect a child from any kind of danger, or the persistent failure to carry out important aspects of care, resulting in the significant impairment of the child's health or development, including non-organic failure to thrive.

How to recognize child adult abuse: Recognising child abuse is not easy. It is **not** an individual's responsibility to decide if it has taken place. Her/his responsibility is to be alert to its signs and to contact the Designated Liaison Person if there are concerns. (Remember many children will at times exhibit some of these indicators that can be explained.) Some useful indicators of child abuse are:

Physical abuse	Emotional abuse	Sexual abuse	Neglect
<ul style="list-style-type: none"> o unexplained bruising, or marks of injuries on any part of the body including hand or finger marks o cigarette burn/s o bite marks o broken bones o Scalds. <p>Changes in behaviour</p> <ul style="list-style-type: none"> -fear of parents being approached, temper outbursts, flinching when approached or touched, aggression, reluctance to get changed into sports gear etc., depression, withdrawn, running away. 	<ul style="list-style-type: none"> o failure to thrive, particularly if the child /vulnerable adult puts on weight in other circumstances e.g. when away from home o sudden speech disorders <p>Developmental delay-physically or emotionally.</p> <p>Changes in behaviour</p> <p>Sulking, hair twisting, rocking, unable to play, fear of making mistakes, self-harm, fear of parents being approached regarding their behaviour.</p>	<p>pain, itching, bruising or bleeding in the genital area</p> <p>sexually transmitted diseases</p> <p>vaginal discharge or infection</p> <p>discomfort when walking or sitting down</p> <p>stomach pains</p> <p>Pregnancy.</p> <p>Changes in behaviour</p> <p>unexplained aggression, withdrawn, fear of being left with a specific person/people, nightmares, running away, sexual knowledge, drawings or language beyond age, bedwetting, eating problems, self-harm sometimes leading to suicide attempts, secrets they cannot share, substance or drug abuse, unexplained sources of money, not allowed to have friends, sexually explicit actions towards adults.</p>	<ul style="list-style-type: none"> o constant hunger - sometimes stealing food from other children/adults o constantly 'dirty' or smelly o constant underweight or loss of weight o being left alone or unsupervised o Inappropriate dress for weather conditions. <p>Changes in behaviour</p> <p>Tiredness, not seeking medical assistance and/or failing to keep appointments, having few friends.</p>

Guidelines for staff on how to handle a disclosure of Child Abuse:

- It is difficult for people, especially children to talk about abuse. For this reason make sure you are actively and sensitively listening and that you create an environment conducive to disclosure whether it is being made by a child or an adult
- It is important to reassure her/him that she/he is not to blame, that she/he is doing the right thing in reporting it and that you will do what you can to help
- Make no promises that cannot be kept particularly in relation to secrecy and let the person know the information will be passed on to the Designated Liaison Person and to the Statutory Authorities
- Carefully listen to what the person is saying while allowing her/him to talk at their own pace
- Stay calm; take the person seriously and reassure her/him

- Do not ask intrusive or leading questions or suggesting words to them or probing for detail beyond that which has been freely given
- Reflect back to the person what you have heard to ensure it is correct
- Explain the standard referral procedures
- Encourage the person to speak to the Designated Liaison Person
- Do not make assumptions, commenting or speculating about the respondent (the person against who the allegation is made)
- Be aware that the person's ability to recount details will depend on age, culture, nationality and/or disability (e.g. use of language or the range of vocabulary)
- Adopt a compassionate, calm and reassuring listening style and not allowing yourself to display feelings of shock
- Do not comment on the information given

Contact a Social Worker

Social workers provide frontline services to children and families. Contact details for Child and Family Agency Social Workers can be found on the <https://www.tusla.ie/services/child-protection-welfare/contact-a-social-worker/>.

Any query or concern in relation to children out of hours should be reported immediately to An Garda Síochána

Other relevant Polio Survivors Ireland policies and procedures

- Confidentiality Agreement
- Data Protection Policy
- Polio Survivors Ireland's Code of Conduct
- Management of Confidential Information Policy and Procedures

Appendix U
Constitution of Polio Survivors Ireland
Companies Act 2014

CONSTITUTION
-of -
Polio Survivors Ireland

MEMORANDUM OF ASSOCIATION

(as amended by special resolution dated 31st May 2017, 30th June 2021, 16th June 2022, 22nd June 2023 & 13th June 2024)

1. Name

The name of the Company is “Polio Survivors Ireland”.

