

Cumann Lucht Capaillini Chonamara
CONNEMARA PONY BREEDERS' SOCIETY

Memorandum of Association

1. The name of the Company (hereinafter called the Society) is "CUMANN LUCHT CAPAILLINÍ CHONAMARA," ("the Connemara Pony *Breeders'* Society").

2. The registered office of the Society will be situated in Clifden Connemara Ireland.

3. The main object for which the Society is established is:-

To advance the education and promote agriculture in Ireland by encouraging the breeding of Connemara ponies and their development and maintenance as a distinctive breed and to develop their performance ability.

4. Subsidiary objects:-

The following objects set out hereunder exclusively subsidiary and ancillary to the main object set out above and these objects to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only:-

- (a) To inspect ponies offered for registration, in compliance with the Company's "Rules for Registration", and **to** maintain a stud book containing particulars of eligible ponies.
- (b) To purchase/acquire fillies, colts and stallions of the Connemara Pony Breed in furtherance of pony breeding interests only.
- (c) For the purposes of research and education only to provide registered Connemara Pony stallions and locate them at suitable centres for breeding on such terms as the Council may decide.
- (d) To advise the Minister for Agriculture Food and the Marine (or his successors) on matters concerning equine breeding.
- (e) To hold a show at some suitable centre in the Connemara area each year, the principal section of which to consist of classes for Connemara ponies, and such other sections as deemed appropriate.
- (f) To offer prizes in classes for Connemara ponies at selected shows.
- (g) To promote and encourage the breeding of the Connemara Pony, to maintain the distinctive characteristics of the Pony.
- (h) To act as the National Governing Body to which other bodies can refer for guidance in all aspects related to the Connemara Pony.
- (i) To promote and conduct training sessions, discussion groups, lectures, demonstrations and veterinary classes for breeders of the Connemara Pony Breed and of the public interested in the breeding and management of Connemara ponies.

- (j) To promote good fellowship and sportsmanship amongst breeders and owners of Connemara ponies.
- (k) To organise and operate a panel of Judges and Inspectors and to conduct a Junior Judges Learner Scheme with a view to training judges and of recommending approved judges to organisers of shows and to hold Judges Conferences to promote uniformity of judging.
- (l) To organise or support competitions, trials, events, tests, shows or exhibitions of Connemara ponies and to collect, verify and publish information relating to shows, sales and other activities connected with Connemara ponies.
- (m) To arrange exhibitions and sales of Connemara ponies with a view to promoting home and Foreign Trade.
- (n) Subject to licence under Companies Act 2014 to hold land for the raising and keeping of ponies and to manage and use such land in a proper manner.
- (o) To comply with EU and National equine legislation, as and when advised by the Minister (or his successors) to so comply and implement such legislation.

5. Powers:-

- (a) To purchase, or otherwise acquire, any real or personal property that may be legally held and that the society may consider necessary or convenient for the purpose of its undertakings.
- (b) To deal with the monies of the Society; to sell or otherwise dispose of the property of the Society; to accept grants and/or subsidies.
- (c) To seek the co-operation of the Department of Agriculture, Food and the Marine/other Government Departments and other favourably disposed bodies, with a view to promoting the aims of the Society.
- (d) To borrow or raise money for the purpose of the Society on such terms and on such security as may be deemed proper and desirable.
- (e) To take such action as may be deemed proper and desirable for furthering the main object;

provided that the Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which, if an object of the Society, would make it a Trade Union. Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests for Ireland, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property, the Society shall be chargeable for such property, as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property, in the same manner and to the same extent as such Society would have been if no Incorporation had been effected, the Incorporation of the Society shall not diminish or impair any control or authority exercisable by the High Court of Justice or the Commissioners of Charitable Donations and Bequests for Ireland over such Society, but shall, as regards any such property, be subject jointly and separately to such control or authority as if the Society were not incorporated. In case the Society shall take or hold any property that may be subject to any trusts, the Society shall only deal with the same in such manner as allowed by law, having regard to such trusts.

6. Income and Property:-

The income and property of the company shall be applied solely towards the promotion of its main object as set forth in this Memorandum of Association. 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 members of the company. 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) for any services rendered to the company;
- (b) interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the company to the company;
- (c) reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the company;
- (d) 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;
- (e) Reasonable and proper out of pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;

7. Additions, alteration or amendments:-

No addition, alteration or amendment shall be made to or in the provisions of this Memorandum and Articles of Association for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

8. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Minister for Enterprise, Trade and Employment to the Society in pursuance of the Companies Act 2014.

9. The Liability of the members is Limited.

10. Every member of the company undertakes to contribute to the assets of the company, if the company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for— (a) the payment of the debts and liabilities of the company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and (b) the adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding E 1 .

