

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

-of-

**THE IRISH ASSOCIATION OF LEARNED AND PROFESSIONAL
ECONOMISTS COMPANY LIMITED BY GUARANTEE**

MEMORANDUM OF ASSOCIATION

1. **Name**

The name of the company is The Irish Economic Association Company Limited by Guarantee (hereinafter referred to as the "**Association**").

2. **Company type**

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

3. **Main Object**

The main object for which the Association is established (the "Main Object") is to contribute to the development and application of economics in Ireland.

4. **Subsidiary Objects**

As objects incidental and ancillary to the attainment of the Main Object, the Association shall have the following subsidiary objects:

- (a) to create a community of economists in Ireland;
- (b) to disseminate economics research emanating from Ireland;
- (c) to provide guidance on ethical standards in the discipline;
- (d) to support early career economists;

- (e) to improve communication and exchange between teachers, lecturers, researchers and students in economics in Ireland;
- (f) to develop and sponsor cooperation between schools, teaching institutions and university level and research institutions in Ireland;
- (g) to develop and sponsor cooperation between the Irish and the international economics community; and
- (h) to contribute via policy focused research and inquiry to building evidence for informed policy making in Ireland.

5. **Powers**

The Association shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object:

- (a) To make application on behalf of the Association to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- (b) To apply, petition for or promote any act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- (c) To employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- (d) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Association and to develop and turn to account any land acquired by the Association or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (e) To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Association with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- (f) To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Association to mortgage or charge all or any part of the property of the Association, present or future, and collaterally or further to secure any securities of the Association by a trust deed or other assurance.
- (g) To invest and deal with monies and property of the Association not immediately required in such manner as will most effectively provide funds for the advancement

and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.

- (h) To invest in such ways as shall seem desirable to the Directors any moneys of the Association not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided. To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Association, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Association's holding company or a subsidiary or associated company.
- (i) To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (j) To insure the property of the Association against any foreseeable risk in its full value and take out other insurance policies to protect the Association when required.
- (k) To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty. To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Association or the acquisition of which may seem calculated directly or indirectly to benefit the Association, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- (l) To adopt such means of making known the products and/or services of the Association as may seem expedient. To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object. To procure the registration or incorporation of the Association in or under the laws of any place outside Ireland.
- (m) To pay all expenses of and incidental to the incorporation and establishment of the Association.
- (n) To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Association in connection with or as ancillary to any of the above businesses or the general business of the Association in pursuance of the Main Object.
- (o) To establish and maintain links with international and national organisations having similar objectives.

- (p) To do all such other lawful things as the Association may think incidental and conducive to the foregoing Main Object.
- (q) To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

6. **Winding Up**

If upon the winding up or dissolution of the Association there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Association. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Association. The Board shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

7. **Limited Liability**

The liability of the members is limited.

8. **Undertaking to Contribute**

Every member of the Association undertakes to contribute to the assets of the Association, if the Association 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) payment of the debts and liabilities of the Association 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 the contributories among themselves, such amount as may be required, not exceeding €1.

ARTICLES OF ASSOCIATION

PRELIMINARY

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

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

“Board” means the Board of Directors of the Association. **“By-Laws”** means the by-laws of the Association from time to time.

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

“Elected Directors” means those Directors, other than an Officer, who is elected by the Institutional Members as a Director of the Association.

“ISWE” means the Irish Society of Women in Economics being **an unincorporated association** in Ireland promoting and seeking to increase women’s visibility in economics.

“ISWE Director” means the person nominated by ISWE, and approved by the Board, to be a Director of the Association (for so long as ISWE is a Partner-Organisation of the Association).

“Nominees List” has the meaning given to that term in Article 72.

“Nominations Committee” has the meaning given to that term in Article 75.

“Officers” means the Directors who occupy the positions of the President, the Vice-President, the Past President, the Secretary and the Treasurer and such other officers as may be prescribed by the Association in general meeting from time to time and **“Officer”** means any one of them.

“Partner-Organisation” means any unincorporated organisation with the same or similar objects to the Association which the Board determines to support as a partner-organisation under the auspices of the Association.

“Secretary” means any person appointed to perform the duties of the Secretary of the Association.

“Seal” means the Common Seal of the company.

