

COMPANIES ACTS, 1963 TO 2013

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

SENIOR CIVIL SERVICE ASSOCIATION

1. The name of the company (hereinafter called "the Association") is Senior Civil Service Association.
2. Reference in this Memorandum to "members" or "membership" shall include reference to "associate members" or "associate membership", as the case may be, unless the contrary intention is indicated.
3. The main objects for which the Association is established are:
 - (a) To provide opportunities for established Irish civil servants (and their retired counterparts) at the grade of Assistant Secretary, and at equivalent and higher grades, in government departments and offices to meet, including to meet by way of social gathering, to exchange information and to discuss issues of common interest or concern and generally to act in furtherance of the benevolent and mutual benefit of the membership of the Association.
 - (b) To develop a collective voice on issues of common interest or concern to members of the Association.
 - (c) To represent in any forum the interests of the members of the Association in regard to issues of common interest or concern including, but not exclusively, matters relating to remuneration, superannuation arrangements and any other term or condition of employment which the Association deems relevant.
 - (d) To engage in discussion and dialogue on behalf of members with any third party, including representatives of the government and of management of the civil service in furtherance of these objectives.
 - (e) To provide an opportunity for mutual support and sharing of experience.
 - (f) To promote and enhance innovation, leadership and reform in the public service.

- (g) To foster better communication, enhanced networking and mutually beneficial cooperation among members of the Association.
- (h) To collect and analyse data of interest or concern to members of the Association or to arrange therefor.
- (i) To promote research into issues of common interest or concern and to pursue the benevolent purposes and interests of the members.
- (j) To raise awareness of developments in the public sector or in other fields which are of relevance to the work of members of the Association.
- (k) To foster links and promote cooperation and exchange of experience with equivalent bodies representing the interests of senior managers within the civil and public services in Ireland, Northern Ireland and elsewhere.
- (l) To enhance public understanding of the role of members of the Association, and of the public service generally.
- (m) To make public comment or to engage in public debate in whatever manner the Association deems appropriate in furtherance of these objectives.
- (n) To enter into any arrangement with a third party for the provision of services of whatever nature to members on terms and conditions that are adjudged by the Board to be beneficial to the interests of members.
- (o) To purchase, take on lease or in exchange, hire or otherwise acquire any premises to be used as a college, library, offices or lecture room, or any other property real personal which may be deemed necessary or convenient for any of the main objects of the Association.
- (p) To take any gift of property, whether subject to any special trust or not, for any one or more of the main objects of the Association.
- (q) To take such steps in person or by written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of acquiring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (r) To create, publish, commission or otherwise acquire any newspapers, periodicals, journals, books, examination papers, circulars or leaflets that the Association may think desirable for the purpose of any of its main objects.
- (s) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association as may be deemed expedient with a view to the promotion of its main objects.

- (t) To borrow and raise money for the purposes of the Association in such manner as the Association may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge or lien upon the whole or any part of the Association's property or assets whether present or future.
- (u) To draw, accept and make, and to endorse, execute and issue, bills of exchange, promissory notes and other negotiable instruments.
- (v) To invest any monies of the Association not immediately required for any of its main objects in such manner as may from time to time be determined by the Board.
- (w) To undertake and execute any trusts which may seem directly or indirectly conducive to any of the main objects of the Association.
- (x) To establish and support, and to aid in the establishment and support of, any other association formed for the main objects of the Association, provided that any such association shall be precluded by its constitution from distributing its income and property amongst its members to an extent at least as great as is imposed upon the Association by this Memorandum.
- (y) To purchase or otherwise acquire and undertake all or any part which may be lawfully acquired and undertaken by the Association of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies and associations with which this Association is authorised to amalgamate.
- (z) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in, or securities of any other company having the main objects of the Association or carrying on any business capable of being carried on so as, directly or indirectly, to benefit this Association.
- (aa) To engage and pay any person, whether on a full or part-time basis, and whether as a consultant or employee, to supervise and/or advise, organise or howsoever carry on the work or works of the Association.
- (bb) To apply the whole or any part of the property vested in the Association, whether capital or income, in or towards payment of the expenses of the Association or towards any or all of the purposes aforesaid
- (cc) To do all such other lawful things as are incidental or conducive to the attainment of the main objects of the Association.