11. Winding-up:-

If, upon the winding up or dissolution of the Society 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 Society, but shall be given or transferred to some other charitable Institution or Institutions having main objects similar to the main objects of the Society, and which shall prohibit the distribution of its income or profits and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

12. Keeping of Accounts:-

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

13 We the several persons whose names and addresses are subscribed are desirous of being formed into a company, in pursuance of the Memorandum of Association.

1. The Lord Killanin, Spiddal, Co. Galway
2. Rev. Fr. Liam O'Morain S.P. Rosmuc Co. Galway
3. Sean O'Cathain, Caislean Nua, Gaillimh.
4. J. McDermott Kelly M.R.C.V.S. Athenry
5. Ernest B. Moran Clifden, Co. Galway
6. Sean O. Cillin, Cigire Maoirseachta, Gaillimh.
7. John Mannion, M.C.C., Clifden, Co. Galway

Dated this 18th Day of Meitheamh 1959:

Witness to the above signatures:-

Liam O'Gabhain

Cumann Lucht Capaillini Chonamara
CONNEMARA PONY BREEDERS' SOCIETY

Articles of Association

1. The name of the Company (hereinafter called the Society) is "CUMANN LUCHT CAPAILLINI CHONAMARA," ("the Connemara Pony Breeders' Society").
2. In these Articles unless there be something in the subject or context inconsistent therewith, "The Society" means the above named Company.
3. The Registered Office and the Office of the Society shall be located in Clifden Connemara Co. Galway Ireland.

4. Definitions

The Council" means, the members for the time being of the Council hereby constituted.

"In writing" means written, or printed, or partly written and partly printed.

"Words importing persons" shall include corporations.

"Words importing one gender" shall include all genders, and the singular includes the plural and *vice versa*.

5. Interpretation

(i) The following shall have the meanings assigned to them:

- '**address**' means a postal address or, for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the Society.
- '**casual vacancy**' a casual vacancy is one which is created:
 - (a) where a letter of resignation is received in the Society's office from an existing council member not less than 10 calendar days prior to the date of the election count for seats on the Council.
 - (b) where a death occurs of an existing council member not less than 10 calendar days prior to the date of the election count for seats on the Council.
- 'clear **days**' in relation to the period of a notice means a period excluding:
 - the day when the notice is given or deemed to be given; and
 - the day for which it is given or on which it is to take effect.
- '**Companies Act**' means the Companies Act 2014 insofar as it applies to the Society.
- '**company secretary**' means any person appointed to perform the duties of the company secretary of the Society.
- '**council members**' means the executive Directors and non-executive Directors of **the** Society.
- '**document**' includes, unless otherwise specified, any document sent or supplied in electronic form.
- 'electronic **means**' or '**electronic communications**' includes the use of electronic mail as referred to in section 2 (1) of the Companies Act 2014.
- '**in writing**' means written, or printed, or partly written and partly printed.
- 'Ireland' means the Republic of Ireland and Northern Ireland.
- '**member**' means a Member for the time being of the Society.
- '**normal place of residence**' is that Province of Ireland in which the member has his/her principle place of residence and where he/she is resident for not less than six months of the year.

- **'objects'** mean the objects of the Society as set out in Article 3 and 4.
- **'officers'** includes executive Directors of the Council and the company secretary (if any).
- **'ordinary council meetings'** are meetings called on a regular basis where matters relating to the general running of the Society business takes place.
- **'ordinary resolution'** has the meaning given to it by section 191 Companies Act 2014.
- 'President' means **the** President of the Society.
- **'rules, regulations and bye-laws of the Society'** shall be those as approved by the Council from time to time.
- **'social media'** means websites and applications that enable users to create and share content or to participate in social networking.
- **'special council meeting'** is a meeting which the council call to discuss and consider a matter of importance which would be outside the regular schedule of an ordinary council meeting.
- **'special resolution'** has the meaning given to it by section 191 of the Companies Act 2014.
- **'the Articles'** means the Society's Articles of Association.
- **'the Charity'** means the Company (The Connemara Pony Breeders' Society) intended to be regulated by these Articles.
- **'the seal'** means the common seal of the Society.
- **'words importing one gender'** shall include all genders, and the singular includes the plural and *vice versa*.
- **'words importing persons'** shall include corporations.
- **'written resolution'** has the meaning given to it by section 191(8) of the Companies Act 2014.

6. Number of Members

- The Society, for the purpose of registration, is declared to consist of not more than five thousand members.
- The Council hereinafter mentioned may, whenever the business of the Society requires it, register an increase of members.

