**COMPANIES ACTS, 1963 TO 2013**

**COMPANY LIMITED BY GUARANTEE**

**AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**of**

**IRISH ASSOCIATION OF DERMATOLOGISTS**

**(as adopted by special resolution dated 26 March 2015)**

**COMPANIES ACTS, 1963 TO 2013**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF**

**IRISH ASSOCIATION OF DERMATOLOGISTS**

**(as adopted by special resolution dated 26 March 2015)**

1. The name of the company is the Irish Association of Dermatologists (hereinafter called the "Association")
2. The main object for which the Association is established is to advance education and to relieve sickness and in particular, but not so as to limit the generality of the foregoing, to preserve and protect the health of the public by advancement of the knowledge of diseases of the skin.
3. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated there from is to be applied for the main object only.
	1. Encourage and assist in the promoting and carrying out of research, surveys and investigations and publish the useful results thereof;
	2. Organise or assist in organising meetings, lectures, classes and exhibitions, and publish or assist in publishing papers, reports, periodicals, recordings, books or other documents or information;
	3. Give and exchange information and advice and promote education in all matters relating to dermatology'
	4. Obtain, collect and receive money by way of grants, donations, bequests, legacies or other lawful method, provided that the Association may not engage in any form of permanent trading;
	5. Award scholarships, exhibitions, bursaries or maintenance allowances tenable at any school, university or other educational establishment approved by the board of directors (the "Board") to such persons and on such terms as the Board shall from time to time decide;
	6. Receive money on deposit or loan and borrow or raise money in such a manner as the Association shall think fit subject to such consent as may be required by the law;
	7. Invest the moneys of the Association not immediately required for the said objects in; or upon such investments, securities or property as may be thought fit; subject nevertheless to such conditions (if any) as may be required by law; and
	8. Do all such other lawful things as may be necessary to the attainment of the above objects.
	9. To acquire and take over all or any part of the assets and liabilities of the present unincorporated body, known as the Irish Association of Dermatologists.
	10. To lay down the requirements and qualifications for membership of the Association and to maintain a list of members of the Association and their addresses.
4. The following are the powers of the Association:
5. To raise funds and help raise funds for the promotion of the main object of the Association.
6. To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
7. To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Association in cash or debentures or obligations of the Association, whether fully paid or otherwise, or in any other manner.
8. To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Association, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Association's holding company or a subsidiary or associated company.
9. To carry on any other business which may seem to the Association capable of being conveniently carried on in connection with the main object.
10. To purchase or otherwise acquire and carry on the whole or any part of the business; property, goodwill and assets of any company carrying on or proposing to carry on any business which the Association is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Association, or possessed of property suitable for the purposes of the Association, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
11. To promote any company for the purpose of acquiring all or any of the property or liabilities of the Association, or if undertaking any business or operations which may appear likely to assist or benefit the Association or to enhance the value of or render more profitable any property, assets or business of the Association, or for any other purpose which may be directly or indirectly calculated to benefit the Association.
12. To accumulate capital for any purposes of the Association, and to appropriate any of the Association's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.
13. To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Association's main object, and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
14. To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Association, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Association's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed, and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Association of any obligation or liability it may undertake, and to redeem or pay off any such securities.
15. To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Association, or for depreciation of works or stock, or any other purpose to advance the main object of the Association.
16. To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Association 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 an occupational pension scheme and provided that such occupational pension scheme has been operated by the Association and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the Association 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 Association and to subscribe or guarantee money for charitable objects.
17. To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Association and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Association.
18. To do all or any of the above things in any part of the world, and as principals agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the, carrying on of any operation connected with the Association's main object by any person or company.
19. To do all such other things as may be deemed incidental or conducive to the attainment of the above main object.

And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Association, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

* 1. The liability of the members is limited.
	2. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Association contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding **One Euro**.
	3. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main object of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association under or by virtue of Clause 8 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
	4. The income and property of the Association shall be applied solely towards the promotion of its main object as set forth in this Memorandum of Association. No portion of the Association'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 Association. No Director shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:
		1. reasonable and proper remuneration to any member, officer employee or servant of the Association (not being a Director) for any services rendered to the Association
		2. interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the Association to the Association.
		3. reasonable and proper rent for premises demised and let by any member of the Association (including any Director) to the Association.
		4. reasonable and proper out of pocket expenses incurred by any Director or employee in connection with attendance to any matter affecting the Association.
		5. fees, remuneration or other benefit in money's worth to any company of which a Director may be a member holding nor more than one hundredth part of the issued capital of such company.
	5. No addition, alteration or amendment shall be made to or in the provisions of this Memorandum of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.
	6. Annual audited accounts shall be kept and made available to the Revenue Commissioners.