INCOME AND PROPERTY

4. The income and property of the Association shall be applied solely towards the promotion of its main objects as set forth in this Memorandum of Association. No portion of the Association's income and property shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association. No Director appointed to any elected office of the Association shall be paid any salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

However, nothing herein shall prevent any payment, in good faith by the Association of:

- (a) Reasonable and proper remuneration to any member, officer or servant of the Association (not being a director) for any services rendered to the Association;
- (b) Interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the Association to the Association;
- (c) Reasonable and proper rent for premises demised or let by any member of the Association (including any Director) to the Association;
- (d) Reasonable and proper out-of-pocket expenses incurred by any Director in connection with attendance to any matter affecting the Association; and
- (e) Fees, remuneration or other benefit in money or money's worth to any company of which a director may be a member holding not more than one-hundredth part of the issued capital of such company.

5. The liability of members is limited to the sum of one euro (€1.00).
6. Every full member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of debts and liabilities of the Association contracted before he ceased to be a member, and other costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one euro (€1.00).

WINDING UP

7. If, upon the winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 3 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if so far as effect cannot be given to such provisions, then to some charitable object.
8. The third and sixth paragraphs of this Memorandum contain conditions to which a licence granted in pursuance of Section 24 of the Companies Act 1963 (as amended) is subject.

ADDITIONS, ALTERATIONS OR AMENDMENTS

9. No addition, alteration or amendments shall be made to clauses 3 or 6 of the Memorandum of Association for the time being in force unless the same shall have been previously submitted to, and approved by, the Registrar of Companies.

KEEPING ACCOUNTS

10. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request. Such accounts shall be on an income and expenditure basis and shall, inter alia, record the annual surpluses if any of the Association after all expenses.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Colm O'Floinn
28 Hillside
Dalkey
Co Dublin
Civil Servant

Michael Flahive
2 Maretimo Road
Blackrock
Co Dublin
Civil Servant

Peter Baldwin
174 Temple Court
North Wood
Santry
Dublin 9
Civil Servant

Gerry Howard
111 Ballyboden Road
Rathfarnham
Dublin 14
Civil Servant

Kevin Smyth
35 Balally Road
Dundrum
Dublin 16
Civil Servant

Raymond O'Leary
38 Southdene
Monkstown Valley
Monkstown
Co Dublin
Civil Servant

Gerard Donnelly
20 Philipsburgh Terrace
Marino
Dublin 3
Retired Civil Servant

COMPANIES ACT, 1963 TO 2013

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

ARTICLES OF ASSOCIATION

OF

SENIOR CIVIL SERVICE ASSOCIATION

PRELIMINARY

The Regulations contained in Table C of the Companies Acts, 1963 to 2009 shall apply to the Company save in so far as they are excluded or varied hereby.

1. DEFINITIONS.

In these Articles:

“The 1963 Act” means the Companies Act, 1963;

“The 1990 Act” means the Companies Act, 1990;

“The Acts” means the Companies Acts, 1963 to 2013;

“AASHG” means the prior unincorporated Association of Assistant Secretaries & Higher Grades;

“Address” includes any number or address used for the purposes of communication by way of electronic mail or other electronic communication;

“Advanced electronic signature” means an electronic signature

- (i) uniquely linked to the signatory and capable of identifying the signatory; and
- (ii) created using means that are capable of being maintained by the signatory under his, her, or its sole control and linked to the data to which it relates in such a manner that any subsequent change of the data is detectable;

“Associate Member” means any person meeting the criteria specified in Article 3.3 and who applies to become and is accepted, or otherwise admitted, as an associate member of the Association;

“These Articles” means these Articles of Association as originally framed or as are from time to time altered by special resolution and reference to an “Article” will be construed accordingly;

“The Association” means the company whose name appears in the heading to these Articles;

“The Board” means the Board of Directors of the Association from time to time and includes any person occupying the position of Director by whatever name called;