2. Company Type

The Company is deemed to be a company limited by guarantee to which Part 18 of the Companies Act 2014 applies.

3. Main Objects

The main objects for which the Company is established are:

- (a) To gather information on the late effects of poliomyelitis and to make such information available to the organisation, every discipline within the Medical Profession and the public.
- (b) To provide support to polio survivors only. The Board for the time being to have complete discretion on the feasibility and level of such support.
- (c) To take any such action which may be deemed conducive to the alleviation of the problems of polio survivors, including the encouragement and support of every discipline within the medical profession, in their care, study, research and development of preventative and rehabilitation practices.

4. Subsidiary Objects

The following objects set out hereafter are exclusively subsidiary and ancillary to the main objects of the organisation set out in Clause 3 above and these objects are to be used only for the attainment of the main objects of the Company and any income generated from the exercise thereof is to be applied for the main objects only:

- (a) To promote and further the main objects of the organisation in the promotion, arrangement, organisation of or participation in conferences, public or private meetings, discussions, publications or by such other means as may be deemed desirable or necessary.

- (b) To promote, monitor, support or oppose any legislation or regulations or amendment of any existing legislation or regulations affecting the welfare of polio survivors.
- (c) To print, publish, produce, or cause to be printed, published or produced, any books, periodicals, leaflets, films, videos, or slides promoting the main objects of the organisation.
- (d) To encourage, provide and set up local and self-help organisations to promote the main objects of the organisation.
- (e) To make grants for any of the purposes for which the organisation is established.
- (f) To produce information in the form of booklets and leaflets for distribution to any polio survivors, hospital staff, relatives and carers, and those persons interested in the care, counselling and rehabilitation of any polio survivors.
- (g) To provide where possible a counselling and advice service and when necessary to provide training for such counsellors and advisors.
- (h) To provide help for polio survivors and their carers who may be in special need.
- (i) To campaign for the provision of facilities for the rehabilitation of polio survivors in procuring for them assessment, evaluation and rehabilitation services, day and residential care, activity centres and financial benefits.
- (j) To establish a Research College to carry on research relating to the examination and evaluation of issues affecting polio survivors.

5. Powers

The following are the powers of the Company which powers are to be used only for the attainment of the main objects of the organisation and any income generated from the exercise

- (a) To seek and accept grant aid assistance from the European Union, the Government of Ireland, government agencies or local authorities to be applied in accordance with the terms laid down and to enter into any arrangements with the European Commission, the government of Ireland or any other government or agency in the promotion of the main objects of the organisation.
- (b) To promote, establish, co-operate with, become a member of, or assist by advice or by the grant of loans, donations or gifts or otherwise, any association, institution or body whatsoever and whether established or incorporated in Ireland or elsewhere having main objects or purposes wholly or partially similar to those of the organisation.
- (c) To fundraise, to issue appeals, to solicit and receive donations, subscriptions, gifts and benefits of all kinds.
- (d) To advertise and make known the organisation and its main objects, purposes and aims by such means as may be deemed expedient, and to solicit, receive and hold donations, subscriptions, sponsorship, gifts, and bequests of all kinds.

- (e) To act as trustees of any property real or personal for any of the main objects of the Company, or for any other purpose that may seem conducive to the main objects of the Company.
- (f) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property that may be legally held, and any rights or privileges which the Company may think necessary or convenient for the purposes of its undertaking.
- (g) 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.
- (h) 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.
- (i) To guarantee the payment of any debts or the performance of any contract or obligation of any group or association or undertaking or of any person and to give indemnities of all kinds either with or without the Company receiving any consideration or benefit and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon all or any of the property and rights of the Company both present and future, including its goodwill.
- (j) To draw, make, accept, endorse or issue promissory notes and other negotiable instruments.
- (k) To sell or dispose of the undertaking or property of the Company or any part thereof for such consideration as the organisation may think fit.
- (l) To sell, improve, manage, develop, exchange, lease, mortgage, charge, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company.
- (m) To acquire and become registered proprietors of copyrights and trade marks and any other form of intellectual property.
- (n) To do all such other lawful things as are incidental or conducive to the attainment of the main objects of the Company.
- (o) 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 charity trustee (as defined in the Charities Act, 2009).

