

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION

OF

THE IRISH INSTITUTE OF PENSIONS MANAGEMENT

(as amended by special resolution on _____ 2023)

MEMORANDUM OF ASSOCIATION

1. The name of the Company is "The Irish Institute of Pensions Management" (hereinafter called 'The Institute').

2. (A) Interpretation:

In this Memorandum the term "Pension Scheme" or "Pension Schemes" means funds, schemes and plans constituted, established or maintained by employers or by other parties (including employees), the main purpose or object whereof is the provision of pensions or lump sums and/or other retirement or related benefits for employees and/or their dependants, relatives and connections on retirement from or leaving service or death or upon the happening of some other relevant event, and includes the provision of benefits thereunder and related benefits.

(B) The primary objects for which the Institute is established are:

(a) to promote the study of Pension Scheme legislation and of the administration and management of Pension Schemes and the principles of economic and political science in relation to Pension Schemes and public finance therewith.

(b) to provide make or contribute scholarships grants and awards for the purpose of promoting the study of pension scheme legislation and of the administration and management of pension schemes and the principles of economic and political science In relation to pension schemes and public finance in connection therewith.

(C) As subsidiary and/or auxiliary objects of the attainment of such primary objects to do any of the following:

(i) To encourage increase extend disseminate and promote knowledge of and to promote conduct and support research into the law and practice relating to all things connected with or incidental to the management of pension schemes and the exchange of information ideas and advice about the management of pension schemes.

(ii) To promote, encourage, advance and co-ordinate the consideration and discussion of all questions affecting the management of Pension Schemes.

(iii) To promote in every possible way the objects of the Institute and to maintain and to protect the professional interests of persons engaged in or associated with the management of pension schemes and to provide a professional organisation of such persons.

(iv) To promote either alone or jointly with other bodies the better education and training of persons engaged in or associated with the management of Pension Schemes and to encourage persons interested in the subject to study the management of Pension Schemes and by means of examination to test the skill and knowledge of such persons and to grant diplomas, certificates or awards (with or without prior examination) to

members of the Institute and to members of such other bodies as participate in such schemes or arrangements in recognition of their special qualifications, knowledge or skill in some aspect of the management of Pension Schemes, and to confer upon the grantees of such diplomas, certificates and awards the right to use designatory words or letters after their names to indicate the grant of any such diploma, certificate or award. Provided that no diploma or certificate granted by the Institute shall contain any statement expressing or implying that it is granted by or under the authority of any Government Department or Authority.

- (v) To maintain a register of persons qualified to practise the management of Pension Schemes by admission to one of the classes of membership of the Institute, and a register of suitable appointments available to such persons and to advise in connection with the filling of such appointments.
- (vi) To adopt any lawful means conducive to the setting up and maintenance of a high standard of professional conduct amongst persons engaged in or associated with the management of Pension Schemes, to exercise professional supervision over the members of the Institute and to frame and establish rules for observance in all matters pertaining to the practice of the management of Pension Schemes.
- (vii) To provide such specialised services connected with the management of Pension Schemes as are considered to be of assistance or benefit in furthering the objects of the Institute.
- (viii) To hold conferences and meetings for the consideration and discussion of matters concerning or affecting or incidental to the management of Pension Schemes.
- (ix) To issue reports of proceedings of conferences and meetings and generally to collect, collate and publish information of assistance or benefit in furtherance of the objects of the Institute.
- (x) To make representations, collect and give evidence to the Government, Government Departments and Commissions, regulatory or supervisory bodies or any body established by law to exercise authority over the conduct of pension schemes (which term should be understood to include Personal Retirement Savings Accounts, Approved Retirement Funds, Buyout bonds, Retirement Annuity Contracts and any product which may be approved by the Revenue Commissioners under Part 30 of the Taxes (Consolidation) Act 1997, as amended) and any other bodies or organisations interested in or concerned with the management of Pension Schemes, or any matter or thing connected therewith or incidental thereto.
- (xi) To organise and finance education and training courses concerned with any of the objects of the Institute including, without limiting the generality of the foregoing seminars, study groups, discussions, courses and the reading of learned papers concerned with matters related or incidental to the management of Pension Schemes, and to pay and provide for scholarships, exhibitions, prizes and other awards.
- (xii) To establish, authorise the formation of, maintain control and manage local groups in the Republic of Ireland for the purpose of promoting the objects of the Institute and from time to time to determine the constitution, rights, privileges, obligations and duties of such groups, and if thought fit to modify and dissolve the same.
- (xiii) To prepare, edit, print, publish, issue, acquire and circulate (or to assist in the same) books, papers, periodicals, gazettes, circulars, journals,

websites and other literary undertakings and films concerned with or bearing upon any of the objects of the Institute.

- (xiv) To establish and maintain a library and collection of literature and other material (including online material) relating to all things connected with or incidental to the management of Pension Schemes and to afford facilities for the use of the same.
- (xv) To take such steps as may from time to time be necessary for the purpose of procuring contributions to the funds of the Institute.
- (xvi) To borrow or raise or secure the payment of any money that may be required by the Institute upon such terms and in such manner as may be deemed desirable and in particular by mortgaging or charging all or any part of the property rights or assets of the Institute.
- (xvii) To draw, make, accept, indorse, discount, and execute issue negotiable or transferable instruments.
- (xviii) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless 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.
- (xix) So far as the law may from time to time allow to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, erect, alter, improve and maintain any building which may be required from time to time by the Institute and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or any part of the same.
- (xx) To accept gifts of real or personal property whether subject to any special trust or not for any of the objects of the Institute.
- (xxi) To sell, let, mortgage, dispose of or otherwise deal with all or any of the property or assets of the Institute as may be thought expedient with a view to the furtherance of its objects.
- (xxii) To establish and/or undertake and execute any trusts which may lawfully be undertaken by the Institute and may be calculated to further its objects and to receive subscriptions in relation thereto and to act as trustee of any deeds constituting or establishing any trust or otherwise to act as trustee of any trust whether or not with charitable objects and whether or not constituted or established by the Institute and, in this connection, to promote or concur in the promotion of any body corporate, whether incorporated in Ireland or elsewhere, for the purpose of acting as trustee of any such trust.
- (xxiii) To establish offices for the transaction and regulation of the business of the Institute and to employ and remunerate staff and to provide such benefits on retirement from or leaving service or death (including benefits for any dependants, relatives and connections) on such terms and conditions and in such manner as the Institute may from time to time determine and to establish and support or aid the establishment and support of charitable associations, institutions, funds or trusts calculated to benefit employees or ex-employees of the Institute or the dependant relatives and associates of such persons and to grant pensions and allowances to and make payments towards the insurance of such persons.
- (xxiv) To amalgamate with any other body of pension advisers, pension managers or auditors recognised by any relevant Government minister