“The Directors” means the Directors for the time being of the Company, or the Directors present at a meeting of the Board of Directors, and includes any person occupying the position of Director by whatever name called;

“Electronic communication” means the information communicated and intended to be communicated to a person or public body, other than its originator, that is generated, communicated, processed, sent, received, recorded, stored or displayed by electronic means or in electronic form, but does not include information communicated in the form of speech unless the speech is processed at its destination by an automatic voice recognition system; and any reference in this definition or in these articles to “information”, “public body”, “originator”, “electronic”, and “person” shall have the same meaning as in Section 2 of the Electronic Commerce act, 2000;

“Electronic Signature” means data in electronic form attached to, incorporated in, or logically associated with other electronic data and which serves as a method of authenticating the purported originator, and includes an advanced electronic signature;

“Member” means any person meeting the criteria specified in Article 3.2 and who applies to become and is accepted, or otherwise admitted, as a full member of the Association and any reference in these Articles to “member” or “members” shall be a reference to those holding full membership unless a contrary intention is clearly stated ;

“Secretary” means any person appointed to perform the duties of the Secretary of the Company;

“The Seal” means the Common Seal of the Association;

“The office” means the registered office for the time being of the Association.

2. INTERPRETATION

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

2.2 Subject to Article 20.3, expressions in these Articles referring to the execution or signing of any document shall include any mode of execution whether under seal, under hand or any electronic signatures, where the use of such has been approved by the Directors and has been consented to in accordance with, and otherwise complies with, the Electronic Commerce Act 2000.

2.3 Unless the contrary intention appears, words or expressions contained in these Articles will bear the same meaning as in the Acts.

2.4 Unless the contrary is clearly stated, reference to any section of any of the Acts is to such section as may be amended, extended or re-enacted (whether before or after the date of the adoption of these Articles) from time to time.

2.5 Reference to any legislation or document includes that legislation or document as amended or supplemented from time to time.

2.6 Unless the context otherwise requires, words importing the singular include the plural and vice versa, words importing the masculine include the feminine, and words importing persons include corporations.

2.7 Headings are inserted for convenience only and do not affect the construction of these Articles.

3. MEMBERSHIP AND SUBSCRIPTION

3.1 There shall be two forms of membership of the Association, Full Membership and Associate Membership.

3.2 Full membership of the Association shall be open to Irish civil servants who are:

- (a) serving at the grade of Assistant Secretary or higher in a Government Department or office, or
- (b) serving in a post, by whatever name called, in a Government Department or office, which is directly equivalent in seniority to a grade specified in sub-section (a) including a post the pay scale for which is determined by reference to the pay-scale for such grade, or
- (c) serving in any grade or post in any Government Department or office and by whatever name called, which is deemed by the Board at its own discretion to be analogous to a grade or post specified in 3.1 (a) or (b) above, or
- (d) at the time of the incorporation of the Association or immediately prior thereto, members of the AASHG,

and who are not already a member of a staff or representative organisation with aims and objectives similar or analogous to those of the Association.

3.3 Associate membership of the Association shall be open to former Irish civil servants who are retired and who, immediately prior to retirement

(a) served in a position specified in Section 3.2 (a), (b) or (c) above, or

(b) were members of the AASHG or full members of the Association,

and who are not reemployed in an occupation which in the opinion of the Board would be inconsistent or in conflict with the aims and objects of the Association,

3.4 Subject to Article 3.5 below, any person meeting the above criteria may apply for membership of the Association and shall do so in such form and manner as shall from time to time be prescribed by the Board.

3.5 Those persons specified in sub-section 3.2 (d) above shall not be required to apply for membership of the Association but shall become members upon incorporation by indicating to the Board in writing their agreement to transfer their membership of the AASHG to the Association. Their subscription to the AASHG shall, if continued upon incorporation, be regarded as a subscription to the Association as required by the provisions of these Articles.

3.6 The Board may from time to time and at any time admit to either full or associate membership any one or more persons as the Board at its discretion considers proper to be elected by reason of their position, experience or standing within the public service.

3.7 Notwithstanding the foregoing, all decisions in relation to applications for membership shall be a matter for the Board.