Provided the organisation shall not support with its funds any main object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the Company, would make it a Trade Union.

- (p) Subject to the Income and Property clause hereof, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- (q) 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.

6. Income and Property

The income and property of the Company shall be applied solely towards the promotion of main objects 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 organisation. 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 Organisation to the Company;
- (c) reasonable and proper rent for premises demised and let by any member of the Organisation (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 organisation;
- (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) payment by the company 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).

7. Additions, Alterations or Amendments

7.1 The organisation 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 organisation which requires the prior approval of the Charities Regulatory Authority, 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.

7.2 No additions, alterations or amendments will be made to this constitution which would contravene section 1180 of the Companies Act 2014.

8. Limited Liability

The liability of the members is limited.

9. 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.

10. 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 organisation. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the organisation. The company or companies (being a charitable 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 organisation under or by virtue of Clause 0 hereof. Members of the organisation shall select the relevant company or companies (being a charitable institution or institutions) to which its property is to be so given or transferred 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 other company or companies (being a charitable institution or institutions) selected by the members of the organisation, whether having main objects similar to the main objects of the organisation or not, with the agreement of the Charities Regulator. Final accounts will be prepared and submitted to the Charities Regulatory Authority 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.

11. Accounts

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

ARTICLES OF ASSOCIATION.

PRELIMINARY

1. The provisions set out in these articles of association shall constitute the whole of the regulations applicable to the organisation and no “optional provisions” as defined by section 1177(2) of the Act shall apply to the organisation.
2. In these Articles, the following terms shall have the following meanings:

Words	Meaning
“Act”	Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force;
“Acts”	the Act, all statutory instruments which are to be read together as one with, the Act and every statutory modification and re-enactment thereof for the time being in force;
“Office”	the registered office for the time being and from time to time of the Company;
“Register”	the register of members to be kept as required by section 169 of the Act;
“Seal”	the common seal of the Company
“Secretary”	any person appointed to perform the duties of the secretary of the Company and includes an assistant or an acting secretary for the time being;
“these Articles”	these Articles in this Constitution, as originally framed, or as varied from time to time by special resolution;

A reference to a section of the Act, being a section contained in Parts 1 to 14 of the Act, shall be taken to be a reference to such section as applied to a company limited by guarantee by Part 18 of the Act; and if modified or supplemented by any provision in Part 18 of the Act the reference shall be to such provision as so modified or supplemented.

Expressions in these Articles referring to writing shall be construed, unless the contrary intention appears, as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Expressions in these Articles referring to execution of any document shall include any mode of execution whether under seal or under hand.

Unless specifically defined herein or the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

The headings and captions included in these Articles are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of these Articles.

References in these Articles to any enactment or any section or provision thereof shall mean such enactment, section or provision as the same may be amended and may be from time to time and for the time being in force.

In these Articles, unless the context otherwise requires, words importing any gender shall include all genders, and the singular number shall include the plural, and vice versa, and words importing persons shall include firms or companies.

The powers and discretions set out in these Articles are to be used only for the attainment of the main objects of the Company as set out in Clause 3 of the Memorandum of Association and any income generated from the exercise of the said powers and discretions is to be applied for the main objects of the Company only.

MEMBERS

3. The number of members with which the organisation proposes to be registered is 1000 but the Directors may from time to time register an increase in members.
4. The subscribers to the Constitution and such other persons as the Directors in their absolute discretion shall admit to membership shall be members of the organisation.
5. The Directors may admit to membership individuals of 18 years or over who are in agreement with the objects of the Company. The Directors may from time to time determine the terms and conditions on which persons shall be admitted to membership of the organisation and the classes (if more than one) of members and the privileges, rights and obligations of the members of each such class.
6. The entry of a member's name in the Register shall be evidence of membership but no member shall be entitled to request the organisation to issue a certificate of membership.
7. The rights and privileges of a member as such shall be personal and accordingly shall not be transferable and shall cease on his death.
8. A member of the organisation shall cease to be a member:
 - (a) if he resigns as a member by notice in writing sent to the Secretary at the Office;
 - (b) on his death;
 - (c) if he should be expelled from membership in accordance with the provisions of Articles 9 and 10.
9. The Directors shall, subject to the provisions of Article 10, have power by resolution approved by not less than two-thirds of the Directors present and voting at a meeting specially convened for the purpose to expel from membership of the organisation any member who refuses or wilfully neglects to comply with any of these Articles (or regulations or bye laws) or who has been guilty of such conduct as in the opinion of the Directors either has rendered him unfit to

remain a member or whose continued membership would be injurious to the organisation or where the Directors consider that expulsion would be in the best interests of the organisation.