7. Definition of Member

- The Subscribers to the Memorandum and Articles of Association of the Society and such persons as shall be admitted to membership in accordance with these Articles, and none other, shall **be** members of the Society and shall be entered in the Register of Members accordingly.
- Membership is open to individuals who:
 - submit a signed application form, together with a signed agreement to abide by the rules of the Society and pay the appropriate annual membership fee to the secretary;
 - are approved by the Council at the next Council meeting which shall have an absolute discretion to determine the application;

- (c) Without prejudice to the provisions of Article 7 (ii) (a) and (ii) **(b)**, the Council may resolve to allow universities or other similar establishments to become Members provided that an application is received in accordance with Article 7 (iii)
- (d) Membership is personal and not transferable.
- (e) The Society must keep a register of names and addresses of the Members.
- (iii) The amount of the annual subscription payable by members shall be determined from time to time by the Council and shall be payable on acceptance to membership for the year in which the application for membership has been accepted; thereafter it shall be payable before the **1st** March in each year; a person whose membership is not received in the Society's office before the 1' March shall cease to be a member of the Society and in order to become a member of the society again he/she shall apply in accordance with Article 7 (ii) (a) and (b)

8. Liability of Members

Every member of the Company undertakes to contribute to the assets of the Company if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for— (a) the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and (b) the adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding €1.

9. Obligations of Members

- (a) Every Member of the Society shall be bound to further, to the best of his/her ability, the objects and interests of the Society and to observe the rules, regulations and bye-laws made by the Society.
- (b) A Member shall at all times act in the best interests of the Society at public meetings or in the print, sound, visual and social media.

10. Classes of Membership

There shall be three classes of members, namely (a) Ordinary Members, (b) Overseas Members and (c) Honorary Members

- (a) Ordinary members are members of the Society who have been admitted in accordance with Article 7 (i) and (ii) (a) and (b) and who normally reside within Ireland.
- (b) Overseas members are members of the Society who have been admitted in accordance with Article 7 (i) and (ii) (a) and (b) and who normally reside outside Ireland. An overseas member is not entitled to vote at meetings of the Society but may only attend as an observer.
- (c) Should a dispute arise over the member's declaration of his/her normal place of residence.

responsibility shall rest with the member concerned to furnish documentary evidence as proof to support the declaration.

- (d) Honorary members are benefactors of the Society, persons who are actively interested in the Connemara Pony breed and persons who have co-operated in the work and aims of the Society. Honorary members shall be nominated by the President of the Society at a time at his/her discretion and voted upon by Council members. Honorary membership is for life. Honorary members shall enjoy the rights and privileges as an ordinary member.

11. Privileges of Members

- (i) The Nature and extent of the privileges attached to membership of the society shall be determined by the Council.
- (ii) The privileges of membership shall not be transferable and shall cease on the death of the member, or on his/her resignation, or where his/her membership has not been received before the 1' March in the Society's office in that year.

12. Termination of Membership

- (i) Membership is terminated if:
 - (a) the Member dies or if the organisation ceases to exist.
 - (b) the Member resigns by written notice to the Society unless, after the resignation, there would be fewer than three Members;
 - (c) the Member is removed from membership by a resolution of the Council that it is in the best interests of the Society that his/her or its membership is terminated.
 - (d) a resolution to remove a Member from membership shall be passed in compliance with the Society's disciplinary procedures and the Companies Act 2014.
- (ii) Notwithstanding the foregoing, if it is established to the satisfaction of the Council upon receipt of a certified memorandum of conviction that a Member has been convicted before a court of law of any offence of cruelty towards an Animal then that Member shall be expelled or suspended from membership of the Society forthwith or reprimanded or cautioned and the Council Members shall not be required to adopt the procedure set out in Article 12 (c) above. A member so expelled shall be eligible to re- apply for membership after a period of not less than 3 years.

13. Disciplinary Matters

- (a) The Connemara Pony Breeders Society is committed to preserving and protecting the wellbeing of all members equally. Each individual member is expected to, at all times show respect and understanding for fellow members and to consider the safety and welfare of fellow members and to conduct themselves in a manner that reflects these principles. Members by virtue of their membership undertake to observe, uphold and comply with the Constitution, Rules, Regulations and Procedures of the Society and not to do anything to damage the good name of the Society or to bring it into disrepute and to give assistance and co-operate in the running of events run by or for the benefit of the Society.
- (i) The Society shall have the power to discipline any member when it is satisfied that there has been any breach of the Constitution or the Rules or Regulations or Procedures of the Society or where any member has been found guilty of conduct unbecoming of a member of this Society.
 - (ii) The Society shall encourage and assist with the provision of dispute resolution procedures to resolve differences that may arise between members.
 - (iii) Any member who fails to observe any of the Regulations or bye-laws of the Society, or who shall be guilty of any act or conduct which in the opinion of the Council is detrimental to the interests of the Society may be excluded from the Society, by resolution of a majority of 75% of the members of the Council present and voting at a Council meeting specifically summoned for the purpose at which not less than half the members shall be present.
 - (iv) A member so summoned to attend such a specially convened meeting of Council as in Article 13 (iii) shall be in compliant with Section 146 of the Companies Act 2014.
 - (v) The Society may withdraw or suspend membership as a result of the actions of a member. Membership may be suspended pending the outcome of an investigative process. All powers under this Article shall be exercised in accordance with the principles of fairness and natural justice.
 - (vi) The Council may delegate the exercise of its disciplinary functions to a sub-committee or ad hoc committee which committee may consist of executive members and non - executive members but shall be presided over by the President or his/her nominee or where there may be a conflict of interest for the President then by another member of the executive committee nominated by the executive committee.
 - (vii) The Society shall establish a Code of Disciplinary Procedures to which all members shall be subject and all disagreements and disputes shall be dealt with under these procedures where alternative dispute resolution procedures are not availed of or do not apply. Members by virtue of their membership of the Society are deemed to be bound by the Disciplinary Procedures and decisions of the Council.
- (b) A member so excluded from the Society shall have right to appeal the decision of the Council at the next General meeting of the Society, at which, a vote by secret ballot of all members present shall decide by a simple majority to uphold or rescind the Council decision. If the decision to exclude the member is upheld, on appeal, to the General meeting, a member so excluded shall forfeit all claim to his/her annual subscription and shall cease to be a member of the Society.