3.8 All persons admitted to full or associate membership of the Association shall pay a subscription to the Association. The subscription shall be payable in such amount and manner and at such periods as the Association may from time to time decide. The initial subscription for members shall be equivalent to the amount of subscription payable by members of the AASHG immediately prior to the incorporation of the Association. Any alteration to the amount of the subscription shall be decided by resolution of a General Meeting of the Association.

3.9 Different levels of subscription may be applied in the case of such different class of classes of members, including full and associate membership, as the Board at its own discretion may decide.

3.10 A member shall cease to be a member upon his death and no entitlement of the member, arising by virtue of these Articles were it but for his death, shall pass to any other person.

3.11 A member, including an associate member, shall be at liberty by notice given in writing to the secretary of the Association to resign membership at any time.

3.12 Any member or associate member who

- (a) is convicted of an indictable offence, or
- (b) is more than six months in arrears and paying to the Association any sum that has become payable by him to the Association, or
- (c) has, under any resolution of creditors or order of any court having jurisdiction or any deed or document, had his estates placed in liquidation for the benefit of creditors, or has been adjudged bankrupt and has not been discharged, or
- (d) has been, and is still, disqualified by the High Court from being a company director, or
- (e) no longer meets the criteria for membership specified in Article 3.1 above

may be removed from membership by resolution to that effect passed by the Board at a meeting duly convened with notice of intention to consider the case, at which not less than one third of the members of the Board are present.

3.13 Any member or associate member who, in the opinion of the board duly expressed by resolution thereof, has been guilty of conduct which renders him unfit to retain his membership of the Association maybe removed from membership, or associate membership as the case may be, by resolution to that effect passed by the board at a meeting duly convened with notice of intention to consider the case, at which not less than one third of the members of the Board are present and of which the member or associate member is given at least 14 days' notice and an opportunity to be heard in his own defence, either in person or by another, at the meeting.

3.14 A person who has been removed from membership under 3.12 or 3.13 above may be readmitted to membership by the Board at any time upon such conditions as the Board may specify.

3.15 A person who ceases to be a full or associate member under any circumstances, or that person's legal representative, shall be responsible for the termination of any arrangement for the payment of that person's subscription to the Association and neither the Board nor the members shall have any liability in the event of the failure to so terminate any such arrangement.

4. GENERAL MEETINGS

4.1 All general meetings of the Company shall be held in the State.

4.2 Subject to paragraph 4.3, the Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

4.3 So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to this Article, the Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.

4.4 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

4.5 The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any Director or any two members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible to that in which meetings may be convened by the Directors.

5. NOTICE OF GENERAL MEETINGS

5.1 Subject to Sections 133 and 141 of the Act, an Annual General Meeting and a meeting called for by passing of a special resolution, shall be called by 21 days' notice in writing at the least, and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held, and shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, and shall be given in the manner hereinafter mentioned to such persons as are under these Articles entitled to receive notices from the Association.

5.2 The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.

6.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five members present in person shall be a quorum.

6.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

6.4 The Chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.

6.5 If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.

6.6 The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

6.7 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded

- (a) by the Chairman, or
- (b) by at least three members present in person or by proxy, or
- (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

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

6.9 Except as provided in Article 6.11, if a poll is duly demanded it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

6.10 Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

6.11 A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has demanded may be proceeded with pending the taking of the poll.

6.12 Subject to Section 141 of the Act, a resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

6.13 Every member shall have one vote. Subject to Article 7.8 below, associate members shall be entitled to attend general meetings of the Association but shall not have a vote, either by show of hands, by poll or by proxy.

6.14 A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or in a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.

6.15 No member shall be entitled to vote at any general meeting unless all monies immediately payable by him to the Company have been paid.

6.16 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

6.17 Votes may be given either personally or by proxy.

6.18 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a member of the Company.

6.19 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the

instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

6.20 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit: -

Senior Civil Service Association

I, _____ of in the County of _____, being a member/members of the above named Company, hereby appoint _____ of _____, as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the _____ day of _____, 20____ and any adjournment thereof.