10. A member whose expulsion is to be taken into consideration by the Directors under the provisions of Article 9 shall receive not less than 14 days' notice in writing of such proposed expulsion and short particulars of the grounds thereof and upon his giving notice in writing to the Secretary of his intention to appear shall be heard by the Directors either in person or through his duly authorised agent but shall not be present at the voting or take further part in the proceedings otherwise than as the Directors shall permit. Alternatively, or in addition he may submit a written statement which shall be taken into consideration by the Directors.
11. A former member of the organisation shall remain liable for all subscriptions (if any) and contributions due or imposed on him up to the date on which he shall cease to be a member and for any sums due by him under Clause 9 of the Constitution of the organisation and shall forfeit all claim to a return of any money paid by him to the organisation on his admission as a member or by way of subscription or otherwise.
12. Every member shall be bound to further to the best of his ability the objects and interests of the Company and shall observe all bye-laws of the Company that may be made pursuant to Article 0.

GENERAL MEETINGS

13. All general meetings of the Company shall be held in the State.
14.
 - (1) Subject to paragraph (2) the Company shall in the first half of each calendar 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 notice calling it and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.
 - (2) So long as the Company holds its first annual general meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year.
15. All general meetings other than annual general meetings shall be called extraordinary general meetings.
16. The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by section 178 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any Director or any two members of the organisation 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.

NOTICE OF GENERAL MEETINGS

17. Subject to the provisions of the Acts an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and any other meeting of the Company shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the date 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 the meeting and in the case of special business the general nature of that business and shall be given in the manner

hereinafter mentioned to such persons as are under these Articles entitled to receive such notices from the Company. Every such notice shall comply with the provision of section 181(5) of the Act as to giving information to the members in regard to their right to appoint proxies.

18. 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 that meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. 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 consideration of the financial statements, and the reports of the Directors and the auditors, the review of the organisation's affairs, the election of Directors in the place of those retiring, the reappointment of the retiring auditors and the fixing of the remuneration of the Statutory Auditors.
20. No business shall be transacted at any general meeting unless a quorum is present. Twenty members present in person, or by proxy, or (being corporations) present by a representative shall be a quorum for all purposes. Members may participate in a general meeting by means of telephone or other virtual communication means such as Zoom, WebEx, Microsoft Teams or similar meeting or audience participation software whereby all persons participating in the meeting can hear each other speak and confirm this fact to the chairperson. A member who participates in a general meeting in this manner shall be deemed to be present in person at such a meeting and shall form part of the quorum.
21. 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.
22. The chairman, if any, of the Directors, shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman, the deputy chairman, if any, of the Directors if he is present and willing to act shall be chairman of the meeting, failing which the members present shall choose one of their number to be chairman of the meeting.
23. The chairman 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 thirty 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 any adjournment or of the business to be transacted at an adjourned meeting.
24. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairman; or

by at least three members present in person or by proxy; or

by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman 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 minute book 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, that resolution. The demand for a poll may be withdrawn.

25. Except as provided in Article 0, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman 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.
27. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
28. A resolution in writing (other than one in respect of which extended notice is required by the Act to be given) 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 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 may consist of several documents in the like form each signed by one or more members 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).

