

**THE COMPANIES ACT 2014**  
**COMPANY LIMITED BY GUARANTEE**  
**CONSTITUTION**

**of**

**IRISH ACADEMY OF MANAGEMENT RESEARCH AND EDUCATION**

**MEMORANDUM OF ASSOCIATION**

*Capitalised terms used in this Memorandum of Association shall have the meanings given to them in the Articles of Association.*

**1. Name**

The name of the company (the "**Company**") is "Irish Academy of Management Research and Education".

**2. Company Type**

The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

**3. Principal Object**

The principal object for which the Company is established is to advance education through the promotion of the advancement of research, knowledge and education in the field of organisation and management studies to include the promotion of inter-disciplinary research and collaboration to produce an integrated body of knowledge, to serve as an inter-disciplinary forum for those engaged in academic examination of all types of business, organisation and management studies and to further the development of education for both managers and students or organisations in the Republic of Ireland and in Northern Ireland.

**4. Subsidiary and Ancillary Objects**

The following objects are set out hereafter are exclusively subsidiary and ancillary to the principal object set out above and these objects are to be used only for the attainment of that principal object and any income generated therefrom is to be applied for the principal object only. As subsidiary objects:

- (a) To provide facilities and resources and to help maintain and finance such facilities and other resources as are conducive to the pursuit of the principal object of the company; and
- (b) To provide such services connected with the objects of the Company as are considered to be of assistance and benefit in furthering the principal object of the Company.

**5. Powers**

These are the powers of the Company which may only be carried on in furtherance of the principal object and for no other purpose:

- (a) To promote and organise co-operation in the achievement of the principal object, nationally, internationally and locally, and to that end may bring together in conference

representatives of university and other educational organisations, industry and commerce, government departments and other individuals engaged in the furtherance of the objects similar to the principal object;

- (b) To promote and carry out or assist in promoting and carrying out research, surveys and investigations and to publish results thereof;
- (c) To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, conferences, lectures, seminars, special interest groups, awards and newsletters;
- (d) To collect and disseminate information on all matters affecting the above purposes and exchange such information with other bodies having similar purposes whether in the Republic of Ireland, in Northern Ireland or elsewhere;
- (e) To cause to be written and printed, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents or films as shall further the principal objects of the Company;
- (f) To raise funds and help raise funds for any charitable purpose;
- (g) To procure contributions to the Company by way of donations or otherwise by way of personal or written appeals, public meetings or otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for its charitable purposes;
- (h) To contribute by donation, subscriptions, loan, guarantee or otherwise to any other charitable object whatsoever;
- (i) To acquire by purchase, exchange, lease, fee farm grant or otherwise, whether 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, farm, 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 members assets acquired company cash debentures obligations company whether fully paid otherwise manner;
- (j) To construct, maintain. and alter houses, buildings or works necessary or convenient for the purposes of the Company;
- (k) To take any gift of property of any nature and any devise, legacy or annuity, subscription contribution or fund, whether subject to any special trust or not, for the principal object of the Company and to apply such purpose the capital as well as the income of any such legacy, donation or fund;
- (l) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company and to apply the net proceeds of such sale or mortgage for such charitable purposes of the Company as it may think fit and in particular for all or any of the charitable purposes of the Company;
- (m) To borrow and raise money in such manner as the Company may think fit 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 Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company'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 Company of any obligation or liability it may undertake; and to redeem or pay off any such securities;
- (n) 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 Company, or all such methods, the performance of the obligations and the repayment or payment of the principal amounts and interest of any person, firm or Company on the dividends or interest of any securities, including (without prejudice to the generality of the