14. The Council

The Council shall manage the business of the Society.

- (i) The Council shall uphold the Objects of the Society as described more particularly in Clauses 3 and 4 of the Memorandum of Association of the Society, and shall act in the interests of the Society in accordance with these said Clauses 3 and 4 of the Memorandum of Association of the Society.
- (ii) The Membership of the Council shall not exceed twenty-one members and shall represent all of Ireland.

15. Election of Council

- (i) Any person who has attained the age of eighteen years on or before the date of their signing their declaration of becoming a candidate for the forthcoming election to Council and who is a fully paid-up member of the Society before the 1st March shall be eligible to stand for election to the Council in that calendar year always providing that they act in compliance with Article 7 and Article 15 (iii) below
- (ii) Election to the Council shall be by Proportional Representation and shall be conducted by a postal ballot of all Ordinary members of the Society who are fully paid-up before the 15th March in that calendar year, and the results of the ballot shall be declared at the Annual General Meeting.
 - I. To exercise an entitlement to vote a person must be a registered member of the Society having attained the age of 18 years prior to the date on which the ballot papers are sent to the members of the Society.
- (iii) No person, including Officers, shall be allowed to be a member of the Council for more than six consecutive years after which he/she shall step down from the Council for a minimum period of one year.
- (iv) A candidate for election to the Council shall be elected by the members of the Society who are normally resident in that Province of Ireland in which the candidate is normally resident.
 - (a) All members of the Society shall inform the Secretary in writing of their normal place of residence and shall be deemed to live in that Province of Ireland unless and until the Secretary is informed otherwise in writing, and any change of residence must be received by the Secretary at least sixty days prior to any General Meeting of the Society; a member who fails to comply with this Article 15 (iv) (a) shall forfeit the right to vote and/or to stand for election.
 - (i) Should a dispute arise over the member's declaration of his/her normal place of residence, responsibility shall rest with the member concerned to furnish documentary evidence as proof to support the declaration.
 - (b) A candidate seeking election to the Council must be nominated by four members of the Society from the Province in which the candidate normally resides and he/she shall sign a nomination form undertaking to abide by any rules, regulations and bye-laws as may be laid down by the Council from time to time.