Signed this _____ day of _____ 20____

This form is to be used in favour of /against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.*

**Strike out whichever is not desired.*

6.21 The instrument appointing a proxy shall be deemed to confer authority to demand, or join in demanding, a poll.

6.22 A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

7. DIRECTORS

7.1 The first Directors of the Association shall be the subscribers to the Memorandum of Association. Thereafter the Directors of the Association shall be elected in accordance with the terms of these Articles.

7.2 Save as otherwise provided for herein, the number of Directors of the Association shall be no less than five and no more than 15.

7.3 The Association may from time to time by ordinary resolution increase or reduce the number of Board members (including co-opted members of the Board), and may also determine in what rotation the increased or reduced number is to go out of office.

7.4 In the event of any vacancy arising, the Board may fill that vacancy by means of co-opting a member of the Association to be a Director and that person shall, for the purposes of any relevant provision of these Articles, be considered to have been a Director as if they had been elected at the last Annual General Meeting of the Association to take place prior to their co-option.

7.5 In the event of a vacancy arising for the position of Chairman or Honorary Treasurer, the Board shall appoint one of their number to fill the vacancy arising.

7.6 Subject to Article 7.8 below, all Directors shall be fully paid-up members of the Association meeting the criteria specified in Article 3.2 above and no person who is not a member of the Association will be eligible to hold office as a Board member.

7.7 Any Director who ceases to meet the condition set out in Article 7.6 shall also cease to be a Director.

7.8 Subject to Article 7.2 above, the Directors of the Association may include among their number one fully paid-up Associate Member of the Association provided such person shall be duly elected to the position at an Annual General Meeting of the Association or co-opted to the Board in accordance with Article 7.4 above. For the purposes of these Articles, other than Article 3.8 above, such person shall for the duration of their term as a Board member, be considered to be a full member of the Association

7.9 Save as herein provided, the Directors shall be elected at an Annual General Meeting of the Association and all Directors so elected, including the Chairman and Honorary Treasurer, shall be eligible to serve a two year term.

7.10 A Director, including the Chairman or Honorary Treasurer, may resign from the Board at any time by giving notice in writing to the Board.

7.11 A Director whose term of office is due to expire shall be eligible for re-election to the Board at the next relevant Annual and General Meeting subject to the provisions of Article 8 below.

8. ELECTION OF DIRECTORS

8.1 The notice referred to in Article 5.1 above shall include notice to all members inviting nominations for election to the Board. Subject to the provisions contained in these Articles nominations may be made for election to the position of Chairman, Honorary Treasurer and ordinary board member. In order for a nomination for election to the board to be valid, the nominee must be proposed and seconded by a member of the Association and the nominee must agree to serve if elected.

8.2 Nominations may be made in writing to the Association in advance of the Annual General Meeting at which the election is to take place. However, nominations may also be made orally at the relevant Annual General Meeting and, provided they are valid nominations, shall be accepted at the discretion of the Chairman of the meeting.

8.3 At each Annual General Meeting of the Association there shall be elected a Chairman and an Honorary Treasurer and those persons so elected shall be deemed directors and members of the Board. Thereafter, the Annual General Meeting shall proceed to elect the ordinary members of the Board subject to the provisions of article 7.2 above.

8.4 If the number of nominees does not exceed the number of vacancies, all nominees will be deemed to have been elected by a ballot.

8.5 If the number of nominees exceeds the number of vacancies, the board shall provide ballot papers to all members present and entitled to vote at the Annual General Meeting in question.

8.6 Ballot papers shall state the names of all nominees for election to the board and the number of vacancies to be filled, and shall request members to identify nominees (the number of whom shall be equal to the number of vacancies) whom they wish to elect.

8.7. Each completed ballot paper shall be placed in a box which will be provided for the purpose.

8.8 The board shall nominate two scrutineers, one of whom is not a member of the board, to oversee the ballot. The total votes for each nominee will be counted by the two scrutineers and the nominees with the highest number of votes, up to the number of vacancies arising, shall be deemed elected.

8.9 Subject to the requirements of this Article, the form and procedure of the ballot, including the contents of the ballot papers, shall in all other respects be determined by the Board.