and Department in having objects similar to the objects of the Institute, 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 is imposed on the Institute under or by virtue of Clause 3 hereof.

- (xxv) To pay all costs, charges and expenses incurred in or about the promotion, formation, registration and establishment of the Institute.
 - (xxvi) To do all such lawful things as are incidental or conducive to the above objects or any of them.
 - (xxvii) Provided that:
 - (a) The Institute shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Institute would make it a Trade Union.
 - (b) The objects of the Institute shall not extend to the regulation of relations between workers and employers or between organisations of workers and organisations of employers.
 - (c) In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
3. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Institute. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no Member of Council of the Institute shall be appointed to any salaried office. of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Council, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any body corporate of which a Member of Council may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
4. No addition, alteration or amendment shall be made to the objects of the Institute, such that there would be non-compliance with the requirements of section 1180(1)(a) and (b) of the Companies Act 2014 (as amended or modified from time to time), as provided for in the provisions of this constitution for the time being in force unless the same shall have been previously submitted and approved by the Registrar of Companies.
5. No amendments of any kind shall be made to the provisions of clauses 3 and 8 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of clauses 3 and 8 of the memorandum of association, such that there would be non-compliance with the requirements of section 1180 and of the Companies Act 2014.
6. The liability of the members is limited.

7. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up while he is a member or within one year after he ceases being a member, for payment of the debts and liabilities of the Institute contracted before he ceases to be a member, and of costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding €126.9738.
8. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all of its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute but shall be given or transferred to another body corporate whose objects comply with 1180(1)(a) of the Companies Act 2014 and which body corporate meets the requirements of section 1180(1)(b) of the Companies Act 2014, such body corporate to be determined by the members of the Institute 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.

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ARTICLES OF ASSOCIATION

Of

THE IRISH INSTITUTE OF PENSIONS MANAGEMENT

(As amended by special resolution on _____ 2023)

1. The regulations contained in the Act shall apply to the Institute and together with the Articles hereinafter contained shall constitute the Articles of the Institute in so far as they are hereby varied or excluded.
2. In these Articles, the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS

"Act"

"Articles"

"Council"

"Fellow"

"Associate"

"Student"

"in writing"

"Institute"

"Member of Council"

"Member of the Institute"

"Month"

"Office"

MEANINGS

the Companies Act, 2014 and every statutory modification, amendment, extension or re-enactment thereof for the time being in force.

these articles of association as originally framed or as altered from time to time by special resolution.

the Members of Council collectively referred to.

a person who has been admitted to be a Fellow of the Institute under the provisions of Articles 17, 18 and 19 hereof.

a person who has been admitted to be an Associate of the Institute under the provisions of Articles 13, 14, 15 and 16 hereof.

a person who has been admitted to student membership of the Institute as provided in Articles 11 and 12 hereof.

written, printed, photographed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Irish Institute of Pensions Management.

director.

a person who is a Fellow, Associate, Ordinary Member, Trustee Member or Student as defined in these Articles or any other person who is admitted under any other category of membership as decided by Council from time to time.

calendar month.

the registered office for the time being of the Institute.

"Ordinary Member"	a person who has been admitted to be an Ordinary Member of the Institute under the provisions of Articles 7, 8, 9 and 12 hereof.
"Pension Scheme"	has the meaning given thereto in Clause 2(A) of the Memorandum of Association.
"President"	the president of the Institute appointed in accordance with Article 110.
"Profession"	the business or profession of pension advisers, pension managers and actuaries and other persons involved in the management, governance or regulation of Pension Schemes.
"Register"	the register of members of the Institute to be kept pursuant to the Act.
"Seal"	the common seal of the Institute.
"State"	the Republic of Ireland.
"Treasurer"	the treasurer of the Institute appointed in accordance with Article 112.
"Trustee Member"	a person who has been admitted to be a Trustee Member of the Institute under the provisions of Articles 7, 8 and 10 hereof.
"Vice-President"	a vice-president of the Institute appointed in accordance with Article 111.

3. The singular shall include the plural and vice versa and references to one gender includes all genders.
4. Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.
5. The Institute for the purpose of registration is declared to consist of 100 members, but the Council may register an increase in the number of members whenever it thinks fit.

Admission of Members

6. The members of the Institute shall consist of five classes, viz., (1) Fellows, (2) Associates, (3) Ordinary Members, (4) Trustee Members and (5) Students. Membership of the Institute is personal and is not open to bodies corporate, partnerships or other groups of individuals.
7. No person shall be eligible for admission as an Ordinary Member or Trustee Member unless he shall have passed such examinations of the Institute as may from time to time be prescribed and regulated by the Council.
8. The Council may from time to time prescribe other requirements for admission as an Ordinary Member or Trustee Member of the Institute. The decision of the Council on any application shall be final.
9. Any person who is elected as an Ordinary Member shall, while he remains a Member of the Institute, be entitled to describe himself as an "Ordinary Member of the Irish Institute of Pensions Management" and to use the qualifying letters "MIIPM" after his name.
10. Any person who is elected as a Trustee Member shall, while he remains a Member of the Institute be entitled to describe himself as a "Trustee Member of the Irish Institute of Pensions Management" and to use the qualifying letters "TIIPM" after his name.