- (v) The Council shall comprise not more than twenty one seats, and seats on the Council shall be allocated to the four Provinces of Ireland as follows:
 - (a) one seat for the President of the Society;
 - (b) twelve seats, numbered C1 to C 12, for members normally resident in Connacht;
 - (c) three seats, numbered M 1 to M 3, for members normally resident in Munster;
 - (d) three seats, numbered L 1 to L 3, for members normally resident in Leinster;
 - (e) two seats, numbered U 1 to U 2, for members normally resident in Ulster.
- (vi) Seats on the Council allocated to each specific Province shall not be transferable between Provinces :
- (vii) Each seat on the Council shall be vacated on a fixed numerical order of rotation and not less than seven seats shall fall vacant each year as follows:
 - (a) four seats in Connacht representing one third of the seats in that Province;
 - (b) one seat in Munster representing one third of the seats in that Province;
 - (c) one seat in Leinster representing one third of the seats in that Province;
 - (d) one seat in Ulster representing one half of the seats in that Province.
- (viii) The annual vacation of numbered seats in each Province by rotation shall commence in 2016 in accordance with a strict numeric order, as follows:-
 - (a) In Connacht seats C 9 to C 12 shall fall vacant and shall be allocated in that order to the first four successfully elected candidates in that order;
 - (b) In Munster seat M 3 shall fall vacant and shall be allocated to the first successfully elected candidate;
 - (c) In Leinster seat L 3 shall fall vacant and shall be allocated to the first successfully elected candidate;
 - (d) In Ulster seat U 2 shall fall vacant and shall be allocated to the first successfully elected candidate.
- (ix) In 2017 the vacation of seats by rotation shall continue with seats C 5 to C 8 in Connacht; with seat M 2 in Munster; with seat L 2 in Leinster, and with seat U 1 in Ulster. In 2018 the rotation of seats in each Province shall continue with the vacation of seats C1 to C4 in Connacht, with seat M 1 in Munster, with seat L 1 in Leinster and seat U2 in Ulster and the rotation of seats in each Province shall continue in this manner *in perpetuity*.
 - (a) A chart illustrating the rotation of seats and the names of the Council member currently occupying each seat on the Council shall be publicly displayed in the Offices of the Society at all times.
 - (b) In the event of an equality of votes between candidates from the same Province the allocation of seats shall be decided by lottery, undertaken and managed by the Returning Officer at the count centre.
 - (c) A Council member who occupies a seat that falls vacant by fixed rotation in any Province shall stand down from the Council regardless of how long he/she has been a Council member and, being eligible in accordance with Article 15 (iii) above, may offer himself/herself for re-election to the Council.
 - (d) In addition to the seats that are vacated by strict rotation, any casual vacancy of a seat that may arise or any vacancy that may arise through compliance with Article 15 (iii) above shall be filled by election once a year in compliance with Article 15 (ii) and if two or more seats in any Province require to be filled due to casual vacancy the allocation of such seats to the successful candidates shall be decided by lottery undertaken and arranged by the Returning Officer at the count centre.

- (e) If a seat in any Province is unfilled because of a lack of eligible candidates in accordance with Article 15 (v) above it shall remain vacant until it is offered at the next annual election.

16. The President

- (i) Any member of the Council shall be eligible to stand for election as President providing that he/she shall not have served more than four consecutive years on the Council immediately preceding his/her election.
- (ii) The President shall be elected by the Council at the first meeting of the Council following the Annual General Meeting and shall be entitled to hold Office for a maximum uncontested period of two years, after which he/she shall step down from the Council for a minimum period of one year.
 - (a) Upon being elected as President he/she shall preside over the election of the Executive Officers in accordance with Article 17 (i) (a)
- (iii) The President shall relinquish his/her term of Office at the first meeting of the Council after the Annual General Meeting at which he/she will act as independent adjudicator for the sole and explicit purpose of the election of the incoming President but shall exercise no right to vote, following which he/she shall immediately step down from the Council.
- (iv) Following the election of the President in accordance with Article 16 (ii) above, the unelected candidate with the next highest vote who stood for election to the Council in the Province represented by the President shall be deemed to be elected to the Council and shall take the seat, previously allocated to the President, at the Council meeting following the election of the President, and shall vacate the seat by strict rotation in accordance with Article 15 (vii) above.
- (v) If the Office of President should fall vacant due to resignation or 'Force Majeure' it shall be filled by the vice-President who shall hold office until the election of a President at the first meeting of the Council after the next Annual General Meeting.
 - (a) If the vice-President successfully contests the election for President he/she shall be deemed to commence their two-year term of office as and from the date of their election.

17. Election of Executive Officers

- (i) The executive Officers shall comprise the President, the vice-President, the Finance Officer and the Human Resources Officer **(HR)**.
 - (a) Except for the position of President, the Council shall elect from within its membership the three executive Officers of the Council at the first meeting of the Council following the Annual General Meeting, and each Officer shall hold Office for one year and shall relinquish Office at the first meeting of the Council following the next Annual General Meeting and, being eligible in accordance with Article 17 (i) (b) below, may offer himself/herself for re-election as an Officer.
 - (b) No Council member shall hold the position of any Executive Officer of the Society for more than six consecutive years, after which he/she shall not be eligible to be an Officer for a minimum period of one year.

- (c) Prior to election each candidate offering himself/herself for election as an executive Officers shall sign a declaration that he/she understands, and is capable of fulfilling, the functions of that Office.

- (ii) The position of Officer of the Society shall be a non- remunerated position.

18. Changes in year 2015 only.

- (i) In the year 2015, in order to allow for the full implementation of the amended Memorandum and Articles of Association and for the introduction of the amended system of election of members of the Council, and in the interests of fairness and transparency, the current members of the Council, except for the President and the Treasurer, shall step down from the Council at the close of business at the Annual General Meeting and shall have been eligible to stand for re-election and, if elected, shall be deemed to be elected for the first time.

- (a) In the year 2015 nineteen seats on the Council shall be filled by election, in addition to the two seats allocated to the current President and the current Treasurer, as follows: -

1. In Connacht seats C 1 to C 11 shall be allocated in that order to the first eleven successfully elected candidates in that order;
2. In Munster seats M 1 to M 3 shall be allocated in that order to the first three successfully elected candidates in that order;
3. In Leinster seats L 1 to L 3 shall be allocated in that order to the first three successfully elected candidates in that order;
4. In Ulster seats U 1 to U 2 shall be allocated in that order to the first two successfully elected candidates in that order.