- foregoing) any company which is the Company's holding company or a subsidiary or associated company;
- (o) 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;
  - (p) To establish or participate in other companies whether as shareholder or member or otherwise;
  - (q) To take or otherwise acquire, and to hold, membership interests, shares and/or securities of any company or association and to sell, hold, reissue with or without guarantee, or otherwise deal with same;
  - (r) To establish and support, and to aid in establishment and support of, any other company or association formed for substantially the same principal object of the Company and to subscribe to any charitable purposes in any way connected with the principal object of the Company or which may be calculated to further its interests or any of them;
  - (s) To amalgamate with any companies, institutions, societies or associations having objects altogether similar to the principal object of the Company;
  - (t) To co-operate with other companies, institutions, societies or associations as it considers necessary and desirable;
  - (u) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, and engagements of any one or more of the companies, institutions, societies or associations with which the Company is from time to time authorised to amalgamate;
  - (v) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is from time to time authorised to amalgamate;
  - (w) 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 Company 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 Company, or possessed of property suitable for the purposes of the Company, 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 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;
  - (x) To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or if undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value, or render more profitable any property, assets or business of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
  - (y) To invest the moneys of the Company 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;
  - (z) To accumulate capital for any purposes of the Company, and appropriate any of the Company's assets to the 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 two (2) years);
  - (aa) To receive and administer and allocate grants and gifts made available to the Company for its principal object(s) (and whether not such grants or gifts are made from such public funds or otherwise) under the terms and conditions attached to such grants and gifts;
  - (bb) To collect all allocations, fees or other amounts payable for facilities and services provided by the Company;
  - (cc) To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the principal object of the Company;

- (dd) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company or association that may seem conducive to the Company's principal object, and to obtain from any such government authority or association, 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;
- (ee) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to the principal object of the Company;
- (ff) To employ, engage and retain all such officers and servants and to appoint, engage and retain or direct the appointment, engagement or retention of such educational, administrative, clerical, financial and other employees, consultants and advisers of any description as may be required for the purposes of the Company on such conditions as the Council shall from time to time determine and to make all reasonable and necessary provisions on such conditions as the Council shall from time to time determine for the payment of wages, salaries, pensions, superannuation to or on behalf of employees and their widows, widowers and other dependents;
- (gg) To grant pensions, gratuities, allowances or charitable aid, on such conditions as the Council shall from time to time determine, to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the Company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects;
- (ii) To procure the Company to be registered or recognised in any foreign country, colony, dependency or place;
- (jj) To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company;
- (kk) To do all or any of these things in any part of 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, company or association, and to contract for the carrying on of any operation connected with Company's principal object by any person, company or association;
- (ll) To promote freedom of contact and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes;
- (mm) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the principal object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests;
- (nn) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

## **6. Limitation on Objects and Powers**

- (a) The Company 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 Company would make it a trade union;
- (b) The above objects shall not be construed in any way so as to render any of the objects otherwise than exclusively charitable; and
- (c) The objects and powers contained in clauses 4 and 5 are ancillary and subsidiary to the principal objects set out in clause 3.

## **7. Limitation of Liability**

The liability of the Members is limited.

## **8. Guarantee of Members**

Every Member undertakes to contribute to the assets of the Company in the event of the Company being wound up while he or she is a member or within one year after he or she ceases to be a Member, for-

- (a) Payment of the debt and liabilities of the Company contracted before he or she ceases to be a Member, and of the costs, charges and expenses of winding up; and
  - (b) For the adjustment of the rights of the contributories among themselves,
- such amount as may be required not exceeding €1 (one euro).

## **9. Winding Up**

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members. Instead, such property shall be given or transferred to some other charitable institution or institutions having among its principal objects, objects similar to the principal objects of the Company. The institution or institutions to which the property is to be given or transferred 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 Company under and by virtue of clause 10 hereof. The Members shall select the relevant institution or institutions at or before the time of dissolution and if and so far, as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted to the Charities Regulator that will include a section that identifies and values any assets transferred along with the details of the recipients and terms of the transfer.