11. No person shall be eligible for admission as a Student unless he holds such academic, professional or other qualifications as may be prescribed by the Council and satisfies the Council that he has made suitable arrangements to acquire, or has already acquired, an appropriate standard of training in the management of Schemes. The decision of the Council in any case as to whether an applicant has the necessary qualifications shall be final.
12. A Student of the Institute may describe himself as such but shall not be entitled to use any abbreviation of the title or any initials thereof or make use of the description on business notepaper, cards or other communications. For the avoidance of doubt, a Student who is also an Ordinary Member is entitled to the privileges of being an Ordinary Member including the use of associated initials provided that he has complied with the other requirements of these Articles as they apply to that category of membership.
13. No person shall (save as provided in Articles 14 and 15) be eligible for admission as an Associate of the Institute unless he shall have passed such examinations of the Institute as may from time to time be prescribed by the Council and shall have attained such age and achieved such experience as the Council may from time to time prescribe.
14. The Council may prescribe other qualifications which may be applicable to be held by persons seeking admission as Associates of the Institute, but the decision of the Council in any case (whether under Article 15 or this Article) as to whether an applicant has the necessary qualifications shall be final.
15. The Council may invite persons having enjoyed a minimum period of responsible experience in the management of Schemes to become Associates of the Institute. The number and qualification of such persons, and their methods of election and the terms upon which they may be elected, shall be prescribed by the Council.
16. Any person who is elected as an Associate shall, while he remains a Member of the Institute, be entitled to describe himself as an "Associate of the Irish Institute of Pensions Management" and to use the letters "AIIPM" after his name.
17. Admission of persons to be Fellows of the Institute shall be by invitation of the Council only. A Fellow shall (save as provided in Article 18) already be an Associate of the Institute and shall as such Associate have completed such number of years as the Council may prescribe to qualify him for admission as a Fellow. He shall also have, in the opinion of the Council (which shall not be open to challenge) such experience in pension scheme work as the Council may prescribe.
18. The Council may invite persons of eminence in the field of management of Schemes (not being, or being qualified to be, Associates of the Institute) to become Fellows of the Institute. The number and qualifications of such persons, and their method of election and the terms upon which they may be elected, shall be prescribed by the Council.
19. Any person who is elected as a Fellow shall, while he remains a Member of the Institute, be entitled to describe himself as a "Fellow of the Irish Institute of Pensions Management" and to use the qualifying letters "FIIPM" after his name.
20. All Members of the Institute shall have the right to attend general meetings of the Institute, but only Fellows and Associates shall have the right to vote thereat.

OTHER MEMBERSHIP PROVISIONS

21. All applications for admission to membership of the Institute shall be made in the form prescribed from time to time by the Council, and the Council shall make such arrangements as it considers appropriate for the consideration of such applications.
22. No application for membership shall be proceeded with unless the applicant fulfils the conditions prescribed by these Articles.

23. The Council shall at their discretion (subject to the Articles for the time being in force), determine as to the conditions upon which any applicant shall be admitted to membership, or they may adjourn the consideration of any application, or they may refuse to admit any applicant to membership and their decision not to admit any applicant shall be final, and it shall not be necessary for the Council to give any reason for such decision.
24. Every person shall upon becoming a Member of the Institute be entitled to a certificate of membership under the Seal in such form as the Council may from time to time approve. Such certificate shall remain the property of the Institute and shall on demand be returned to the Secretary.
25. Every person shall, upon applying for admission, sign an undertaking that he will, if admitted and so long as he is a Member of the Institute:
 - (a) duly observe the Articles and all rules and regulations of the Institute for the time being in force;
 - (b) not use any professional style or designation of membership of the Institute or designatory letters which shall be prescribed by the Council denoting membership except while a Member of the Institute; and
 - (c) co-operate, if reasonably requested to do so, with any committee duly established by the Council.
26. Every applicant for membership shall, on being notified that his application has been granted, become liable for the payment of the election or registration fee and subscription hereinafter provided, but no person shall become, or be entitled to describe himself as, a Member of the Institute or to use the designatory letters "FIIPM", "AIIPM", "MIIPM", "TIIPM" or such other designatory letters as may be prescribed by Council from time to time after his name, until he pays such election or registration fee and subscription, and if such fee and subscription be not paid within two months or such longer period as in any particular case the Council may prescribe after demand, the decision to admit such applicant shall be void.
27. Subject to the provisions of Articles 11, 29, 30 and 31 every Member of the Institute shall upon payment of his annual subscription be entitled to the renewal of his existing membership (in the appropriate class).
28. In the event of the resignation, removal, or expulsion of a Member of the Institute or where such a person ceases to be a Member of the Institute for any other cause:
 - (a) such a person shall no longer be eligible to use the designatory initials FIIPM, AIIPM, MIIPM, TIIPM or such other designatory letters as may be prescribed by Council from time to time as the case may be; and
 - (b) such a person shall deliver up to the Institute on demand their certificate of membership to be cancelled.

Resignation, Removal of Members

29. A Member of the Institute may resign from being a Member of the Institute on giving notice to the Council, but shall remain liable to pay any subscription due from him at the date of such notice. A Member of the Institute shall ipso facto cease to be a Member of the Institute in the event of his annual subscription or any other sum payable by him to the Institute being in arrears for three months from the date on which such subscriptions or other sum became payable, but shall nevertheless be liable to pay the amount of such annual subscription or other sum to the Institute, and shall be liable in all respects on the footing that his membership continues until the date when all such subscriptions and other sums are fully paid. The Council shall have power at their discretion, in special cases, to suspend the operation of this Article. In the case of a person who has ceased to be a Member of the Institute under this Article, the Council may, at their discretion, re-admit him to membership upon such conditions as they may think fit.