- (ii) In order that the Affairs of the Company are conducted in a proper and uninterrupted manner throughout the transition period of the full implementation of the amended Memorandum and Articles of Association of the Society, the current President and the current Treasurer shall remain in Office without election but shall act in strict compliance with Article 18 (ii) (a) and 18 (ii) (b).

- (a) In the year 2015 the current President shall remain as uncontested President of the Society until the first Council meeting after the Annual General Meeting of 2016 when he shall relinquish Office in accordance with Article 16. (iii) and shall step down from the Council for a minimum period of one year.

- (b) In the year 2015 the current Treasurer, who is currently resident in Connacht, shall take the position of Finance Officer and shall be allocated seat Number C 12 on the Council and shall be deemed to be elected to the Council for the first time, and his **seat** in Connacht shall be vacated in 2016 in strict order of rotation in accordance with Article 15 (viii), and being in compliance with Article 15 (iii) above he shall be eligible to offer himself for re-election.

19. Appointment of Council Members

- (i) The Council shall be elected by the Society in accordance with the procedures provided for in these Articles.

- (ii) Any member of the Society is eligible for election as a Council Member provided that:

- (a) he or she is not disqualified under the provisions of Article 22.

- (b) he or she will not have served more than six consecutive years as a Council member after which he/she shall have stepped down from the Council for a minimum of one year.
- (iii) At least ninety days prior to the date determined for the Annual General Meeting in each year the Company Secretary shall notify members of the Society of the impending election for seats to Council and inviting nominations.
- (iv) Each nomination must be received by the Society at least sixty days prior to the date of the Annual General Meeting and shall specify the name of the candidate, being duly proposed and seconded by four Members of the Society from the Province in which the candidate normally resides. There shall be included with each nomination a declaration, signed by the candidate, of his or her willingness to be elected a Council Member of the Society and his or her agreement to comply with the codes and bye laws of the Society.
- (v) At each Annual General Meeting there shall be declared the name of any persons who have been elected Council Members in accordance with the following provisions in this Article **19**
 - (a) If the number of candidates duly nominated for a specific region is equal to or less than the number of vacancies to be filled in that specific region, all such candidates shall be declared elected at such annual general meeting.
 - (b) If no declaration of elected candidates can be made in accordance with sub-clause (a) of this Article 19 (v) the election shall be made by postal ballot and the result shall be declared at the annual general meeting.
 - (c) If a ballot shall be necessary, the Company Secretary or, failing this, any Council Member shall cause the name of each candidate to be entered in the ballot paper, which shall be in a form approved by the Council.
 - (d) One such ballot paper shall be sent to each member of the Society not less than 35 days prior to the Annual General Meeting at which the result of the election is to be declared.
 - (e) A member shall be entitled to vote for any number of candidates in order of preference but shall not be entitled to cast more than one vote in respect of each candidate.
 - (f) Each ballot paper shall state the last date on which it may be returned by a Member to the Returning officer appointed as described in Article 19 (v) (g). Such last date shall be at least 14 clear days before the Annual General Meeting at which the result of the election is to be declared.
 - (g) Any ballot paper which does not comply with this Article shall be void. The Council shall in good time prior to any ballot appoint an independent firm or body of good repute to act as Returning Officer in relation to the ballot and to perform the functions described in this Article 19 (v) (g) The Returning Officer shall be responsible for:
 - (a) receiving ballot papers and determining which are void;
 - (b) counting the votes duly cast;
 - (c) determining which candidates have been successful in the election;
 - (d) providing a written report to the Society on the result of the ballot; and
 - (e) retaining all ballot papers received for a period of one month after the relevant annual general meeting.
- (vi) The Returning Officer shall perform each of the above responsibilities by a specific time and date specified by the Society. A Candidate and /or one representative shall be entitled to attend the count centre in an observational capacity.

- (vii) In so acting, the Returning Officer's decision on any matter shall be final and binding on the Society save in the case of manifest errors.
- (viii) If between two or more candidates for a vacancy or vacancies there is an equality of votes, the successful candidate or candidates shall be chosen by lot, undertaken and managed by the Returning officer.
- (ix) If the number of nominations received by the Society in accordance with Article 15 is fewer than the number required to fill all vacancies available within each specific Province then all nominations for that specific Province shall be declared elected. Any vacancy unfilled shall remain vacant until it is offered for election the following year and shall not be transferable to any other Province.