VOTES OF MEMBERS

29. Subject to any rights or restrictions for the time being attached to any class or classes of members pursuant to regulations made under Article 5, every member shall have one vote.
30. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll by his committee, receiver or guardian or other person appointed by that court and any such committee receiver or guardian or other person may vote by proxy on a show of hands or on a poll.
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 chairman of the meeting whose decision shall be final and conclusive.
32. Every member entitled to attend and vote at a general meeting may appoint a proxy to attend, speak and vote on his behalf. A proxy must be a member of the organisation. A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

33. The instrument appointing a proxy shall be in writing and shall be executed by or on behalf of the appointor. The signature on such instrument need not be witnessed. A body corporate may execute a form of proxy under its common seal or under the hand of a duly authorised officer thereof.
34. The instrument appointing a proxy and any authority under which it is executed or a copy, certified notarially or in some other way approved by the Directors, shall be deposited at the Office or (at the option of the member) at such other place or one of such other places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting or any instrument of proxy sent out by the Company in relation to the meeting not less than seven days before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid.
35. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
36. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

1. **Polio Survivors Ireland** (“the **Organisation**”)

2. [name of member] (“the Member”) of [address of member] being a member of the organisation 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 organisation 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: [date].....			

37. 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 organisation at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES

38. Any body corporate which is a member of the organisation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the organisation, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the organisation.

THE DIRECTORS

39. (1) The number of Directors shall not be less than five or more than 13 or such other number as the Company in general meeting may from time to time determine. No person shall be qualified to be a Director or alternate unless he shall be a member of the organisation entitled to attend and vote at general meetings of the organisation. At all times, at least three of the Directors of the Company shall be independent of and not related to each other.
- (2) A Director appointed as Treasurer of the Company shall be subject to Article 82.
- (3) Up to five person(s) shall be appointed as “Board Nominated Director(s)” (as hereinafter defined) and up to eight person(s) shall be appointed as “Elected Director(s)” (as hereinafter defined). Elected Director(s) must be members of the organisation for at least 1 year to be eligible for election to the Board.
- (4) Board Nominated Director(s); -
- Directors appointed directly by the Board of the Company (hereinafter referred to as the “**Board Nominated Director**”).
- (5) Up to five Board Nominated Director(s) may be appointed to the Board of the Company, and all such appointments shall be recommended, in the first instance, by a Director Nomination Sub-committee (“**Sub-Committee**”) of the Board, set up for that purpose, pursuant to Article **Error! Reference source not found.**
- (6) Membership of the Sub-committee of the Board shall consist of three Board members, with the CEO of the organisation attending as an ex-officio member.
- (7) If the Board approves the nominee(s) recommended by the Sub-Committee, the candidate(s) shall be appointed to the Board; but any such appointment(s) shall require ratification at the first AGM following the date of appointment(s) to the Board of the Company, and, once ratified by members, any person so appointed shall be exempt from Article 51 and rotation shall not apply.
- (8) Any person so appointed shall be appointed for a term of up to three years from date of appointment to the Board.

- (9) At the end of the three year term, if a Director so appointed wishes to continue to serve as a Director, the Board, on the recommendation of the Sub-Committee, may extend the term of office, or offer a directorship for new three year term. Any such extension, or offer of a new three year term as a Director, shall be ratified by the members at the first AGM following any such extension or new three year term of office. Board Nominated Directors, so appointed, shall be appointed for a maximum term of six years, and may seek re-election after a break from office of one year.

- (10) Elected Director(s); -

Up to eight Elected Director(s) shall be elected by the members of the organisation at an annual general meeting. In accordance with Article 51 up to 25 per centum of the Elected Directors shall rotate each year at the AGM.

- (11) Elected Director(s), so appointed, shall be appointed for a maximum term of nine years.

- (12) If a region does not elect at least one person to the Board, a Board member may be assigned by the Board to act in a liaison role for that region.

- (13) Transition Arrangements

At the first Annual General Meeting following the adoption of this Constitution each and all of the Directors then in office shall resign and the revised procedures herein for the election of Directors shall apply.

40. No remuneration shall be payable to the Directors. Directors may be paid all such reasonable expenses as may be properly incurred in their attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the affairs of the organisation and provided same are properly vouched.

41. (1) Subject to the provisions of Article 0, any Director may from time to time appoint by writing under his hand any person who is approved by the majority of the Directors to be his alternate.

- (2) An alternate Director shall be entitled to receive notices of all meetings of the Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present and in the absence of his appointor to exercise all the powers, rights, duties and authorities of his appointor as a Director.

- (3) An alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor.

- (4) A Director may revoke at any time the appointment of an alternate Director appointed by him. If a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine but if a Director retires by rotation or otherwise and is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his re-appointment.

- (5) Any appointment or revocation by a Director under this Article shall be effected by notice in writing given under his hand to the Secretary or deposited at the Office or in any other manner approved by the Directors.