30. If a Member of the Institute shall become bankrupt, or shall either individually or as a partner in a firm make or agree to make an assignment for the benefit of his creditors, or shall make any arrangement or composition with his creditors or execute any similar deed or agreement, or shall take on or attempt to take the benefit of any statutory provision or arrangement with his creditors, or if he shall become of unsound mind or shall be convicted of an indictable offence (other than an offence under the Road Traffic Acts 1961-2018 which in the opinion of the Council, acting reasonably, does not merit the application of this Article 30), he shall not, nor shall his representatives or successors, have any claim upon or interest in the funds of the Institute; but this Article shall be without prejudice to the rights of the Institute to claim from such person, or his estate, any arrears of subscriptions or other sums due from him to the Institute at the time of his ceasing to be a Member of the Institute. The privileges of a Member of the Institute, as such, shall cease at his death, and shall not be transferable.

Register

31. To enable the Council to keep the Register, it shall be the duty of each Member of the Institute to furnish to the Secretary an address for inclusion therein and to notify the Secretary of any change.

Election fees

32. Every person who is admitted a Fellow shall pay, on admission, an election fee of such amount as the Council may from time to time determine.
33. Every person who is admitted an Associate shall, on admission, pay an election fee of such amount as the Council may from time to time determine.
34. Every person who is admitted as an Ordinary Member shall, on admission, pay an election fee of such amount as the Council may from time to time determine.
35. Every person who is admitted as a Trustee Member shall, on admission, pay an election fee of such amount as the Council may from time to time determine.
36. Every person who is admitted a Student shall, on admission, pay a registration fee of such amount as the Council may from time to time determine.

Reduced fees

37. (1) A Fellow, Associate, Ordinary Member or Trustee Member who is aged 65 or over, or who is under the age of 65 but, in the opinion of the Council is permanently retired and doing no significant or remunerative pensions work, shall pay a reduced annual subscription of such amount as the Council may from time to time determine, subject to the completion by such Fellow, Associate, Ordinary Member or Trustee Member while still under the age of 65 of an annual declaration to the effect that such Fellow, Associate, Ordinary Member or Trustee Member is permanently retired and doing no significant or remunerative pensions work, such declaration to be in the form determined by, and completed to the satisfaction of, the Council.
- (2) A Fellow, Associate, Ordinary Member or Trustee Member who is aged 65 or over and who, in the opinion of the Council, is permanently and fully retired may pay a single amount in commutation of future annual subscriptions, such amount to be determined in each case by the Council from time to time.
38. A former President who is under the age of 60, and who in the opinion of the Council is permanently retired and doing no significant or remunerative pensions work, shall pay a reduced annual subscription of such amount as the Council may from time to time determine, subject to the completion by such former President, while still under age 60 of an annual declaration to the effect that such former President is permanently retired and doing no significant or remunerative pensions work, such declaration to be in the form determined by, and completed to the satisfaction of, the Council.

39. A former President who is under the age of 60, and who is not, in the opinion of the Council, permanently retired and is still engaged in significant or remunerative pensions work, shall not be eligible to pay a reduced annual subscription.

Lifetime Membership

40. A former President who is aged 65 or over will automatically be granted lifetime membership of the class of membership that they then hold by the Council. No future annual subscriptions will be required from the beginning of the year in which a former President reaches age 65.
41. A former President who is over the age of 60, but under the age of 65, may apply to the Council for lifetime membership of the class of membership that they then hold. If in the opinion of the Council the applicant is permanently retired and doing no significant or remunerative pensions work, the Council may grant a former President lifetime membership of the class of membership that they then hold. No future annual subscriptions will be required from the beginning of the year after which the Council grants the former President lifetime membership under this Article 41.
42. Lifetime membership is not available to a former President, Fellow, Associate, Ordinary Member, Trustee Member or any other category of Member of the Institute that the Institute may confer, who is under the age of 60.
43. A former President of the Institute who is aged 60 or over, but under the age of 65, and who is not, in the opinion of the Council, permanently retired and is still engaged in significant or remunerative pensions work, is not eligible for lifetime membership under Article 41.
44. In exceptional circumstances, the Council may grant lifetime membership of the class of membership that they then hold to a Fellow, Associate, Ordinary Member, Trustee Member or any other category of Member of the Institute that the Institute may confer, who is aged 65 or over where, in the opinion of the Council, the Fellow, Associate, Ordinary Member, Trustee Member or any other category of Member of the Institute that the Institute may confer, has rendered substantial service to the Institute over a sustained period of time. In such exceptional circumstances it will not be a requirement that the Fellow, Associate, Ordinary Member, Trustee Member or any other category of Member of the Institute that the Institute may confer, should be permanently and fully retired. No future annual subscriptions will be required from the beginning of the year after which the Council grants the Fellow, Associate, Ordinary Member, Trustee Member or any other category of Member of the Institute that the Institute may confer, who is aged 65 or over lifetime membership under this Article 44.

Disciplinary proceedings

45. In the event of any complaint being made to the Institute against a Member of the Institute, alleging that he has been guilty of unprofessional conduct or a breach of the Articles of Association or the Code of Professional Conduct or of any act or default of such nature as to render him unfit to be a Member of the Institute, the matter shall be investigated by a committee (hereinafter referred to as the "**Disciplinary Committee**") to be appointed at the first meeting of the Council following each annual general meeting and consisting of those Members of Council as the Council may decide and (if the Council thinks fit) one or more other persons. The Member of the Institute against whom such complaint has been made shall be afforded due opportunity of explaining or answering such complaint.
46. If after investigation the Disciplinary Committee is of the opinion that disciplinary action shall be taken against the Member of the Institute, it shall have full power to admonish censure or reprimand.
47. If the Disciplinary Committee is of the opinion that the Member of the Institute is unfit to continue as a Member of the Institute it shall submit a report of the facts to the Council with recommendation that he be expelled from membership. The Council, at a meeting convened with notice of the object, and after considering such report and affording the

Member of the Institute concerned due opportunity of explaining or answering the complaint, may by a resolution passed by a majority of not less than 75% of the Members of Council present and voting order that the Member of the Institute be expelled from membership of the Institute.