20. Powers of the Council.

The management of the affairs of the Society shall be solely vested in the Council, who in addition to the powers and authorities by these presents or otherwise expressly conferred upon them may exercise all such powers and do such acts and things as may be exercised or done by the society;

- (i) The Council may from time to time make, vary and repeal Bye-Laws for the regulation of the affairs of the Society and the conduct of its officers, servants and members and such bye-laws may prescribe the privileges to be enjoyed by any class of members; provided that no bye-law or regulation shall be made under this power which would amount to such an addition to or alteration of these Articles as could legally only be made by a Special Resolution passed and confirmed in accordance with Section 191 of the Companies Act 2014. Copies of duly passed Rules, Regulations and Bye-laws shall be available from the office on payment of the appropriate fee as set by the Council.
- (ii) The Council may from time to time delegate any of their powers or functions to committees consisting of such member or members of the Society as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation that may from time to time be imposed on it by the Council including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to which they delegated; and
 - (b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Council;
- (iii) The Council shall, however, have power in its absolute discretion to amend or rescind any act, thing or resolution, done, passed, or adopted by any such Committee.
- (iv) Any casual vacancy in a Committee may be filled by the Council or by the Committee in accordance with Article 20 (ii).
- (v) The President as of right may sit as a member on any number of sub committees established in compliance with Article 20 (ii) and at his/her sole discretion and shall have the same rights as any ordinary member of the committee.
- (vi) All acts and proceedings of any committees must be reported in accordance with the rules as laid down by the Council.

- (vii) The Council shall have power from time to time to appoint or remove an employee to or from the Society and to determine the period of his/her appointment and to fix his/her remuneration. A member of the Society shall be eligible for appointment as an employee of the Society.
- (viii) Every Committee appointed may be terminated by the Council in its absolute discretion.

21. The office of Member of the Council shall be *ipso facto vacated*:

- (a) If he/she shall die or shall cease to be a member of the Society or if, having tendered his/her resignation in writing, it is accepted by Council.
- (b) If he/she shall be adjudicated a bankrupt or become of unsound mind.
- (c) If he/she shall be convicted of a criminal offence.
- (d) If he/she shall be absent from three consecutive meetings of the council without leave of absence given by resolution of the council.
- (e) The Council's discretion to approve leave of absence to any member of the council shall be limited to a maximum of three meetings within the period from the first Council Meeting following the Annual General Meeting to 10 calendar days prior to the next election count; thereafter the council member will be deemed to have vacated their seat on the council and his/her seat shall be offered at the next annual election.

22. Disqualification from being a Council Member.

- (i) A Member of the Council shall cease to hold office if he or she:
 - (a) ceases to be a director by virtue of any provision in the Companies Act or is prohibited by law from being a director;
 - (b) ceases to be a Member of the Society;
 - (c) he or she has been disciplined under Article 13 and its consequential outcome;
 - (d) Is a net debtor to the Society for a period of six months.

23. Meetings of the Council.

Meetings of the Council shall be held at such times and places as the members of the Council think fit.

- (i) A Council meeting shall be called by the Secretary at any time at the request of the President, or of seven members of the Council and not less than 7 days' notice of meeting shall be given to the members of the Council unless the Council shall by a Bye-Law otherwise direct. For purposes of this clause it will be deemed adequate if notice is sent by ordinary post, electronic mail or text messaging not less than nine days prior to the meeting.

- (ii) A Council meeting may be adjourned for such time and to such place as the members present may determine. Save where otherwise provided in these Articles questions arising at any meeting shall be decided by a majority of votes, and the presiding Chairman shall have a second or casting vote in the case of an equality of votes.
- (iii) The quorum necessary for the transaction of business shall be fixed by the Council and unless so fixed shall be seven.
- (iv) Subject as aforesaid the meeting of the council and of every Committee and the procedure, shall be regulated as the members of the Council shall think fit.

24. Declaration of Council Members interests

- (i) A Council Member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared.
- (ii) A Council member must absent himself or herself from any discussions of the Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest), and he or she shall not be entitled to vote on any resolution concerning any such matter.

25. General Meetings of the Society

- (i) The Annual General Meeting of the Society to be held in compliance with the provisions of the Companies Act 2014.
- (ii) The Annual General Meeting shall be called ordinary meeting and shall be held each year and not more than fifteen months shall elapse between successive annual meetings.
- (iii) The date and place of Annual General Meeting shall be decided by the Council.
- (iv) The business transacted at the Annual General Meeting shall be to receive and consider the Accounts and Balance Sheet and the reports of the Council and the Auditors, to elect Auditors and fix their remuneration, to declare the name of any persons who have been elected Council Members in accordance with the provisions in Article: 15 and to transact any other business which under these presents ought to be transacted at an Ordinary Meeting.
- (v) All other general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- (vi) All general meetings of the Society shall be held at a location in the Republic of Ireland.
- (vii) The Council shall, convene an Extraordinary General Meeting on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the paid up Members of the Society as at the date of the deposit carrying the right of voting at general meetings of the Company, and shall forthwith proceed duly to convene an extraordinary general meeting of the company.