BORROWING POWERS

42. The Directors may without any limitation as to amount exercise all the powers of the organisation 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 Company or of any third party.

POWERS AND DUTIES OF THE DIRECTORS

43. The business and affairs of the organisation shall be managed by the Directors (or by any committee established by the Directors pursuant to the provisions of these Articles), who may exercise all such powers of the organisation as are not by the Acts or by these Articles required to be exercised by the organisation in general meeting, subject nevertheless to the provisions of the Acts and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the organisation in general meeting; but no direction given by the organisation in general meeting shall invalidate any prior act of the Directors (or by any such committee) which would have been valid if that direction had not been given.
44. Without prejudice to the general powers and authorities conferred by these Articles or any statute on the Directors, the Directors are hereby empowered to make, vary and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the affairs of the organisation. The Directors shall adopt such means as they deem sufficient to bring to the notice of the members all such bye-laws and variations and repeals thereof and all such bye-laws so long as they are in force shall be binding upon all the members of the organisation provided always that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company or constitute such an amendment of or addition to these Articles as could lawfully be made only by special resolution.
45. The Directors may from time to time, and at any time, by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power 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 sub-delegate all or any of the powers, authorities and discretions vested in him.
46. A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Directors after he becomes so interested. A general notice given by a Director to the effect that:

- (i) he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm; or
- (i) he is to be regarded as interested in any transaction which may be made after the date of the notice with a specified person who is connected with him (within the meaning of section 220 of the Act);

shall be sufficient declaration of interest under this Article, and after such general notice is given it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Directors or the Director giving the notice takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given. The provisions of Article 0 shall apply to any failure to comply with this Article.

- 47. A Director may vote in respect of any contract, appointment or arrangement in which he is interested and he shall be counted in the quorum present at the meeting.
- 48. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the organisation, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
- 49. 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 Company and of the Directors and of committees of Directors.

DISQUALIFICATION OF THE DIRECTORS

- 50. The office of Director shall be vacated automatically if the Director:
 - (a) without the consent of the organisation in general meeting holds any other office or place of profit under the organisation; or
 - (b) is adjudged bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a director of any company by reason of any order made under the Acts; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by giving one week's notice in writing to the organisation; or
 - (f) is convicted of an indictable offence, unless the Directors otherwise determine; or
 - (g) if the Court makes a declaration in respect of him under any provision of the Act; or

- (h) if he be absent from the three consecutive meetings of the Directors for six consecutive months without leave of the board, and his alternate (if any) shall not during such period have attended in his stead and the Directors resolve that his office be vacated; or
- (i) if he ceases to be qualified to be a Director under Article 0;
- (j) if he is directly or indirectly interested in any contract with the organisation and fails to declare the nature of his interest in a manner required by section 231 of the Act; or
- (k) ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

ROTATION OF DIRECTORS

- 51. At each annual general meeting of the Company twenty five per centum of the Elected Directors shall retire. A retiring Director shall be eligible for re-election.
- 52. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto and in default the retiring member 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 member has been put to the meeting and lost.
- 53. 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 five weeks 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 intention to propose such a person for election, and also notice in writing signed by that proposed person of his willingness to be elected.
- 54. 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 go out of office.
- 55. 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 members, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. 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 members who are to retire by rotation at such meeting.
- 56. The Company may by ordinary resolution of which extended notice has been given in accordance with the Acts remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Organisation 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 Organisation.
- 57. The Organisation may by ordinary resolution appoint another person in place of a Director removed from office under Article 56. Without prejudice to the powers of the

Directors under Article 55, the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional member. A person appointed in place of a member so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a member on the day on which the member in whose place he is appointed was last elected a member.