8.10 The result of the ballot shall be announced at the Annual General Meeting.

8.11 If, after the ballot, the number of persons elected to the board is less than the number of vacancies arising, the Board shall nominate candidates for the remaining vacancies and such nominees shall be deemed to have been elected.

9. BORROWING POWERS

9.1 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10. POWERS AND DUTIES OF DIRECTORS

10.1 The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction has not been given.

10.2 The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such

provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

10.3 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.

10.4 The Directors shall cause minutes to be made, in books provided for the purpose,

(a) of all appointments of officers made by the Directors,

(b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors, and

(c) of all resolutions and proceedings at all meetings of the Company, and the Directors and of committees of Directors.

11. RETIREMENT FROM THE BOARD

11.1 At the first Annual General Meeting of the Association, and at all subsequent Annual General Meetings, one-third of the Board for the time being, or the number nearest one-third, shall retire from office. At the first Annual General Meeting of the Association, if there are not sufficient Board members wishing to step down then the Board members to retire will be determined by drawing lots.

11.2 At every subsequent Annual General Meeting after the first Annual General Meeting of the Association the Board members to retire in every year shall be those who have been longest in office but as between persons who became Board members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

11.3 Save as otherwise provided herein unless removed earlier in accordance with the terms of these Articles all co-opted members of the Board will retire at the end of their two year term.

11.4 Vacancies created by retirements under this Article will be filled by election as provided for in these Articles.

11.5 A retiring Board member shall be eligible for re-election.

12. DISQUALIFICATION OF DIRECTORS

12.1 The Office of a Director shall be vacated if the Director

(a) absents himself from six consecutive meetings of the Board without special leave of absence and the Board thereafter resolves that his place should be vacated, or

(b) holds any office or place of profit under the Company, or

(c) is adjudged bankrupt or makes any arrangement or composition with his creditors generally, or

(d) becomes prohibited from being a Director by reason of any order made under Section 184 of the Act, or

(e) becomes of unsound mind, or

(f) resigns his office by notice in writing to the Company, or

(g) is convicted of an indictable offence unless the Directors otherwise determine, or

(h) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 194 of the Act.

12.2 The Association, at the meeting at which a Board member retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Board member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Board member has been put to the meeting and lost.

13. REMOVAL BY MEMBERS

13.1 The Association may, by ordinary resolution of which extended notice has been given in accordance with section 142 of the 1963 Act, remove any Board member (including but not limited to co-opted Board members) before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Association and such Board member. Such removal shall be without prejudice to any claims such Board member may have for damages for breach of any contract of service between him and the Association.

13.2 The Association may by ordinary resolution appoint another person in place of a Board member removed from office under this Article. Without prejudice to any powers of the Board under these Articles, the Association in general meeting may appoint any person to be a Board member, either to fill a casual vacancy or as an additional Board member. A person appointed in place of a Board member so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Board member on the day on which the Board member in whose place he is appointed was last elected a Board member.

14. PROCEEDINGS OF DIRECTORS

14.1 The Directors may meet together for the despatch of business, and may adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is any equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.

14.2 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

14.3 The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company 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.

14.4 If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

14.5 The Directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

14.6 A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members of the committee present may choose one of their number to be Chairman of the meeting.

14.7 A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairman shall have a second or casting vote.

14.8 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

14.9 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.

14.10 A Director may not vote in respect of any contract in which he is interested or any matter arising therefrom.

15. BALLOTS OF MEMBERS

15.1 The Board may, at its own discretion, and in relation to any matter which is of concern or interest to the members of the Association and which the Board deems to be of sufficient importance to so warrant, conduct a poll in writing of all members of the Association who are for the time being entitled to attend and vote at a general meeting of the Association, and the result of such poll shall be binding on the Board in regard to the future conduct of its business in so far as the matter is concerned.