## **10. Prohibition on Payments to Members**

The income and property of the Company shall be applied solely towards the promotion of its principal objects as set forth in this Memorandum. No portion of the Company's income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members (unless a Member is itself a charity). No Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- (a) reasonable and proper remuneration to any Member, officer or servant of the Company (not being a Director) in return for any services rendered to the Company;

- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate ("Euribor") per annum on money lent by Directors or any Member to the Company;
- (c) reasonable and proper rent for premises demised or let by any Director or Member to the Company;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with his attendance to any matter affecting the Company;
- (e) fees, remuneration or other benefit in money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company; or,
- (f) sums to any Director or to any person with whom a Director has a personal connection (within meaning Section 2(1) and 2(2) of Charities Act) in return for services actually rendered to the Company, pursuant to an agreement entered into in compliance with Section 89 Charities Act.

**11. Approvals, alterations or amendments**

The company must ensure that the Charities Regulator has a copy of its Constitution. If it is proposed make an amendment to the Constitution which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

**12. Revenue Commissioners entitled Accounts**

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

# ARTICLES OF ASSOCIATION

## PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent herewith:

“**Academy**” means the Company.

“**Act**” means the Companies Act 2014 and any version of the Act as amended, extended or re-enacted from time to time and shall include all subordinate legislation made from time to time under the Act or any particular provision of the Act.

"**Board**" means the board of directors of the Company.

“**By-Laws**” means the by-laws of the Company from time to time.

“**Code of Conduct**” means the code of conduct of the Company as prescribed in the By-Laws from time to time.

"**Company**" means the above-named Company.

“**Council**” means the committee established by the Board as per Article 105

“**Council Members**” means the members for the time being of the Council.

“**Directors**” means the members for the time being of the board of directors of the Company and “**Director**” shall be construed accordingly.

“**Non-Officer Directors**” means those Directors who are not Officers, and a “**Non-Officer Director**” means any one of them.

“**Officers**” means any Director who is also one of the Chairperson, the Vice Chairperson, the Academy Secretary, the Treasurer and the Membership Officer and such other officers as may be prescribed by the Company in a general meeting from time to time and “**Officer**” means any one of them.

"**Seal**" means the common seal of the Company.

"**Secretary**" means any person appointed to perform the duties of the Secretary of the Company.

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

2. The regulations contained herein constitute the entire regulations of the Company and the “optional provisions” (as that term is defined in Section 1177 of the Act) do not apply to the Company.

## **MEMBERS**

3. For the purposes of registration, the number of members of the Company is taken to be not less than 10 member [Ten] [but the Directors may from time to time register an increase of members as may be the case on a year-to-year basis].
4. The members of the Company shall be (i) the subscribers to the Memorandum of Association and (ii) such other persons as the Company shall from time to time admit to membership and as shall sign a written consent to become a member.

## **IAM AFFILIATED INSTITUTIONS**

5. The Directors may invite certain institutions, educational institutions, research groups or networks which are actively involved in the areas of commerce, business, management and social science, interested in contributing to the realisation of the objectives and goals of the Company, to become IAM Affiliated Institutions. IAM Affiliated Institutions shall not become Members of the Company and shall have no voting rights.
6. The Directors may admit to membership individuals, including but not limited to officials, faculty, teaching staff, researchers, fellows, students, employees or volunteers affiliated with an IAM Affiliated Institution and who apply for such admittance as Individuals.

## **ANNUAL SUBSCRIPTION**

7. The Board shall be entitled from time to time to determine any annual subscription fee to be payable by any member of the Academy. Such subscription fees shall be payable in advance on the first day of January in each year. A person becoming a member of the Academy after the first day of January in any year may be required by the Board to pay the entire annual subscription fee in respect of that year and same shall be paid and accepted in full without setoff or redte in the event of the member ceasing membership prior to the end of that subscribed year.
8. Subscription fees for membership renewals must be paid at least two weeks in advance of the date of the next annual general meeting in order for the member to be eligible to attend the meeting. Subscription fees may not be paid on the day on which the relevant annual general meeting is held.

## **ADMISSION OR REMOVAL OF MEMBERS**

9. Subject to and without prejudice to the provisions of these Articles, the Company may from time to time make By-Laws regulating the mode of admission or removal of members of the Company. No By-Laws shall be repugnant to the Constitution or amount to such an addition or alteration of these Articles as could only legally be effected by special resolution of the Company passed in accordance with the Act.