- (viii) The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited with the Company Secretary at the registered office of the Society and may consist of several documents in like form each signed by one or more requisitionists.
- (ix) If the Council do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50 per cent 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 3 months after the requisition date.
- (x) The Council shall cause Minutes to be kept of the proceedings of every meeting of the Society and of the Council and of every Committee and shall cause to be recorded therein:
 - (a) All resolutions and proceedings of general meetings and of meeting of the Council and Committees.
 - (b) All appointments of officers.
 - (c) The names of all members present at each meeting of the Council and of any Committee.
 - (d) All orders made by the Council and Committees of the Council.
- (xi) The minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters therein stated.

26. Notice of General Meetings

- (i) Subject to sections 175 and 181 of the Act, an Annual General Meeting and a meeting called for the passing of a special resolution shall be called by not less than 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 for which it is given, and shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company.
 - (a) If any ordinary member shall fail to give a place of address in **Ireland**, he/she shall not be entitled to receive notice of any of the General Meetings or other proceedings of the Society, and no meeting or other proceedings shall be invalidated by reason of his/her not having received such notice aforesaid.
- (ii) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting or notice of a resolution intended to be moved at a meeting did not receive it because of an accidental omission by the Society.

27. Proceedings at General Meetings of the Society

- (i) The President of the Society shall preside as Chairman at every General Meeting of the Society, or in his/her absence the Vice President shall preside or if none of these officers is present the members present shall choose one of their number to be Chairman of the meeting. The Chairman shall regulate the business of the meeting and his/her ruling on all questions shall be conclusive and final.

- (ii) No business shall be transacted at any general meeting unless a quorum is present.
- (iii) The quorum for a General Meeting of the Society is seventy-five members personally present who are entitled to vote upon the business to be conducted at the meeting.
- (iv) If a quorum of members is not present within one hour from the time appointed for the meeting or the meeting shall stand adjourned to a day hour and place to be appointed by the Council.
- (v) The Council must reconvene a meeting adjourned pursuant to Article 25 (vi) and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

28. Voting at General Meetings of the Society

- (i) Every Ordinary member shall be entitled to vote at every General meeting of the Society provided they comply with Article 7 (a) and (b) (i) and (ii). Each member shall have one vote and no more. No member shall be entitled to be present or to vote at any meeting unless all monies due from him/her to the Society have been paid.
- (ii) Any vote at a meeting shall be decided by a show of hands unless, before, or on the declaration of the result of, the show of hands a poll is demanded by the person chairing the meeting; or by at least three members present and having the right to vote at the meeting. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairman directs.
- (iii) The declaration by the person who is chairing the meeting that a resolution has been carried and entry to that effect in the minutes of the proceedings of the Society shall be conclusive evidence of the fact.
- (iv) The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need not be recorded.
- (v) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (vi) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (vii) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers. The results of the poll shall be declared at the meeting.
- (viii) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (ix) If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

29. Written Resolutions by Members

- (i) Resolutions in writing of the Society may be passed in accordance with Section 191 Part 6 of the Companies Act 2014.
- (ii) A member wishing to bring before the Ordinary meeting any motion not relating to the business mentioned in Article 25 (iv) shall give notice of such motion to the Council not less than seven days before the meeting and no such motion shall come before the meeting unless such notice has been given.

- (iii) A copy of every special or extraordinary resolution proposed at a General Meeting of the Society shall be sent to the Minister for Jobs, Enterprise and Innovation; in sufficient time to reach the Minister seven clear days before the meeting.

30. Means of Communication to be used

- (i) Subject to the Articles, anything sent or supplied by or to the Society under the Articles maybe sent or supplied in any way in which the Companies Act 2014 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Society and the Company communications provisions of the Companies Act 2014 shall apply to anything sent or supplied under these Articles.
- (ii) Any notice to be given to or by any person pursuant to the Articles must be:
 - (a) in writing; or
 - (b) a public notice in the National Press; or
 - (c) given in electronic form;
- (iii) The Society may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his/her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address; or
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (iv) A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (v) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (vi) Proof that an electronic form of notice was given shall be conclusive where the Society can demonstrate that it was properly addressed and sent.
- (vii) Notice shall be deemed to be given:
 - (a) Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting; or
 - (b) in the case of an electronic form of communication. 48 hours after it was sent.

31 The Seal

- (i) The Council shall provide a common seal for the purposes of the Society. The Seal for the time being of the Society shall be kept under such custody and used for such purposes of the Society as the Council shall from time to time decide.
- (ii) The Seal shall never be used except by the Authority of a resolution of the Council in the presence of two members of the council at least who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary or some other person appointed in that behalf by the Council.

32. Indemnity

The Society shall indemnify any person acting on the authority of the Council of the Society against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Society.