Constitution of Clip ACCEPTANCE Company Limited by Guarantee

# 1. Name

The name of the Company is:

Clip ACCEPTANCE Company Limited by Guarantee

# 2. Main Object

The main object for which the Company is established is:

To advance equality, health, and economic empowerment for the LGBTQ+ community, with a focus on transgender individuals, through the provision of financial support services, inclusive digital payment tools, and access to gender-affirming healthcare.

This main object is of a charitable nature and of benefit to the community.

# 3. Subsidiary Objects

In furtherance exclusively of the main object, the Company shall have the following subsidiary objects:

(a) To operate a financial inclusion programme through digital wallets, prepaid cards, and merchant-supported schemes tailored to LGBTQ+ individuals and allies.

(b) To provide financial assistance for healthcare services including gender-affirming surgery, hormone therapy, and mental health support.

(c) To deliver educational and financial literacy programmes that empower LGBTQ+ people economically.

(d) To promote awareness and public advocacy supporting the rights of transgender individuals.

(e) To collaborate with European institutions, public bodies, healthcare providers, and other non-profit organisations with aligned missions.

# 4. Powers

The Company shall have the following powers which are ancillary and necessary to promote its main object:

- To solicit and accept donations, subscriptions, grants, endowments, and sponsorships.

- To operate a charitable financial and payment platform in accordance with EU and Irish laws.

- To engage and remunerate personnel (including employees and contractors) as required.

- To acquire, lease, or dispose of property.

- To establish or support subsidiary entities or collaborative projects that align with the Company’s purpose.

- To apply for and manage EU funding programmes and transnational cooperation projects.

# 5. Income and Property

5.1 The income and property of the Company shall be applied solely towards the promotion of the main object(s).

5.2 No portion of the Company’s income or property shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to its members.

5.3 No director shall receive remuneration or other benefit in money or money’s worth except reimbursement of reasonable expenses properly incurred on behalf of the Company.

# 6. Membership

6.1 The Company shall consist of members who support its objectives.

6.2 Admission, suspension, or expulsion of members shall be at the discretion of the Board and governed by the Company’s internal rules.

6.3 Each member shall have one vote at General Meetings.

# 7. Directors and Management

7.1 The Company shall be governed by a Board of Directors comprising not fewer than three (3) and not more than twelve (12) members.

7.2 The Board shall manage the business and affairs of the Company in accordance with this Constitution.

7.3 Directors may be appointed for terms not exceeding three years and may serve a maximum of two consecutive terms.

# 8. General Meetings

8.1 The Company shall hold an Annual General Meeting (AGM) each year.

8.2 Extraordinary General Meetings (EGMs) may be called by the Board or by written request of at least 10% of the membership.

8.3 Quorum for general meetings shall be 50% of members.

8.4 Resolutions shall be passed by simple majority unless otherwise stated.

# 9. Accounts and Reporting

9.1 The Board shall ensure proper books of account are maintained in accordance with the Companies Act and CRA requirements.

9.2 An annual report and audited financial statements shall be prepared and filed with the relevant authorities, including the CRA and Revenue.

# 10. Amendments

10.1 This Constitution may be amended by a two-thirds majority of members present and voting at a General Meeting.

10.2 Members must be given 21 days’ notice in writing of the proposed changes.

# 11. Winding Up

11.1 If the Company is wound up, its assets shall not be distributed among the members.

11.2 Any remaining assets shall be transferred to a body with charitable objects similar to those of the Company, as approved by the Revenue Commissioners.

# 12. Charitable Status

It is the intention of the Company to apply for registration with the Charities Regulatory Authority and to obtain tax-exempt status under Sections 208 and 209 of the Taxes Consolidation Act 1997.

# 13. Adoption

We, the undersigned, being the first directors of the Company, hereby adopt this Constitution.

| Name | Signature | Date |

|-------------------|--------------------|---------------|

| Ciara McManus | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | {date.today().strftime('%d/%m/%Y')} |

| [Director 2 Name] | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | \_\_ /\_\_ /2025 |

| [Director 3 Name] | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | \_\_ /\_\_ /2025 |