15.2 A poll provided for under this Article shall be conducted in such form and according to such procedures as the Board, at its own discretion, shall decide provided that

- (a) notice in writing of such poll shall be given to all members entitled to vote in such a poll,
- (b) the notice shall clearly state the matter in respect of which the poll is being conducted and shall invite members to indicate whether they are for or against the proposition, and
- (c) the notice clearly states a closing date by which all members are required to return their votes to the Board, which closing date shall be not less than 14 days following the date on which the notice is given. Such period of 14 days shall be exclusive of the day on which the notice is, or is deemed to be, served but shall be inclusive of the closing date indicated in the notice.

15.3 The accidental omission to give notice of a poll to, or the non-receipt of a notice by, any person entitled to receive the notice, shall not invalidate the result of the poll

15.4 Every member shall have one vote.

15.5 The Board shall have sole discretion on the eligibility of otherwise of any vote cast in a poll conducted in accordance with this Article.

16. SECRETARY

16.1 The Secretary shall be appointed by the Board for such term and at such remuneration and upon such conditions as the Board may think fit and any Secretary so appointed may be removed by resolution of the Board

16.2 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.

16.3 It shall be a duty of the Secretary to notify members of a meeting, to record the minutes of all such meetings and to engage in such tasks as are agreed by the Board

16.4 Before each meeting, the Chairperson shall agree an agenda with the Secretary who shall convene the meeting. Failing this, the chairperson shall convene the meeting.

16.5 The Secretary will organise all meetings and shall contact and brief speakers, or shall arrange therefore. The Secretary may also arrange for position papers on particular topics to be prepared from time to time on behalf of the Association.

17. THE SEAL

17.1 The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

18. ACCOUNTS

18.1 The Directors shall cause proper books of accounts to be kept relating to

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place,

(b) all sales and purchases of goods by the Company, and

(c) the assets and liabilities of the company.

18.2 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions. The books shall be kept at the office or, subject to section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.

18.3 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.

18.4 The Directors shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such income and expenditure accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Company.

18.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report shall, not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

19. AUDIT

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

20. NOTICES

20.1 A notice may be given by the Company to any member or associate member, either personally, by sending it by post to him to his registered address, or by electronic communication. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at such time at which the letter would be delivered in the ordinary course of post.

20.2 Notice of every general meeting shall be given in any manner hereinbefore authorised to: -

- (a) Every member and associate member
- (b) The Auditor for the time being of the Company.

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

20.3 The following shall apply with regard to the use of electronic communication:

- (a) Notwithstanding any other provision of these Articles, whenever any person (including without limitation the Association, a Board member, the Secretary, a member, associate member or any officer or person) is required or permitted by these Articles or otherwise to give or receive information in writing, such information may be given or received in electronic form, whether as an electronic communication or otherwise, in such manner or form, and subject to such restrictions as the Board shall determine from time to time in their absolute discretion, and subject to the following provisions of this article.
- (b) The manner or form (including any relevant restrictions) of, or relating to, electronic communications between the Association, the Board, the officers and the members and associate members of the Association shall be governed by such terms and conditions of electronic communication as may be made by the Board at any time and from time to time. The Board may at any time supplement, vary or revoke any such terms and conditions.
- (d) The terms and conditions of electronic communication issued by the Board pursuant to this article may include without limitation provisions designed to
 - (i) ensure the security of electronic communication,
 - (ii) establish and authenticate the identity of the giver or recipient, and the case may be, of the information,

(iii) record the consent of the giver or recipient of the information by electronic means or in electronic form, and

(iv) prescribe the method of determining the date and time at which any electronic communication is to be treated as sent or received.

(d) For the avoidance of doubt, any giver or recipient of information who has notified the Association in writing of his election to give or receive information in electronic form, either as an electronic communication or otherwise, may at any time, by notice given in accordance with the terms and conditions of electronic communication issued by the Board, elect to give or receive information in any one of the other forms permitted by these Articles.

21. INDEMNITY

Every director, agent, auditor and other officer for the time being of the Association, shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts while acting in such office, in which judgement is given in his favour, or in which he is acquitted, or in connection with any application under section 391 of the 1963 Act in which relief is granted to him by the court.

22. GENERAL

The Association shall at all times be politically neutral shall not have any association or links with, or affiliation to, any political party.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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