48. Notice of the findings of the Disciplinary Committee or the Council (as relevant) shall be sent to the Member of the Institute in writing. The Member of the Institute shall have the right to appeal against such findings in writing addressed to the Council provided that any such appeal must be received by the Institute no later than 28 days after the date of the notice of the findings sent to him.
49. Any appeal referred to in Article 48 shall be considered either by the Council itself or by a special committee established by the Council to consider the appeal.
50. The Council may cause notice of any admonishment, censure, reprimand or expulsion under these Articles to be published in such newspapers, journals or online as the Council may select provided that the period specified in Article 48 for invoking the appeals procedure has expired without any such appeal having been received by the Institute or, in the event that an appeal has been received by the Institute within such period, the appeal has been rejected.

Subscriptions

51. Members of the Institute shall pay an annual subscription. The amount of such annual subscription shall be as the Council may from time to time determine, and may be a different amount in respect of different classes of membership and may be a reduced amount in respect of Members of the Institute over a certain age.
52. A full year's subscription shall be payable on admission, unless the day of admission be later in any year than 30th June, in which event only a half-year's subscription shall be payable.
53. Each Associate, on being admitted to membership as a Fellow, shall pay as the additional subscription due from him as a Fellow for the current year such amount as the Council may determine.
54. All subscriptions, other than fees payable on admission, shall be payable in advance on 1st January in each year, on which day the membership and financial year of the Institute shall commence. In accordance with Articles 37 to 44, a Member of the Institute may commute all future subscriptions and become a life member of such class and upon payment of such sum as the Council may determine, but Articles 29 and 30 shall continue to apply to that Member of the Institute in all respects.

General Meetings

55. The Institute shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and that so long as the Institute holds its first annual general meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.
56. It shall be competent for Members of the Institute to tender to the Council (including communicating by electronic means (as defined in section 2 of the Act) papers in writing on questions incidental to the Profession and, if the Council thinks fit, such papers may be read and discussed at an annual general meeting.
57. All general meetings other than annual general meetings shall be known as extraordinary general meetings.
58. The Council may, whenever it thinks fit, convene an extraordinary general meeting.

59. If, at any time, there are not sufficient Members of Council capable of acting to form a quorum, any Member of Council or any Fellow or Associate may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.
60. The Council shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10% of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Institute, forthwith proceed duly to convene an extraordinary general meeting of the Institute.
61. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the Office and may consist of several documents in like form each signed by one or more requisitionists.
62. If the Council does not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within two months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of three months after the requisition date.
63. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Council duly to convene a meeting shall be repaid to the requisitionists by the Institute and any sum so repaid shall be retained by the Institute out of any sums due or to become due from the Institute by way of fees or other remuneration in respect of their services to such Members of Council as were in default.
64. For the purposes of Articles 60 to 63, the Council shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.
65. A meeting convened under Articles 60 or 62 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Council.
66. Every general meeting shall be held in Dublin. In accordance with section 176(4) of the Act, a general meeting may be held in two or more venues at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.

Notice of General Meetings

67. A meeting of the Institute, other than an adjourned meeting, shall be called:
 - (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
 - (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.
68. A meeting of the Institute shall, notwithstanding that it is called by shorter notice than that specified in Article 67, be deemed to have been duly called if it is so agreed by:
 - (a) all the Members of the Institute entitled to attend and vote at the meeting; and
 - (b) unless no statutory auditors of the Institute stand appointed in consequence of the Institute availing itself of the audit exemption, the statutory auditors of the Institute.
69. Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.

70. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
71. The notice of a meeting shall specify:
- (a) the place, date and time of the meeting;
 - (b) the general nature of the business to be transacted at the meeting;
 - (c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
 - (d) with reasonable prominence a statement that:
 - (i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;
 - (ii) a proxy need not be a member;
 - (iii) the time by which the proxy must be received at the Institute's registered office or some other place within the State as is specified in the statement for that purpose.
72. 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 the meeting.
73. 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, the reports of the Council and of the auditors, the election of Members of Council in the place of those retiring, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors.

Proceedings at General Meetings

74. No business shall be transacted at any general meeting unless a quorum of Fellows or Associates is present at the time when the meeting proceeds to business. One tenth of the total number of Fellows and/or Associates present personally or by proxy, not being less than six individuals, or six Fellows or Associates or any combination thereof present personally or by proxy, shall be a quorum. Unless a quorum shall be present at an annual general meeting within half an hour after the time appointed for the meeting, the meeting shall stand adjourned for a fortnight, at the same time and place or to such other day and at such other time as the Council 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 Fellows and/or Associates present in person or by proxy shall be a quorum. At an extraordinary general meeting, unless a quorum be present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
75. At all general meetings of the Institute the President for the time being of the Council shall preside as chairperson, and in his absence a Member of Council elected by the Members of Council present shall preside as chairperson. In case none of the Members of Council shall be present or willing to take the chair, the chairperson shall be elected by the Fellows and Associates of the Institute present from among themselves.
76. The chairperson may, with the consent of 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. No notice need be given of any adjourned meeting unless it is so directed in the resolution for adjournment.