10. Membership of the Company shall be conferred by the Board in accordance with the terms of Articles 3 to 9 [and in such manner as prescribed in the By-Laws, if any].
11. Membership of the Company is not transferable and shall cease:-
  - (a) on the member's death;
  - (b) if the member is convicted of an indictable offence, unless the Board otherwise determines;
  - (c) if the member resigns by serving notice in writing to the Secretary of the Company at its registered office; or
  - (d) if the Board, in its sole discretion, where it has been brought to the attention of the Board that the member has been accused of conduct which brings the company into disrepute or renders the Member unfit to be a Member, resolves, following a review of the member's conduct in a case, to terminate the member's membership, provided that:
    - (i) at least 21 days' notice of the proposed resolution to terminate the membership and of the matters giving rise to the proposed resolution have been given to the member concerned;
    - (ii) the member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Board at which such resolution is to be proposed; and
    - (iii) not fewer than two-thirds of the total number of Directors in office at the time of the vote, vote in favour of the resolution.
  - (e) Without prejudice to Article 11(d), the Board shall not exercise its powers to terminate the membership of any Member solely by reason of that Member exercising their academic freedom of speech or by reason of a difference of opinion arising between that Member and another Member.

## **BY-LAWS**

12. The Board shall have power to make, vary, suspend or rescind such and so many By-Laws, rules, orders or regulations such as shall bind the members from time to time and such as to it shall seem necessary, convenient and proper for the regulation and good government of the Company and of the members and officers thereof, and generally for the proper management of the affairs of the Company; provided always that the Board notifies the members of the enactment of any new By-Laws and the alteration of any existing By-Laws from time to time and that no By-Law, rule, order or regulation of the Company shall amount to such alteration of or addition to this Constitution as could only legally be made by a special resolution of the Members, but subject to this restriction the Board shall be at liberty from time to time to make new By-Laws, rules, orders or regulations in such manner as it shall deem expedient.

## GENERAL MEETINGS

13. The Company 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 Board 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 Company holds its first annual general meeting within 18 months of the date of incorporation, it need not hold it in the year of its incorporation.
14. The business of the annual general meeting shall include:
  - (a) receiving the accounts of the Company for the previous year;
  - (b) receiving the Board's report on the Company's activities since the previous annual general meeting;
  - (c) accepting the retirement of those Directors wishing to retire; and
  - (d) election of new Directors and Council members .
15. All general meetings other than annual general meetings shall be known as extraordinary general meetings.
16. The Board may, whenever it thinks fit, convene an extraordinary general meeting.
17. All Members and all Directors shall be entitled to attend any general meeting of the Company.
18. The Board shall, on the requisition of, whichever is greater, 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, forthwith proceed duly to convene an extraordinary general meeting of the Company.
19. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
20. If the Board 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.
21. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to convene a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.

22. For the purposes of Articles 19 to 22, the Board 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.
23. A meeting convened under Article 19 or 21 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board.
24. The chairperson of the Board shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if they are 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 chairperson of the meeting.
25. If at any meeting no Director is willing to act as chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
26. The chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
27. 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 otherwise provided, six (6) Members present in person shall be in quorum.
28. Unless a poll is demanded in accordance with Article 49, at any general meeting:
29.
  - (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
  - (b) 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 the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
30. 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.

### **NOTICE OF GENERAL MEETINGS**

31. A meeting of the Company, 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.
- 32. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 30, be deemed to have been duly called if it is so agreed by:
  - (a) all the members entitled to attend and vote at the meeting; and
  - (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.
- 33. 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.
- 34. 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 or ordinary resolution being proposed, the text or substance of that proposed special resolution shall be included with reasonable prominence. For example: The wording below is for a special resolution of the organisation to change, alter, adopt or otherwise amend the rules, constitution or decision-making facilities of the organisation.
- 35. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
  - (a) every member entitled to attend and vote at the meeting; and
  - (b) every Director.
- 36. 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.