WE, the several persons whose name and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.

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| --- |
| NAMES ADDRESSES AND DESCRIPTION OF SUBSCRIBERS |

**COMPANIES ACTS, 1963 TO 2013**

**COMPANY LIMITED BY GUARANTEE**

**AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF THE**

**IRISH ASSOCIATION OF DERMATOLOGISTS**

**(the “Association” or the “Company”)**

**(as adopted by special resolution dated 26 March 2015)**

The Regulations contained in Table C of the Companies Acts, 1963 to 2013 shall apply to the Association save in so far as they are excluded or verified hereby.

1. **DEFINITIONS**

In these Articles:

**"the Act"** means the Companies Act, 1963, as amended;

**"the Directors"** means the Directors for the time being of the Association or the Directors present at a meeting of the Board of Directors and includes any person occupying the position of Director by whatever name called;

**"Secretary"** means any person appointed to perform the duties of the Secretary of the Association;

**"the Seal"** means the Common Seal of the Association;

**"the Office"** means the registered office for the time being of the Association.

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

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

1. **MEMBERS**

The Association shall be non-political and non-sectarian in character and the following shall be eligible for membership: -

* 1. ORDINARY MEMBER

Any doctor who currently holds specialist registration in dermatology with the Irish Medical Council (MC) or General Medical Council (GMC). Any doctor with a major interest in dermatopatholgy who has a specialist registration with the MC as a specialist in morbid anatomy and histopathology or the GMC as a specialist in histopathology.

* 1. HONORARY MEMBER

Dermatologists or Members of other Specialist Societies who have made an outstanding contribution to the practice and study of dermatology, including those who are of international standing or have given life-long dedication to Irish dermatology.

* 1. TRAINEE MEMBER

Any doctor who currently holds a National Training Number in dermatology in Ireland or in the United Kingdom. A Trainee Member will automatically become an Ordinary Member on receiving the CCST and being included on the Specialist Registrar of the MC or GMC and/or being appointed to a consultant post in Ireland or in the United Kingdom.

* 1. ASSOCIATE MEMBER

Any doctor with a special interest in dermatology who works in a Dermatology Department in Ireland or in the United Kingdom under consultant supervision and who is not on the dermatology Specialist Register of the MC or GMC as long as they continue to work in the post.

* 1. OVERSEAS MEMBER

Dermatologists living or working overseas who are interested in the work of the Association.

* 1. RETIRED MEMBER

An ordinary member who retires from the full time practice of dermatology shall automatically become a Retired Member.

* 1. The rights and liabilities attaching to any Members of the Association may be varied from time to time by a Special Resolution of the Association.
	2. Ordinary and Honorary Members shall be entitled to vote at general meetings of the Association. Each Ordinary or Honorary Member shall have one vote. All other categories of members shall not be entitled to vote at general meetings but may attend.
1. **NOMINATION PROCEDURE**

3.1 Not less than three (3) months before a general meeting of the Association, any existing member may nominate a new member(s) of the Association in writing to the Secretary. Another member of the Association must second such nomination(s) and the nominee must have attended at least one of the Association's meetings in the past as either a visitor or a guest. The name of the candidate for membership, the membership category and a CV must be submitted together with a note of the grounds on which the recommendation is made. The Secretary shall send a list of nominated candidates to each member of the Association not less than one month before the general meeting at which the election of the new members is to take place. A new member must be elected if agreed by at least two-thirds of the voting members present at the general meeting