77. 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 chairperson; or
 - (b) by at least three Fellows and/or Associates present in person or by proxy; or
 - (c) by any Fellow or Associate or Fellows or Associates present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Fellows or Associates having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Institute, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

78. Except as provided in Article 80, if a poll is duly demanded it shall be taken in such manner as the chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
79. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
80. A poll demanded on the election of a chairperson, 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 chairperson 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.
81. Subject to section 193 of the Act, a resolution in writing signed by all the Fellows and Associates for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Institute 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.

Votes of Members

82. Every Fellow and Associate of the Institute shall have one vote and no other class of Member of the Institute shall be entitled to vote at any general meeting of the Institute.
83. Each of the following:
- (a) a Fellow or Associate of unsound mind;
 - (b) a Fellow or Associate who has made an enduring power of attorney;
 - (c) a Fellow or Associate in respect of whom an order has been made by any court having jurisdiction in cases of unsound mind;

may vote, whether on a show of hands or on a poll, by his or her committee, donee of an enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.

84. Any such committee, donee of an enduring power of attorney, receiver, guardian, or other person may speak and vote by proxy, whether on a show of hands or on a poll.

85. No Fellow or Associate shall be entitled to vote, either personally or by proxy, at any general meeting or upon a poll who is in arrears with any subscription or fee payable by him to the Institute.
86. No objection shall be made to the validity of any vote at the meeting or poll at which such vote shall be tendered, and every vote not disallowed at such meeting or poll shall be valid. The chairperson shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll.
87. Votes may be given either personally or by proxy.
88. A Member of the Institute entitled to attend and vote at a meeting of the Institute shall be entitled to appoint another person (whether a Member of the Institute or not) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the Member of the Institute to speak at the meeting and to vote on a show of hands and on a poll.
89. The instrument appointing a proxy (the "Instrument of Proxy") shall be in writing:
- (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
90. The Instrument of 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 registered office of the Institute or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time:
- (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll, 48 hours before the time appointed for the taking of the poll.
91. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Institute by electronic means (as defined in section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.
92. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

[Name of Company] (the "**Company**")

[Name of member] (the "**Member**") of [Address of Member] being a member of the Company 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 Company 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]

93. A vote given in accordance with the terms of an Instrument of Proxy shall be valid notwithstanding the previous death or insanity of the appointer 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 Institute at the Office before the commencement of the meeting or adjourned at which the proxy is used.

Membership of the Council

94. The Council shall consist of not less than six nor more than twelve elected Members of Council. The Members of Council shall be elected by the Institute in general meeting from amongst the Fellows, Associates and Ordinary Members of the Institute. The first Members of Council shall be appointed by the Subscribers and shall be deemed to have been so elected upon the date of incorporation of the Institute.
95. At the annual general meeting every year a third of the Members of Council who have been longest in office since their last election, or if their number is not a multiple of three the number nearest to but not exceeding one third shall retire from office, but every Member of Council so retiring shall be eligible for re-election. A retiring Member of Council shall act as a Member of Council throughout the meeting at which he retires. The President shall not retire under this Article or be taken into account for the purpose of calculating the number of Members of Council to retire.
96. As between two or more persons who have been Members of Council an equal length of time, the persons to retire shall, in default of agreement between them, be determined by lot.
97. Retiring Members of Council shall be eligible for re-election.
98. The Institute, at the meeting at which a Member of Council retires in manner aforesaid, may fill the vacated office by electing a Fellow, Associate or Ordinary Member of the Institute thereto, and in default the retiring Member of Council 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 of Council has been put to the meeting and lost.
99. A Fellow, Associate or Ordinary Member of the Institute who is not a retiring member of Council shall not, unless recommended by the Council for election, be qualified to be elected a Member of Council unless, not less than three nor more than twenty one days before the date appointed for the meeting in which the election takes place notice in writing be given to the Secretary, by four members qualified to vote of whom two shall be Fellows of the Institute of their desire to propose such person for election. A statement under the hand of the person proposed for election of his willingness to be elected a Member of Council must accompany the notice.

100. A Member of Council may at any time give notice in writing to the Council of his wish to resign from the Council, and on the acceptance of his resignation by the Council, but not before, his office shall be vacated. A Member of Council who shall resign under this Article shall not thereby be disqualified from being at any time thereafter re-elected.
101. In case any vacancy in the number of the Members of Council arises from time to time the Council may elect from amongst the Fellows, Associates or Ordinary Members to fill a vacancy but the person so appointed shall hold office only until the next annual general meeting.
102. The Institute may by ordinary resolution of which notice as hereinafter provided specifying the proposed resolution has been given, remove a Member of Council from office, notwithstanding anything in the Articles or in any agreement between the Institute and such Member of Council. Such removal shall be without prejudice to any claim such Member of Council may have for charges for breach of any contract of service between him and the Institute. The notice to be given for any such resolution shall be given in accordance with Section 146 of the Act. On such resolution being passed, such Member of Council shall cease to be a Member of Council.
103. The Institute may by ordinary resolution appoint another Fellow or Associate of the Institute in place of a Member of Council removed from office under Article 102. Without prejudice to the powers of the Council under Article 101, the Institute in general meeting may appoint any Fellow, Associate or Ordinary Member of the Institute to be a Member of Council to fill a vacancy. A person appointed in place of a Member of Council so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Member of Council or the day on which the Member of Council in whose place he is appointed was last elected a Member of Council.
104. A Member of Council shall ipso facto vacate his office if he:-
- (a) is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
 - (b) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
 - (c) the Member of Council resigns his or her office by notice in writing to the Institute in accordance with Article 100;
 - (d) the health of the Member of Council is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity
 - (e) a declaration of restriction is made in relation to the Member of Council and the Council, at any time during the currency of the declaration, resolve that his or her office be vacated;
 - (f) the Member of Council is sentenced to a term of imprisonment following conviction of an indictable offence;
 - (g) is convicted of an indictable offence unless the Council otherwise determine; or
 - (h) ceases to be a member of the Institute; or
 - (i) is absent from three consecutive meetings of the Council without leave of absence from the Council.