### **VOTES OF MEMBERS**

- 37. Where a matter is being decided (whether on a show of hands or on a poll), every Member present in person shall have one vote.
- 38. No objection shall be raised to the qualification of any voter except at the meeting or

adjourned meetings at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

39. Votes may only be given personally and may not be given by proxy. 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.

### **VOTING ON A POLL**

40. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).

41. A demand for a poll may be made by:

- (a) the chairperson of the meeting;
- (b) at least two members present in person;
- (c) any member or members present in person and representing not less than 10% of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.

42. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 51, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.

43. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.

44. 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 on which a poll is demanded may be proceeded with pending the taking of the poll.

45. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member entitled to more than one vote need not, if they:

- (a) use all their votes; or
- (b) cast all the votes they use in the same way.

### **THE OFFICERS**

46. The Officers shall consist of:

- (a) the Chairperson of the Academy;
- (b) the Vice-Chairperson of the Academy;
- (c) the Academy Secretary;
- (d) the Treasurer; and
- (e) the Membership Officer,

and such other officers as may be hereafter prescribed by the Company in general meetings from time to time.

### **BOARD OF DIRECTORS**

- 47. The number of the Directors shall be not less than three (3) but shall not be more than thirteen (13).
- 48. The Board shall consist of:
  - (a) the Officers; and
  - (b) any Non-Officer Directors appointed from time to time.
- 49. No Director shall receive any remuneration or other benefit in money or money's worth from the Company, but nothing shall prevent any payment in good faith by the Company of reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company.
- 50. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised by the Company 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 Company in general meeting may (by special resolution) give. No such direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
- 51. Without prejudice to the generality of Article 59 above, Article 59 operates to enable, subject to a limitation (if any) arising under any of the terms of Article 59, the Directors of the Company to exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof.
- 52. Without prejudice to Section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

53. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare in writing the nature of their interest at a meeting of the Directors in accordance with Section 231 of the Act. A Director shall not be entitled to vote in respect of any such contract or proposed contract in which they are interested and if they shall do, their vote shall not be counted, and they shall not be taken into account in ascertaining whether a quorum is present.
54. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company 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.
55. The Company shall cause minutes to be entered in books kept for the purpose:-
- (a) of all appointments of Officers made by the Directors;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (c) of all resolutions and proceedings at all meetings of the Company and, of the Directors and of committees of the Directors.
56. At least two weeks prior to any such Board meeting, the minutes of the preceding meeting shall be circulated to each Director. At each meeting of the Board, the chairperson shall submit the minutes of the preceding minutes to the attendees to agree that they represent a true and accurate account and request that they be proposed, seconded and signed. The Academy Chairperson shall be responsible for communicating with external bodies. If for any reason the Academy Chairperson is unavailable, the Vice- Academy Chairperson will assume this responsibility until such a time as the Academy Chairperson is able to resume it.
57. Directors shall be required to perform specific duties as may be reasonably required including but not limited to any or all of the following:
- (a) standing for election as an Officer of the Company;
  - (b) becoming an active member of the Council, a sub-committee or steering committee of the Company; and
  - (c) taking on such other role as may be requested of the Director by the Board from time to time.
58. Non-Officer Directors shall be required, at some stage during their term of office, to occupy a specific role such as that of member of a sub-committee or special interest group as a representative of the Board, or such other role as specified by the Board from time to time.
59. In the event that there are fewer than five (5) Directors, an individual Director may

occupy more than one of the Officer positions until such a time as the number of Directors exceeds four (4).

60. Directors shall be required to attend meetings of the Board, which shall be held in the State at such time or times and in such manner as may be prescribed [by the By-Laws or] elsewhere in these Articles.