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

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

MEMBERS

3. The number of members of the Association is unlimited.
4. The members of the Association shall be (i) the subscribers to the Memorandum of Association and (ii) such other persons as the Board shall from time to time admit to membership and as shall sign a written consent to become a member. The members shall be placed in classes corresponding with those to which they respectively belong as hereinafter provided.

THE CLASSES OF MEMBERSHIP

5. The membership of the Association shall consist of the following classes:
 - (a) Institutional Members;
 - (b) Corporate Members;
 - (c) Ordinary Members;
 - (d) Student Members;
 - (e) Retired/Unemployed Members; and
 - (f) Honorary Members.
6. Institutional Membership shall be open to public institutions and organisations including but not limited to:
 - (a) departments and disciplines in universities and other institutions of higher education;
 - (b) research institutes with a significant focus on economic issues;
 - (c) other institutions engaged in economic research and policy evaluation and design;
 - (d) other public sector organisations, such as government departments that are engaged in economic research and policy evaluation and design; and
 - (e) federations of teachers of economics.
7. Corporate Membership shall be open to such private-sector organisations who wish to provide membership for their economist employees.

8. Ordinary Membership shall be open to economists based either in Ireland or abroad. For the purposes of this Regulation 8, the Association shall determine who falls under the title of economist.
9. Student Membership shall be open to individual students of economics attending (i) secondary schools (or equivalent), (ii) undergraduate or postgraduate programmes in Higher Education Institutions in Ireland or abroad.
10. Retired/Unemployed Membership shall be open to individuals who are retired or unemployed.
11. Honorary Membership shall be open to such persons who have made a distinguished contribution to the economics profession, as nominated by the Board and approved by the members at a general meeting of the Association. Honorary Membership shall be automatically granted to all former IEA presidents who no longer serve on the Board.
12. Institutional Members only shall be entitled to exercise all the rights, powers and shall be subject to all the liabilities of members under the Act and shall have the right to vote at general meetings of the Association. All other classes of memberships of the Association shall have such powers, privileges and liabilities only as is herein expressly conferred or imposed on them and they shall not have the right to vote at general meetings of the Association.

ANNUAL SUBSCRIPTION

13. The Board shall from time to time determine the subscription and fees to be paid in respect of annual charges and membership fees by any or all classes of members (except Honorary Members who shall not be required to pay any such fees).
14. Subscription fees for membership renewals must be paid at least two weeks in advance of the date of the next annual general meeting in order for the member to be eligible to attend the meeting. Subscription fees may not be paid on the day on which the relevant annual general meeting is held.

ADMISSION OR EXPULSION OF MEMBERS

15. Subject to and without prejudice to the provisions of these Articles, the Association may from time to time make By-Laws regulating the mode of admission or expulsion of members of the Association. No By-Laws shall be repugnant to the Constitution or amount to such an addition or alteration of these Articles as could only legally be effected by special resolution of the Association passed in accordance with the Act.
16. Membership of the Association shall be conferred by the Board pursuant to the terms of Articles 5 to 12 and in such manner as prescribed in the By-Laws.
17. Membership of the Association is not transferable and shall cease:-

- (a) in the case of an Honorary Member, on that member's death or bankruptcy;
- (b) if the member resigns by serving notice in writing to the Board of the Association at its registered office;
- (c) if the member's membership dues are unpaid for the period of one year or more; or
- (d) if the members resolve, following recommendation of the Board, to terminate the member's membership.

BY-LAWS

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

GENERAL MEETINGS

19. The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and that so long as the Association holds its first annual general meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.
20. All general meetings other than annual general meetings shall be known as extraordinary general meetings.
21. The Board may, whenever it thinks fit, convene an extraordinary general meeting.
22. The Board shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10% of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Association, forthwith proceed duly to convene an extraordinary general meeting of the Association.
23. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Association and may consist of several documents in like form each signed by one or more requisitionists.