PROCEEDINGS OF THE DIRECTORS

58. The Directors may meet 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. In case of an equality of votes, the Chairman 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.
59. The quorum necessary for the transaction of the business of the Directors shall be five. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Directors.
60. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed pursuant to these Articles as the necessary quorum of the Directors, the continuing Director or Directors may act for the purpose of increasing their number to that number, or of summoning a general meeting of the Company, but for no other purpose.
61. The Directors may elect one of its number to be chairman and one of its number to be deputy chairman of its meetings and determine the period for which each such person is to hold office but if no such chairman or deputy chairman is elected, or if at any meeting neither the chairman nor the deputy chairman is present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be chairman of the meeting. No person shall be appointed as chairman or deputy chairman of the Board of Directors for more than four consecutive years. In addition, no person shall be appointed to the office of chairman unless he/she has held the office of Director of the Company for at least one year but this qualification shall not apply to a temporary chairman or deputy chairman. For the purposes of this Article, the term “year” shall mean the period from the date of the annual general meeting of the Company for a particular year until the date of the annual general meeting of the Company for the following year.
62. (1) The Directors may establish or form one or more committees to perform and carry out such of their powers, duties or functions as the Directors may determine from time to time subject to such directions as may be given by the Directors from time to time. Every such committee shall consist of one or more directors together with such other persons (if any) as may be appointed to any such committee by the Directors from time to time. No Director shall be a member of more than two committees. In the event that any Director who is a member of any committee ceases to be a Director, he shall thereupon cease to be a member of such committee. The Directors shall appoint the chairman of every such committee. The Directors may at any time at their absolute discretion dissolve any committee so established or remove any Director or person appointed to any such committee. No individual member of any such committee shall have any authority or power to carry out any of the duties, responsibilities or functions of the Directors.

- (2) The meetings and proceedings of every such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors in so far as these Articles do not provide otherwise and in so far as the same are not superseded by any directions given by the Directors from time to time.
 - (3) The quorum for any committee meeting shall be two or the next whole number over 40% of the members of that committee for the time being, whichever shall be the greater. No resolution of any such committee shall be effective unless at least one of the members of the committee present at the meeting at which it is passed is a Director.
63. (1). The Chairman of the Directors may attend and fully contribute to any meeting of any committee but may not vote on any resolutions before any committee of which he is not a member. The Chairman of the Directors shall be given notice of every meeting of every committee at the same time and in the same manner as if he were a member of every such committee.
- (2). If at any meeting of any committee the chairman of the committee is not present within five minutes after the time appointed for holding same or if such chairman is unable or unwilling to preside as chairman of the meeting the committee members present shall elect one of their number to be chairman of the meeting. In the event of an equality of votes the chairman of every committee meeting shall have a second or casting vote.
- (3). The chairman of every committee who is not a Director may attend and contribute to any meeting of the Directors to which he is invited for the duration of such part of the meeting as the Directors may determine but he shall not be entitled to vote on any resolution before the meeting.
64. All acts done by any meeting of the Directors or of a committee established by the Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Director or of any member of a committee or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or a member of such committee as the case may be.
65. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Such a resolution may (unless the Directors shall otherwise determine either generally or in any specific case) be transmitted by facsimile or telex provided that in the case of each such facsimile or telex the Secretary or a Director shall have endorsed the same with a certificate stating that he is satisfied as to the authenticity thereof. For the purpose of this Article the signature of an alternate Director shall suffice in lieu of the Director whom he represents.
66. (1) For the purpose of these Articles, the contemporaneous linking together by telephone or other means of audio communication of a number of Directors not less than the quorum shall be deemed to constitute a meeting of the Directors, and all the

provisions in these Articles as to meetings of the Directors shall apply to such meetings.

- (2) Each of the Directors taking part in the meeting must be able to hear each of the other Directors taking part.
 - (3) At the commencement of the meeting each Director must acknowledge his presence and that he accepts that the conversation shall be deemed to be a meeting of the Directors.
 - (4) A Director may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the chairman of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the chairman of the meeting to leave the meeting as aforesaid.
 - (5) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairman of the meeting.
67. Nothing in section 228(1)(e) of the Act shall restrict a Director from entering into any commitment which has been approved by the Board or has been approved pursuant to such authority as may be delegated by the Board in accordance with these articles of association. It shall be the duty of each Director to obtain the prior approval of the Board before entering into any commitment permitted by sections 228(1)(e)(ii) and 228(2) of the Act.

SECRETARY

68. The Secretary shall be appointed by the Directors for such term and at such remuneration (if any) and upon such conditions as they may think fit, and any secretary so appointed may be removed by the Directors. No person may be appointed as Secretary for more than four consecutive years. For the purposes of this Article, the term “year” shall mean the period from the date of the annual general meeting of the Company for a particular year until the date of the annual general meeting of the Company for the following year.
69. Anything by the Acts or these Articles required or authorised to be done by or to the Secretary may be done by or to any assistant or acting secretary, or if there is no assistant or acting secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors provided that any provision of the Acts or 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, or in the place of, the Secretary.