1. **GENERAL MEETINGS**
2. All general meetings of the Association shall be held on the island of Ireland.
3. Subject to clause 4.3, the Association shall in each year hold a general meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Association may hold one or more additional meetings in any year.
4. So long as the Association 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. The Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
5. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
6. The Directors may, whenever they think fit, convene an Extraordinary General Meeting Not less than 28 days notice must be given of the time, date and venue of the meeting. Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 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 voting members of the Association 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.
	1. **NOTICE OF GENERAL MEETINGS**
		1. Subject to Sections 133 and 141 of the Act, an Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 28 days’ notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and in the case of special business the general nature of that business, and shall be given in manner hereinafter mentioned, to such persons as are, under the Articles of the Association entitled to receive notices from the Association.
		2. The accidental omission to give notice of a meeting to, or the non-receipt of notices of a meeting by, any person entitled to receive the notice shall not invalidate the proceeding at that meeting.
	2. **PROCEEDINGS AT GENERAL MEETINGS**
		1. 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 accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.
		2. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten members present in person shall be a quorum.
		3. 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 Directors 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.
		4. The Chairman of the Board of Directors shall preside as Chairman at every general meeting of the Association, or he may nominate another Director to chair the meeting in his absence. If he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
		5. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
		6. 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 that the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
		7. 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

(b) by at least three members present in person or by proxy; or

(c) 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 book containing the minutes of 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 such resolution. The demand for a poll may be withdrawn.

* + 1. Except as provided in article 6.10, 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.
		2. Where there is an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
		3. 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 questions 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.
		4. Subject to Section 141 of the Act, a resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate represented by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Association 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.
		5. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in insanity, may vote, whether on a show of hands or in a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on poll. No member shall be entitled to vote at any general meeting unless all money's immediately payable by him to the Association have been paid.
		6. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered, any 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.
		7. Votes may be given either personally or by proxy.
		8. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association.
		9. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
		10. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit: -

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| --- |
| ***IRISH ASSOCIATION OF DERMATOLOGISTS*** |
| I/We, of in the County of , being a member/members of the above named Association, hereby appoint of or failing him or as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the day of 20 and any adjournment thereof. Signed this day of 20.This form is to be used\* in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit. \* Strike out whichever is not desired. |

1. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
2. A vote 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 Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
	1. **ANNUAL SUBSCRIPTIONS**

Each member shall pay an Annual Subscription to the Association. The Annual Subscription may vary as between each different class of member and shall be determined at the Annual General Meeting of the Association held the previous year on the recommendation of the Board of Directors. The Annual Subscription in respect of a year shall be due for payment on the 1st day of January of that year. A person becoming a member of the Association after the 1st day of January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to 31st day of December in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year. A member who is more than two years in arrears, and who has been duly notified thereof, shall cease to be a member of the Association.

* 1. **RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP**
		1. A member of any class may by notice in writing to the Secretary of the Association resign his membership of the Association.
		2. Membership of the Association shall automatically cease on any member's death.
		3. If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him unfit to remain a member of the Association or shall be injurious to the Association or if the Directors shall for any other good reason require that a member shall be expelled such member may by a Resolution of the Directors be expelled from membership provided that he/she shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he may think fit. Such termination must be confirmed by at least two-thirds of the voting members present at the next general meeting. The Secretary will place the recommendation on the Agenda of the next general meeting. The Board will present the reasons for termination to the members at the general meeting.

Notice under this Article shall be deemed to have been served if it is sent by post or receipted email in accordance with the provisions set out in Article 20 of these Articles whether or not it is actually received by the member intended to be served with such notice.

* 1. **DIRECTORS**

The number of Directors and the names of the first Directors shall be determined in writing by the members of the Association or a majority of them provided that the number of Directors shall not exceed ten. Every Director shall be a member of the Association.

1. **BORROWING POWERS**

The Directors may exercise all the powers of the Association 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 Association or of any third party.

1. **POWERS AND DUTIES OF DIRECTORS**
2. The business of the Association shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Association, and exercise all such powers of the Association as are not by the Act or Articles required to be exercised by the Association in general meeting subject nevertheless to the provision of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Association in general meeting, but no direction given by the Association in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction has not been given.
3. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Association for such purposes and with powers, authorities and discretion's (not exceeding those vested in or exercisable by the Directors and under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion's vested in him.
4. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
5. The Directors shall cause minutes to be made in books provided for the purpose: -
6. of all appointments of officers made by the Directors;
7. of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
8. of all resolutions and proceedings at all meetings of the Association, and the Directors and of committees of Directors.