24. If the Board does not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.
25. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to convene a meeting shall be repaid to the requisitionists by the Association and any sum so repaid shall be retained by the Association out of any sums due or to become due from the Association by way of fees or other remuneration in respect of their services to such of the Directors as were in default.
26. For the purposes of Articles 22 to 25 the Board shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.
27. A meeting convened under Article 22 or 24 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board.
28. The President shall preside as chairperson at every general meeting of the Association, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall preside as chairperson of the meeting or if he or she 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 chairperson of the meeting.
29. If at any meeting no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
30. The chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
31. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as otherwise provided, seven members present in person or by proxy shall be a quorum.
32. Unless a poll is demanded in accordance with Article 49, at any general meeting:
 - (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
 - (b) a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

33. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
34. Subject to section 193 of the Act (as modified by section 1208 of the Act) a resolution in writing signed by all the members of the Association for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Association duly convened and held and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. Any such resolution in writing may consist of several documents in like form each signed by one or more members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member voting, this statement shall be prima facie evidence that it was signed by him or her on that date.

NOTICE OF GENERAL MEETINGS

35. A meeting of the Association, other than an adjourned meeting, shall be called:
 - (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
 - (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.
36. A meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in Article 35, be deemed to have been duly called if it is so agreed by:
 - (a) all the members entitled to attend and vote at the meeting; and
 - (b) unless no statutory auditors of the Association stand appointed in consequence of the Association availing itself of the audit exemption, the statutory auditors of the Association.
37. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
38. The notice of a meeting shall specify:
 - (a) the place, date and time of the meeting;
 - (b) the general nature of the business to be transacted at the meeting;
 - (c) in the case of a proposed special resolution or ordinary resolution, the text or substance of that proposed special resolution; and

- (d) with reasonable prominence a statement that:
- (i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;
 - (ii) a proxy need not be a member of the Association;
 - (iii) the time by which the proxy must be received at the Association's registered office or some other place within the State as is specified in the statement for that purpose.
39. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

VOTES OF MEMBERS

40. Where a matter is being decided (whether on a show of hands or on a poll), every Institutional Member present in person or by proxy shall have one vote.
41. 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 chairperson of the meeting, whose decision shall be final and conclusive.
42. Votes may be given either personally or by proxy. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

PROXIES

43. A member of the Association entitled to attend and vote at a meeting of the Association shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
44. The instrument appointing a proxy (the "Instrument of Proxy") shall be in writing –
- (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
45. The Instrument of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the

registered office of the Association or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time:-

- (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll, 48 hours before the time appointed for the taking of the poll.
46. The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Association by electronic means (as defined in section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.
47. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

Irish Economic Association Company Limited by Guarantee (the “**Company**”)

[Name of member] (the “Member”) of [Address of Member] being a member of the Association hereby appoint/s [name and address of proxy] or failing him or her [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:-

Voting instructions to proxy

(Choice to be marked with an “X”)

Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			

Unless otherwise instructed, the proxy will vote as he or she thinks fit.

Signature of Member.....

Dated [date]

VOTING ON A POLL

48. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
49. A demand for a poll may be made by:
- (a) the chairperson of the meeting;
 - (b) at least three members present in person or by proxy;
 - (c) any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members of the Association concerned having the right to vote at the meeting.
50. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 51, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
51. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.
52. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.
53. The instrument appointing a proxy to vote at a meeting of the Association shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Articles 49 and 50, a demand by a person as proxy for a member shall be the same as a demand by the member.
54. On a poll taken at a meeting of the Association (or, where applicable a meeting of any class of members of the Association), a member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes:-
- (a) use all his or her votes; or
 - (b) cast all the votes he or she uses in the same way.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

55. Any body corporate which is a member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Association.

BOARD OF DIRECTORS

56. The number of the Directors shall not be more than [thirteen].
57. The Board of Directors shall consist of the Officers (ex officio), a maximum of six Elected Directors and the ISWE Director (for so long as ISWE is a Partner-Organisation of the Association).
58. The Board may from time to time co-opt additional members to the Board of Directors, provided that the number does not exceed the maximum number of Directors stipulated in these Articles. The term of office of a Director who has been co-opted to the Board shall be determined by the Board.
59. The Officers shall consist of:
- (a) the President;
 - (b) the Vice-President;
 - (c) the Past President;
 - (d) the Secretary; and
 - (e) the Treasurer;
- and such other officers as may be hereafter prescribed by the Association in general meetings from time to time.
60. An individual is eligible for election as an Elected Director if:
- (a) he or she is involved in the development and application of economics through his or her profession, training or function; and
 - (b) is specifically nominated to the position by one or more of the Institutional Members of the Association.
61. No remuneration shall be payable under any circumstances to any of the Directors in respect of his services as Director, or on any Committee of the Directors to which the Directors may delegate powers under Article 91. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Association or otherwise in connection with the business of the Association.
62. The business of the Association shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these Articles required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Association in general meeting may (by special resolution) give. No such direction given by the Association in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