SEAL

70. 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 signed by a Director and shall be countersigned by

the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

71. The Directors shall cause to be kept such adequate accounting records as are necessary to comply with the provisions of the Acts. Adequate accounting records shall not be deemed to be kept if there are not kept such adequate accounting records as are necessary to give a true and fair view of the state of the organisation's affairs and explain its transactions.
72. The adequate accounting records shall be kept at the Office or subject to the provisions of the Acts at such other place or places as the Directors think fit, and shall be open to the inspection of the Directors at all reasonable times.
73. The Directors shall from time to time determine whether and if so to what extent and at what times and places and under what conditions or regulations the accounts and books of the organisation 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 organisation except as conferred by statute or authorised by the Directors or by the Company in general meeting.
74. The Directors shall from time to time in accordance with the provisions of the Acts cause to be prepared and to be laid before a general meeting of the Company such financial statements and reports as may be necessary.
75. A copy of the financial statements which are to be laid before a general meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the organisation and to every other person who is entitled to receive notices from the Company under the provisions of the Acts or of these Articles.

STATUTORY AUDITORS

76. Statutory Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts.
77. Subject to the provisions of the Acts, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the organisation, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

NOTICES

78. Any notice to be given, served or delivered pursuant to these Articles shall be in writing and may be given to, served on or delivered to any member by the organisation:
- (i) by handing same to him or his authorised agent;
 - (ii) by leaving the same at his registered address; or

- (iii) by sending the same by the post in a pre-paid cover addressed to him at his registered address.

The signature to any notice to be given by the organisation may be written or printed.

79. (1) Where a notice is given, served or delivered pursuant to sub-paragraph (i) or (ii) of Article 0, the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the member or his authorised agent, or left at his registered address (as the case may be).
- (2) Where a notice is given, served or delivered pursuant to sub-paragraph (iii) of Article 0, the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twenty-four hours after the cover containing it was posted. In proving service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.
- (3) Every legal personal representative, committee, receiver, curator bonis or other legal curator, assignee in bankruptcy or liquidator of a member shall be bound by a notice given as aforesaid if sent to the last registered address of such member, notwithstanding that the organisation may have notice of the death, lunacy, bankruptcy, liquidation or disability of such member.
- (4) Without prejudice to the provisions of sub-paragraphs (i) and (ii) of Article 79, if at any time by reason of the suspension or curtailment of postal services within the State, the organisation is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised on the same day in at least two leading national daily newspaper published in the State and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day on which the said advertisement or advertisements shall appear. In any such case the organisation shall send confirmatory copies of the notice through the post to those members whose registered addresses are outside the State (if or to the extent that in the opinion of the Directors it is practical so to do) or are in areas of the State unaffected by such suspension or curtailment of postal services and if at least ninety-six hours prior to the time appointed for the holding of the meeting the posting of notices to members in the State, or any part thereof which was previously affected, has become practical in the opinion of the Directors, the Directors shall send forthwith confirmatory copies of the notice by post to such members. The accidental omission to give any such confirmatory copy of a notice of a meeting to, or the non-receipt of any such confirmatory copy by, any person entitled to receive the same shall not invalidate the proceedings at the meeting.
80. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a). every member;
 - (b). every Director and Secretary;
 - (c). every person being the Official Assignee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting; and

- (d). the auditor for the time being of the Company.

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

INDEMNITY

81. Subject to the provisions of and so far as may be permitted by the Acts, every Director, Secretary or other officer of the organisation shall be entitled to be indemnified by the organisation against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted by him as an officer or employee of the organisation and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

TREASURER

82. The Directors may appoint one of their number to be Treasurer of the Company having such responsibilities and being subject to such directions and conditions as the Directors may determine from time to time. Any Treasurer so appointed may be removed by the Directors at any time. No person may be appointed as Treasurer for more than four consecutive years. For the purposes of this Article, the term “year” shall mean the period from the date of the annual general meeting of the Company for a particular year until the date of the annual general meeting of the Company for the following year.