**12 DISQUALIFICATION OF DIRECTORS**

The Office of Director shall be vacated if the Director: -

1. holds any office or place of profit under the Association; or
2. is adjudged bankrupt in the Republic of Ireland or the United Kingdom or makes any arrangement or composition with his creditors generally; or
3. becomes prohibited from being a Director by reason of any order made under Section 184 of the Act; or
4. becomes of unsound mind; or
5. resigns his office by notice in writing to the Association; or
6. ceases to be a member pursuant to Article 8; or
7. is convicted of an indictable offence unless the Directors otherwise determine; or
8. is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by section 194 of the Act.
	1. **VOTING ON CONTRACTS**

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

* 1. **ROTATION OF DIRECTORS**
		1. At the Annual General Meeting every two years one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
		2. The Directors to retire in every 2nd year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
		3. A retiring Director shall be eligible for re-election.
		4. Directors will be elected at the Annual General Meeting. The Secretary will make a written call for nominations where a vacancy is due to arise, 60 days before the proposed meeting date.
		5. Candidates for a Directorship vacancy on the Board of Directors shall be proposed and seconded by the members of the Association. The nominations, in writing, must be delivered to the Secretary at the Registered Office 40 days before the general meeting. The nominations are to be signed by 2 Members (the proposer and seconder), who are duly qualified to attend and vote at the meeting for which notice is given, and state their intention to propose such a person for election. The nomination must also include a notice in writing signed by the nominee stating their willingness to be elected.
		6. The names of candidates will be distributed to members with the documentation for the meeting not less than 28 days before the date of the meeting. In the event of there being more than one nominee for a vacancy an election by secret ballot will be held.
		7. The Association 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.
		8. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with 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 Directors who are to retire by rotation at such meeting.
		9. The Association may by ordinary resolution of which extended notice given in accordance with Section 142 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Association 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 Association.
		10. The Association may by ordinary resolution appoint another person in place of a Director removed from office under Article 12. Without prejudice to the powers of the Directors under Article 11 the Association in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become Director on the day on which the Director in whose place he is appointed was last elected a Director.
1. **PROCEEDINGS OF DIRECTORS**
2. The Directors shall meet together at least twice a year for the dispatch of business. Questions arising at any meeting shall be decided by a majority of votes. Where there is any 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 Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
3. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three Directors.
4. A Director shall be deemed to be present at a meeting of the Board of Directors if he participates by telephone or other electronic means and all Directors participating in the meeting are able to hear each other.
5. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Association, but for no other purpose.
6. The Directors shall elect a Chairman of their meetings and determine the period for which he is to hold office. In the event of voting deadlocks, the Chairman shall have the casting vote. If the Chairman is not present within fifteen minutes after the time appointed for holding a meeting, the Directors present may choose one of their number to be Chairman of the meeting.
7. The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors and shall report back to the Directors
8. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairman shall have a second or casting vote.
9. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
10. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.
11. **SECRETARY**
12. The Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
13. A provision of the Act 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 place of, the Secretary.
14. **THE SEAL**

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 Director for that purpose.

1. **ACCOUNTS**
2. The Directors shall cause proper books of accounts to be kept relating to:
3. all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
4. all sales and purchases of goods by the Association; and
5. the assets and liabilities of the Association.

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

1. The books shall be kept at the office or, subject to section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
2. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association 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 except as conferred by statute or authorised by the Directors or by the Association in general meeting.
3. The Directors shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Association such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Association.
4. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Association together with a copy of the Directors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive, them.
5. **AUDIT**

Auditors shall be appointed and their duties regulated in accordance with Section 160 to 163 of the Act.

1. **NOTICES**
2. A notice may be given by the Association to any member either personally or by sending it by post or email duly receipted to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been affected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post. Where a notice is sent by email, service of the notice shall be deemed to be effected by properly addressing and sending the notice, and to have been affected in the case of the notice of a meeting at the expiration of 24 hours after the email containing the same is sent.
3. Notice of every general meeting shall be given in any manner herein before authorised to: -
4. every member
5. every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
6. the Auditor for the time being of the Association.

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

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| NAMES ADDRESSES AND DESCRIPTION OF SUBSCRIBERS |