### **THE ELECTION OF THE BOARD**

61. Expressions of interest for the nomination of Non-Officer Directors, if any, should be sought from among the Members not more than four months and not less than two months prior to the annual general meeting at which the vacancy is due to arise. The Members shall endeavour to ensure that the composition of the Board is reflective of the Company's integrated membership when considering expressions of interest.
62. In order to be eligible to stand for election, any Member who has submitted an expression of interest in being nominated for a role as a Non-Officer Director must:
- (a) be a Member;
  - (b) is agreeable to their nomination;
  - (c) be nominated by one proposer and one seconder, both of whom are Members at the annual general meeting at which the election is to take place.
63. The Board and Council shall be consulted for the nominations of individuals for the office of Vice Academy Chairperson not more than four months and not less than two months prior to the annual general meeting at which the vacancy is due to arise.
64. An individual is eligible to be elected for the office of Vice Academy Chairperson if they:
- (a) has served as a Director for at least two consecutive years immediately prior to the election.;
  - (b) is agreeable to their nomination;
  - (c) has been nominated by one proposer and two seconders, all of whom are Members and one of whom is a current Director.
65. In the event that there is more than one nominee for the office of Vice Academy Chairperson, each nominee shall be required to submit a brief statement, consisting of not more than 250 words, in support of their candidacy and a recent photograph.
66. The Board and Council shall be consulted for the nominations of individuals for the offices of the Secretary and the Treasurer not more than four months and not less than two months prior to the annual general meeting at which the vacancies are due to arise.
67. An individual is eligible to be elected for the offices of either the Secretary or the Treasurer if:

- (a) they are an existing Member;
  - (b) is agreeable to their nomination;
  - (c) has been nominated by one proposer who is a current Director and two seconders, one of whom is a current Director and the other of whom is a Member.
68. In the event that there is more than one nominee for either of the offices of the Academy Secretary or the Treasurer, each nominee shall be required to submit a brief statement, consisting of not more than 250 words, in support of their candidacy and a recent photograph.
69. For the avoidance of doubt, only Members are entitled to vote at elections of the Officers and Non-Officer Directors.
70. A ballot will be conducted at an annual general meeting in respect of the elections of Officers and Non-Officer Directors only in the event that the number of nominees exceeds the number of vacant positions. The ballot paper shall list the names of the candidates alongside the corresponding position for which they have been nominated and the names of their proposers and seconders.
71. The Secretary shall be responsible for counting the ballot votes and announcing the results to all members of the Company. The Secretary shall also be responsible for recording them in the minutes of the annual general meeting at which the election was held.
72. The candidates with the highest number of votes shall be elected for the positions. In the case of candidates obtaining an equal number of votes, the decision will be made by a majority vote of the Board and Council. In the case of candidates obtaining an equal number of votes following a vote of the Board and Council, the Academy Chairperson will have a casting vote.

### **ROTATION OF DIRECTORS**

73. All newly elected Directors shall commence their terms of office immediately upon the conclusion of the annual general meeting at which they are elected, [subject to their having executed both a confidentiality form and a conflict of interest form in the manner prescribed in the By-Laws from time to time].
74. A retiring Director shall not be eligible for re-election except in the circumstances provided in these Articles.
75. The Academy Chairperson shall hold office for a term of three years. Upon the expiry of their term of office, the Academy Chairperson succeeds the outgoing Past Academy Chairperson in their office.
76. The Vice Academy Chairperson shall hold office for a period of three years. Upon the

expiry of their term of office, the Vice Academy Chairperson succeeds the Academy Chairperson in their office.