63. Without prejudice to Section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
64. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association shall declare in writing the nature of his interest at a meeting of the Directors in accordance with section 231 of the Act. A Director shall not be entitled to vote in respect of any such contract or proposed contract in which he is interested and if he shall do, his vote shall not be counted and he shall not be taken into account in ascertaining whether a quorum is present.
65. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
66. The Association shall cause minutes to be entered in books kept for the purpose:-
 - (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Association and, of the Directors and of committees of the Directors.

THE OFFICERS

67. The President shall preside over the Board of Directors and the meetings of the General Assembly. He or she shall represent the Association on general matters and in respect of legal matters.
68. The term of office of the President shall be for a period of not less than 98 but not more than 110 weeks, commencing immediately upon conclusion of the annual general meeting at which a new Vice-President is elected and terminating at the conclusion of the second annual general meeting to take place following that meeting. When the President vacates his or her office, the Vice-President at the time of the vacation shall succeed to the office of President.
69. The Vice-President is responsible for assisting the President. If for any reason the President is unable to exercise his or her duties, the Vice-President will assume the exercise of those duties until such time as the President is able to resume them.
70. The term of office of the Vice-President shall be for a period of between 98 and 110 weeks, commencing immediately upon the conclusion of the annual general meeting at which the Vice-President is elected and terminating at the conclusion of the second annual general meeting to take place following that meeting. The Vice-President succeeds the President when the latter vacates his or her office.

71. The Treasurer is responsible for managing the finances of the Association and shall report on the finances as often as required but at least twice in every year to the Board.
72. The Treasurer shall be appointed by the Board from the nominees list of potential candidates ("Nominees List") to be compiled by the Board for such term as the Board thinks fit, but must be an employee of the Economic and Social Research Institute of Ireland.
73. The Secretary shall be appointed by the Board from the Nominees List for such term as the Board thinks fit.
74. The duties of the Secretary shall include responsibility for the secretariat, maintain the statutory registers of the Association and keeping the minutes and records of the Association.

ELECTION OF VICE PRESIDENT AND ELECTED DIRECTORS

75. Six months prior to an annual general meeting at which the current Vice-President's, the Secretary's or an Elected Director's term of office is due to expire the President shall appoint a nominations committee ("Nominations Committee") for the preparation of the election of the Vice-President, the Secretary and/or Elected Directors as appropriate.
76. The Nominations Committee shall consist of at least three persons.
77. The Nominations Committee shall invite nominations for the position of Vice-President from the Institutional Members and, subject to the availability of candidates, propose at least two nominees from the Institutional Members for the position of Vice-President.
78. The Nominations Committee shall invite nominations for the position of Secretary from the Institutional Members and, subject to the availability of candidates, propose at least two nominees from the Institutional Members for the position of Secretary.
79. The Nominations Committee shall invite nominations for an Elected Director position from the Institutional Members. The Nominations Committee shall endeavour to ensure that the make-up of the Board is reflective of the Association's membership when considering nominations.
80. A ballot listing the names of the candidates with the corresponding position shall be e-mailed to Institutional Members at least 30 days prior to the annual general meeting at which the election is to take place.
81. Only validly completed ballots returned by email to the Association at least seven days before the annual general meeting and votes cast by members at the annual general meeting are valid.
82. The candidate with the highest number of votes is elected for the position. In the case of candidates obtaining an equal number of votes, a ballot amongst the Directors will be held to resolve the matter.