Duties and Powers of the Council

105. The business of the Institute shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Institute, and may exercise all such powers of the Institute as are not, by the Act or by these Articles required to be exercised by the Institute in general meeting, subject nevertheless to the provisions of the Act and of these

Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Institute in general meeting may (by special resolution) give. No such direction given by the Institute in general meeting shall invalidate any prior act of the Council which would have been valid if that direction had not been given.

106. The Council may subject to these Articles do all other things that they may consider expedient for or in relation to any of the matters aforesaid, or otherwise conducive to the interests of good management of the Institute or the promotion of its objects.
107. The Council 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 Council, to be the attorney or attorneys of the Institute for such purposes and with such powers, authorities and discretions (not exceeding those vested in the Council 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 Council may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
108. All cheques, electronic payments, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Institute, shall be signed, drawn, accepted, endorsed or otherwise executed or processed, as the case may be, by such person or persons and in such manner as the Council shall from time to time by resolution determine.

Voting on Contracts

109. A Member of Council may vote in respect of any contract in which he is interested or any matter arising thereat.

President and Vice-President

110. At the first meeting of the Council after each annual general meeting, the Members of Council then present shall choose one their number (whether the outgoing President or another Member of Council) to act as President until the next annual general meeting, and any casual vacancy in this office shall be filled up for the current year in like manner at the next meeting of the Council after the occurrence of such vacancy; special notice of such meeting and of the existence of any such vacancy shall be given to all the Members of Council. The President for any year shall be eligible for re-election for the ensuing year, provided always that no Member of Council shall be elected President more than three years in succession.
111. At the said first meeting of the Council after each annual general meeting, the Members of Council then present shall choose not more than two of their number to act as Vice-President until the next annual general meeting and any vacancy in this office or these offices shall be filled in like manner to any vacancy in the presidency herein-provided. A Vice-President for any year shall be eligible for re-election for the ensuing year, provided always that no Member of Council shall be elected a Vice-President more than five years in succession.
112. At the said first meeting of the Council after each annual general meeting, the Members of Council then present shall choose one of their number to act as Treasurer until the next annual general Meeting and any vacancy in this office shall be filled in like manner to any vacancy in the presidency herein provided. The Treasurer for any year shall be eligible for re- election for the ensuing year, provided always that no Member of Council shall be elected Treasurer more than three years in succession.
113. The Treasurer shall manage the receipt of all monies due to the Institute, together with the Institute's bankers, and sign all cheques and instruct the Institute's bankers to process all payments ordered by the Council, and keep an account of the Institute's receipts and disbursements. The Treasurer may, with the consent of the Council, delegate any of his powers or duties to such person or persons as may be thought fit, but such person or

persons shall, in the exercise of the powers or duties so delegated, conform to any regulations that may be imposed upon them or upon the Treasurer by the Council.

Proceedings of the Council

114. Meetings of the Council shall be held at such times as the Members of Council shall think fit.
115. All meetings of the Council shall be held in Dublin, or at such other place as the Council shall from time to time appoint.
116. The President or a Member of Council may, and the Secretary shall on the requisition of the President or a Member of Council, at any time summon a meeting of the Council by giving at least two days' notice to the Members of Council.
117. All acts done by any meeting of the Council, or of any committee of the Council, or by any person acting as a Member of Council shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Council, committee or person acting as aforesaid or that they or any of them were not qualified at the time of their appointment or had become disqualified, be as valid as if such Council, committee or person had been duly appointed and was qualified to act.
118. At all meetings of the Council the President shall be chairperson, and in his absence a chairperson shall be elected from among the Vice-Presidents present and in the absence of the President and all Vice-Presidents, a chairperson shall be elected from amongst those present.
119. Except as otherwise provided, every question at a meeting of the Council shall be determined by a majority of votes of the Members of Council personally present, every Member of Council having one vote; and in the case of equality of votes the chairperson shall have a casting vote.
120. The Institute shall cause minutes to be entered in books kept for that purpose:
 - (a) of all appointments of offices made by the Members of Council;
 - (b) of the names of the Members of Council present at each meeting of the Members of Council and of any committee; and
 - (c) of all resolutions and proceedings at all meetings of the Institute and, of the Members of Council and of any committee of the Members of Council.
121. The Council shall hold at least four meetings in every year. Members of Council shall be entitled to be repaid their out-of-pocket expenses incurred in consequence of their attendance at meetings of the Council, if so approved by the Council.
122. The Council may determine the quorum necessary for the transaction of business of the Council; unless otherwise determined, four Members of Council shall be a quorum.
123. The Council may delegate any of their powers to committees consisting in whole or in part of Members of Council; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Council.
124. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.
125. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

126. Committees shall as nearly as circumstances permit conduct their business in a similar manner to that adopted by meetings of the Council.
127. A Council meeting or a meeting of a committee may adjourn for such time and to such place as the Members of Council or members of the committee, as the case may be, may determine.
128. A resolution in writing signed by all the Members of Council or of the members of a committee for the time being entitled to receive notice of a meeting of the Council or of the committee, as the case may be, shall be as valid as if it had been passed at a meeting of the Council or the committee, as the case may be, duly convened and held. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Members of Council and for all purposes shall take effect from the time when it was signed by the last Member of Council.
129. A meeting of the Council or of a committee established by the Council may consist of a conference between some or all of the Members of Council or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and –
- (a) a Member of Council or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
 - (b) such a meeting shall be deemed to take place –
 - (i) where the largest group of those participating in the conference is assembled;
 - (ii) if there is no such group, where the chairperson of the meeting then is;
 - (iii) if neither sub-paragraph (i) or (ii) applies, in such location as the meeting itself decides.