77. The Academy Secretary and the Treasurer shall each hold office for a term of three years and shall be eligible for re-election for one further term of three years only.
78. Except where specified otherwise in these Articles, in the event that insufficient nominations are received for eligible candidates to fill the vacancies in the Officer positions, the current office holders of those relevant Officer positions may continue to hold office for a further term of one year only, upon the expiry of which nominations for the relevant Officer positions shall again be sought.
79. The term of office of Non-Officer Directors shall be for a period of three years. A retiring Non-Officer Director shall be eligible for re-election.
80. Except where specified in these Articles, in the event that insufficient nominations are received for eligible candidates to fill the vacancies in the Non-Officer Director positions, the retiring Non-Officer Director shall, if offering himself or herself for re-election, be deemed to have been re-elected.
81. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 146 of the Act remove any Director before the expiration of their period of office, notwithstanding anything in these Articles or in any agreement between the Company 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 Company.
82. The Company may, by ordinary resolution, appoint another person in place of a Director removed from office under Article 91. The Company in a general meeting may appoint any person to be to be a Director, either to fill a casual vacancy or as an additional Director.
83. The office of Director shall be vacated if:
  - (a) the Director resigns their office by notice in writing to the Company;
  - (b) the health of the Director is such that they can no longer be reasonably regarded as possessing an adequate decision making capacity;
  - (c) the Director is adjudged insolvent or bankrupt (in any jurisdiction) or becomes or is deemed to be subject to a disqualification order under the Act;
  - (d) the Director is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction;
  - (e) the Director becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act.
  - (f) a declaration of restriction is made in relation to the Director;
  - (g) the Director is convicted of an indictable offence, unless the Board otherwise

determines;

- (h) the Director is for more than six (6) months absent without the permission of the Directors, from meetings of the Directors held during that period;
- (i) the Director fails to attend three (3) consecutive Board meetings, unless the Board otherwise determines;
- (j) the Director resigns their office by spoken declaration at any Board meeting and such resignation is accepted by resolution of that meeting in which case such resignation shall take effect at the conclusion of that meeting unless otherwise resolved;
- (k) the Director, also being an Officer of the Company, ceases to hold that office;
- (l) the Director is removed from office by a resolution of the Board acting in good faith (at which meeting the Director concerned shall not have a vote) provided the Director concerned has been given a reasonable opportunity to make representations and/or to attend or be represented at the meeting of the Board at which such resolution is proposed (any such removal being deemed to be an act of the Company);

#### **PROCEEDINGS OF THE BOARD OF DIRECTORS**

- 84. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the chairperson of the Board shall have a second or casting vote.
- 85. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors, provided that at least seven (7) days' notice in writing or via email has been given to every Director accompanied by an agenda specifying in reasonable detail the business to be transacted at the meeting together with relevant board papers, subject to Article 96 below.
- 86. A meeting of the Board shall, notwithstanding that it is called by shorter notice than that specified in Article 92 above, be deemed to have been duly called if it is so agreed by all the Directors.
- 87. All meetings of the Board shall be held in the State.
- 88. 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 (3).
- 89. 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 these Articles 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 company but for no other purpose.

90. The Academy Chairperson shall preside as chairperson at meetings of the Directors or if they are not present within 15 minutes after the time appointed for holding it or is unwilling to act, the Vice Academy Chairperson shall preside as chairperson of the meeting or if they are not present within 15 minutes after the time appointed for holding it or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.
91. The Directors may delegate any of its powers to committees consisting of such member or members of the Directors and such other persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.
92. The Directors may appoint the chairperson of any committee; if no such chairperson is elected, or if at any meeting of a committee the chairperson is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
93. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
94. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.
95. A resolution in writing, signed by all the Directors (including via electronic transmission) for the time being entitled to receive notice of a meeting of the Board, shall be as valid as if it had been passed at a meeting of the Board 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 Directors and for all purposes shall take effect from the time when it was signed by the last Director.
96. A meeting of the Directors or of a committee established by the Directors may consist of a conference between some or all of the Directors 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 Director 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, provided always that the location in which the meeting is deemed to have taken place is within the State.

### **POWERS OF ATTORNEY**

97. The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

### **SECRETARY**

98. 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.

### **COMMITTEES**

#### **99. Establishment and Regulation of Committees**

- (a) The Directors may establish one or more committees consisting in whole or part of members of the Board and/or The Executive Committee, as they think fit for such purposes, and with such functions and comprising such persons as the Directors shall determine and, without prejudice to section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees.
- (b) Any committee formed by the Directors shall, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Directors.
- (c) All committees established by the Directors shall be responsible to and report to the Directors.