ROTATION OF DIRECTORS

83. Elected Directors shall serve in office for a term of six years. Each year, the Nominations Committee shall, in accordance with Article 79, seek nominations from Institutional Members to replace those Elected Directors whose term of office is due to expire or to fill a casual vacancy amongst the Elected Directors.
84. The Association may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any Director (including any Officer) before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the Association and such director.
85. The Association may by ordinary resolution appoint another person in place of a Director removed from office under Article 84. The Association in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
86. The office of Director shall be vacated if the Director:
 - (a) resigns his or her office by notice in writing to the Association;
 - (b) the health of the Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity;
 - (c) is adjudged insolvent or bankrupt (in any jurisdiction) or becomes or is deemed to be subject to a disqualification order under the Act;
 - (d) a declaration of restriction is made in relation to the Director;
 - (e) the Director is convicted of an indictable offence unless the Board otherwise determines;
 - (f) the Director is for more than 6 months absent without the permission of the Directors, from meetings of the Directors held during that period;
 - (g) resigns his or her office by spoken declaration at any Board meeting and such resignation is accepted by resolution of that meeting in which case such resignation shall take effect at the conclusion of that meeting unless otherwise resolved;
 - (h) also being an Officer of the Association, ceases to hold that office;
 - (i) is requested to resign in writing by all the other members of the Board.

PROCEEDINGS OF DIRECTORS

87. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that meetings of the Board are convened no less than twice in each calendar year. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the chairperson 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 the Directors.

88. The quorum necessary for the transaction of the business of the Directors is five.
89. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Act as the necessary quorum of Directors, the continuing Directors or director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Association, but for no other purpose.
90. The President shall preside as chairperson at meetings of the Directors or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall preside as chairperson of the meeting or if he or she 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 chairperson of the meeting.
91. The Directors may delegate any of its powers to Committees consisting of such member or members of the Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.
92. The Directors may appoint the chairperson of any Committee; if no such chairperson is elected, or if at any meeting of a Committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
93. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
94. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.
95. A resolution in writing, signed by all the Directors 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. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.
96. A meeting of the Directors or of a committee established by the Directors may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and –

- (a) a Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
- (b) such a meeting shall be deemed to take place –
 - (i) where the largest group of those participating in the conference is assembled;
 - (ii) if there is no such group, where the chairperson of the meeting then is;
 - (iii) if neither sub-paragraph (i) or (ii) applies, in such location as the meeting itself decides.

PARTNER ORGANISATIONS

- 97. The Board may from time to time bring under the Association's auspices and support as a Partner-Organisation such start-up unincorporated organisations with objects the same as or similar to the Association as the Board deems appropriate.
- 98. ISWE shall be a Partner-Organisation of the Association. If they are not already members via their institutional membership of the Association, all members of the executive board of ISWE must be a member of the Association via Ordinary, Institutional, Corporate, Student, Retired/Unemployed, Honorary Membership.
- 99. The Board shall have power to make, vary and rescind such rules, regulations and budgets (in consultation, as the Board may deem appropriate, with the Partner Organisation) as the Board shall deem necessary, convenient and proper for the financial management and good corporate governance of its relationship with any Partner-Organisation. The Board may discontinue the Association's relationship with a Partner-Organisation as it may consider appropriate or necessary from time to time. The terms of cessation of the relationship shall be provided for in written notice to the Partner-Organisation.

POWERS OF ATTORNEY

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

SECRETARY

101. 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.

SEAL

102. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be
- (a) signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and
 - (b) be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

ACCOUNTS

103. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Association's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Association.
104. The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Association and by other persons entitled pursuant to the Act.
105. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Association or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Association except as conferred by statute, this Constitution or authorised by the Directors or by the Association in general meeting.
106. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Association the statutory financial statements (if a statutory auditor has been appointed pursuant to Article 108) of the Association, the Directors' report in relation to it and the statutory auditor's report (if such auditor has been appointed) on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Association.
107. A copy of the statutory financial statements (if a statutory auditor has been appointed pursuant to Article 108) of the Association, the Directors' report in relation to it and that

statutory auditor's report (if such auditor has been appointed) on those financial statements and Directors' report shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

AUDITORS

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

NOTICES

109. A notice may be given by the Association to any member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the member at his or her registered address or registered email address (or, if not so registered, then to the address or email address of the member last known to the Association).
110. Any notice served or given in accordance with Article 109 above shall be deemed, in the absence of any agreement to the contrary between the Association and the member, to have been served or given-
- (a) in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
 - (b) in the case of its being left, at the time that it is left;
 - (c) in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address)-
 - (i) on a Friday – 72 hours after despatch; or
 - (ii) on a Saturday or Sunday – 48 hours after despatch;
 - (d) in the case of electronic means being used in relation to it, 12 hours after despatch.