Secretary

130. There shall be a Secretary of the Institute who shall be appointed by the Council, and who shall remain in office until such time as he resigns or is removed from office the Secretary shall execute the duties of his office and if he becomes bankrupt, or is guilty of misconduct prejudicial to the interests of the Institute, or proves incompetent or inefficient in the discharge of his duties, or wilfully neglects the due performance of his duties, he shall be removed from his office by the Council and his appointment terminated. On every subsequent vacancy, the Council shall appoint a successor or successors in like manner as aforesaid, and shall exercise the like powers for termination of such appointment or appointments. His remuneration shall be fixed by the Council, but no remuneration shall be paid to the Secretary if he is a Member of Council or holds any other office, in the Institute.
131. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Member of Council or the Secretary shall not be satisfied by its being done by or to the same person acting as both a Member of Council and Secretary.
132. The Secretary shall, under the control of the Council, conduct all the correspondence of the Institute, the Council and the committees, keep a correct record of their proceedings, and see that the applications for admission and recommendations accompanying same are in the form prescribed by these Articles, and that all notices required by these Articles are duly sent.

Audit

133. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

Accounts

134. The Council shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Institute's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Institute.
135. The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Council think fit, and shall at all reasonable times be open to the inspection of the officers of the Institute and by other persons entitled pursuant to the Act.
136. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Institute or any of them shall be open to the inspection of its members not being Members of Council. No Member of the Institute (not being a Member of Council) shall have any right of inspecting any financial statement or accounting record of the Institute except as conferred by statute, these Articles or authorised by the Council or by the Institute in general meeting.
137. The Council in accordance with the Act shall cause to be prepared and to be laid before the annual general meeting of the Institute the statutory financial statements of the Institute, the directors' report in relation to it and the statutory auditor's report on those financial statements and directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Institute.
138. A copy of the statutory financial statements of the Institute, the directors' report in relation to it and the statutory auditor's report on those financial statements and directors' report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under section 338(1) of the Act (as modified by section 1219 of the Act) to receive them.

Indemnity

139. Subject to the provisions of and so far as may be permitted by section 235(3) of the Act, every Member of Council, secretary and other officer (excluding statutory auditors) of the Institute shall be entitled to be indemnified by the Institute against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Institute and in which judgment 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.
140. The Council may decide to purchase and maintain insurance, at the expense of the Institute, for the benefit of any relevant Member of Council in respect of any relevant loss.

In this Article 140:

- (a) a "relevant director" means any Member of Council or former Member of Council or a director or former director of the Institute or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Institute, any associated company or any pension fund or employees' share scheme of the Institute or associated company, and

- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Seal

- 141. The Council shall provide a Seal for the purposes of the Institute. The Seal shall be kept under such custody and control and used for such purposes of the Institute and subject to such conditions as the Council may from time to time prescribe.
- 142. The Seal shall be used only by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be:
 - (a) signed by a Member of Council of it or by some other person appointed for the purpose by the Council or by a foregoing committee of them; and
 - (b) be countersigned by the Secretary or by a second Member of Council of it or by some other person appointed for the purpose by its Council or by a foregoing committee of them.

Notices

- 143. A notice required or authorised to be served on or given to a member of the Institute pursuant to a provision of the Act or these Articles shall, save where the means of serving or giving it specified in Article 143(d) is used, be in writing and may be served on or given to the member in one of the following ways:
 - (a) by delivering it to the member;
 - (b) by leaving it at the registered address of the member;
 - (c) by sending it by post in a prepaid letter to the registered address of the member;
or
 - (d) by electronic means; and

each of the members of the Institute hereby consents to the use of electronic means in the form of email to serve or give notices in relation to them and further agrees to provide the Institute with an email address to which notices may be served or given.

- 144. Any notice served or given in accordance with Article 143 shall be deemed, in the absence of any agreement to the contrary between the Institute (or, as the case may be, the officer of it) and the member, to have been served or given:
 - (a) in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
 - (b) in the case of its being left, at the time that it is left;
 - (c) in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address):
 - (d) on a Friday - 72 hours after despatch; or
 - (e) on a Saturday or Sunday - 48 hours after despatch;
 - (f) in the case of electronic means being used in relation to it, twelve hours after despatch,

but this Article is without prejudice to section 181(3) of the Act.

145. In addition to the means of service of documents set out in section 51 of the Act, a notice or other document may be served on the Institute by an officer or member of the Institute by email provided, however, that the Council have designated an email address for that purpose and notified that email address to its members and officers for the express purpose of serving notices on the Institute.

Sending statutory financial statements to members

146. Each of the members hereby agree and consent that copies of the documents referred to in section 338(2) of the Act, are to be treated, for the purposes of section 338 of the Act, as sent to a person where:

- (a) the Institute and that person have agreed to his or her having access to the documents on a website (instead of their being sent to him or her);
- (b) the documents are documents to which that agreement applies; and
- (c) that person is notified, in a manner for the time being agreed for the purpose between him or her and the Institute, of:
 - (i) the publication of the documents on a website,
 - (ii) the address of that website, and
 - (iii) the place on that website where the documents may be accessed, and how they may be accessed.

147. Documents treated in accordance with Article 146 as sent to any person are to be treated as sent to him or her not less than 21 days before the date of a meeting if, and only if:

- (a) the documents are published on the website throughout a period beginning at least 21 days before the date of the meeting and ending with the conclusion of the meeting; and
- (b) the notification given for the purposes of paragraph (c) of Article 146(c) is given not less than 21 days before the date of the meeting.

148. Any obligation by virtue of section 339(1) or (2) of the Act to furnish a person with a document may, unless the Articles provides otherwise, be complied with by using electronic communications for sending that document to such address as may for the time being be notified to the Institute by that person for that purpose.

149. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every Member of the Institute;
- (b) every person being a personal representative or the office 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
- (c) the auditor for the time being of the Institute.

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

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