#### **100. Proceedings of Committees**

- (a) A committee may elect a chairperson of its meetings from among their number.
- (b) A committee may meet and adjourn as it thinks proper.
- (c) Questions arising at any meeting of a committee of Directors shall be determined by a majority of votes of the members of the committee present, and where there is an equality of votes, the chairperson shall have a second or casting vote.

## **THE COUNCIL**

### **101. Establishment of The Council**

- (a) The Directors, in accordance with Article 104, shall establish an executive committee, to be known as The Council, to assist with the day-to-day management of the Company.
- (b) The Council will report to the Board on a quarterly basis and to the Members at the annual general meeting.

### **102. Composition of The Council**

The Council shall consist in whole or part of the Officers of the Board, being;

- (a) the Chairperson of the Academy;
- (b) the Vice-Chairperson of the Academy;
- (c) the Academy Secretary;
- (d) the Treasurer; and
- (e) the Membership Officer,

and such other persons they think fit for such purposes, and with such functions and comprising such persons as nominated by the Members at AGM.

### **103. Election of The Council**

- (a) Expressions of interest for the nomination of Council Members, if any, should be sought from among the Members not more than four months and not less than two months prior to the annual general meeting. The Members shall endeavour to ensure that the composition of the Council is reflective of the Company's integrated membership when considering expressions of interest.
- (b) In order to be eligible to stand for election to the Council, any Member who has submitted an expression of interest in being nominated for a role as a Council Member must:
  - (i) be an existing Member;
  - (ii) be agreeable to their nomination;
  - (iii) be nominated by one proposer and one seconder, both of whom are Members at the annual general meeting at which the election is to take place.

The Board and Council shall be consulted for the nominations of individuals to the Council not more than four months and not less than two months prior to the annual general meeting at which the vacancy is due to arise.

104. **Proceedings of The Council**

- (a) the Council may elect a chairperson of its meetings from among their number.
- (b) the Council may meet and adjourn as it thinks proper.
- (c) questions arising at any meeting of the Council shall be determined by a majority of votes of the members of the Council present, and where there is an equality of votes, the chairperson shall have a second or casting vote.

105. **Quorum for Council Meetings**

- (a) Save as herein otherwise provided, three (3) Council Members present in person shall be a quorum.
- (b) No business shall be transacted at any general meeting unless a quorum of Council Members is present at the time when the meeting proceeds to business.
- (c) If within half an hour after the time appointed for the general meeting a quorum is not present, the meeting shall be dissolved and 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 Council Members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Council Members present shall be a quorum.

**SEAL**

111. 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:
- a. signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and
  - b. be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

**ACCOUNTS**

112. The Directors 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 Company'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 Company.
113. The accounting records shall be kept at the registered office or, subject to Section 283

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 Officers of the Company and by other persons entitled pursuant to the Act.

114. 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 financial statements and accounting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.
115. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company (if a statutory auditor has been appointed pursuant to Article 115), the Directors' report in relation to it and the statutory auditor's report (if such auditor has been appointed) 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 Company.
116. A copy of the statutory financial statements of the Company (if a statutory auditor has been appointed pursuant to Article 117), the Directors' report in relation to it and that statutory auditor's report (if such auditor has been appointed) on those financial statements and Directors' report shall, not less than twenty-one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

#### **AUDITORS**

117. Independent auditors may be appointed and if so, appointed their duties shall be regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

#### **NOTICES**

118. A notice may be given by the Company to any member either personally or by sending it by post or electronic means (as defined in Section 2(1) of the Act) to the member at his or her registered address or registered email address (or, if not so registered, then to the address or email address of the member last known to the Company).
119. Any notice served or given in accordance with Article 118 above shall be deemed, in the absence of any agreement to the contrary between the Company 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)-

- i. on a Friday – 72 hours after despatch; or
- ii. on a Saturday or Sunday – 48 hours after despatch.

(d) in the case of electronic means being used in relation to it, 12 hours after despatch.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this constitution.

Dated this 28 day of December 2025