

**CONSTITUTION**

**OF**

**Shannon & District Chamber of Commerce Limited  
Company Limited by Guarantee**



**Shannon  
Chamber**

*Advancing business together*

## **CONSTITUTION**

### **OF**

#### **Shannon & District Chamber of Commerce Company Limited by Guarantee**

### **MEMORANDUM OF ASSOCIATION**

1. The name of the company (hereinafter referred to as the "**Chamber**") is Shannon & District Chamber of Commerce.
2. The Chamber is a company limited by guarantee for the purposes of Part 18 of the Companies Act 2014. The Registered Office of the Chamber is situate in Ireland.
3. The objects for which the Chamber is established are:
  - (1) To serve members interests by promoting the economic and social development of Shannon and its environs including Newmarket-on-Fergus, Quin, Kilkishen, Sixmilebridge and Bunratty and thereby creating an environment which will help enhance the prosperity and welfare of its members;
  - (2) To protect, advance and assist trade, commerce, professions, business and manufacturing and promote the commercial, business manufacturing and shipping interests of Shannon and its environs;
  - (3) To encourage civic participation in the enhancement of Shannon and its environs by recognising projects, which help make the greater Shannon area more attractive and improve the social, educational, cultural and commercial life of the town and its environment;
  - (4) To appear and represent or advocate before any court, council, commission, body corporate, or person in authority, the views or interests of the Chamber in relation to or in connection with any matter in anywise affecting or concerning the trade, commerce, manufacturing interests of Shannon;
  - (5) To petition, make submissions or representations to Oireachtas, local municipal and other authorities or government departments or institutions of the European Union on any matter affecting the trade, business, commercial and manufacturing interests of the greater Shannon area;
  - (6) To communicate the opinion of the Chamber to members of the Oireachtas and local municipal and other authorities or government departments or trade associations or institutions of the European Union and to propose and promote Oireachtas Bills or amendments thereof in the interest of trade, business and commerce, or to propose or oppose such measures which in the opinion of the Chamber are likely to be beneficial or injurious as the case may be to such interests;

- (7) To enter into any agreement, establish any trust or carry on any business which has as its object the reduction of crime and of security costs associated therewith in connection with the promotion of the commercial and manufacturing interests of Shannon;
  - (8) To collect, collate and circulate commercial statistics and information of all kinds;
  - (9) To form a subsidiary company for the purposes of carrying on any business in furtherance of the objects of the Chamber;
  - (10) To acquire and undertake the whole or any part of the undertaking business, property, assets and liabilities of any person or company carrying on any business which the Chamber is authorised to carry on or which is capable of being conducted so as to benefit the Chamber directly or indirectly or which is possessed of assets suitable for the purposes of the Chamber;
  - (11) To amalgamate with, merge with or otherwise become part of or associated with any other company, chamber or association in any manner permitted by law;
  - (12) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Chamber is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Chamber; and
  - (13) To borrow or raise money for the purpose of the Chamber on such terms and on such security as may be thought fit and without security.
4. For the purpose of attaining the objects aforesaid (but not otherwise) to do each and every of the things following, that is to say:
- (a) To employ, educate and train such management, clerical or other staff as may be required by the Chamber from time to time;
  - (b) To manage, invest and expend all moneys or property belonging to the Chamber;
  - (c) To provide expert advice and courses of instruction in business, lectures, exhibitions and literature;
  - (d) To accept any gift (whether conditional or unconditional) of property whether or not subject to any special trust for the furtherance of the objects of the Chamber;
  - (e) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Chamber in the form of loans, donations, subscriptions or otherwise;

- (f) To print, publish, distribute and circulate any newspapers, circulars, periodicals, pamphlets, books, leaflets and other literature that the Chamber may think desirable for the promotion of its objects;
  - (g) To invest and deal with the moneys of the Chamber not immediately required in such manner as may from time to time be determined;
  - (h) To undertake the office of manager, secretary, registrar, trustee, treasurer or any other office of trust or confidence;
  - (i) To promote, sponsor, undertake and organise such events for the purpose of raising funds for the Chamber and other similar means of raising funds;
  - (j) To carry on any trade PROVIDED THAT the profits (if any) of any such trade shall be applied solely for the furtherance of the objects of the Chamber;
  - (k) To enter into any agreement for co-operation or reciprocal concession with any Governments or Authorities, supreme, municipal or otherwise, corporate bodies, incorporated associations or persons that may seem conducive to the attainment of the objects of the Chamber or any of them and to obtain from any Government, Authority, company, firm or person any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions;
  - (l) To establish, promote, co-operate with, assist and subscribe to companies and associations formed for the purpose of promoting any of the objects of the Chamber or any similar objects PROVIDED THAT any such companies and associations prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Chamber by virtue of Clause 5 hereof;
  - (m) To superannuate, provide for and grant pensions retirement gratuities and similar benefits to employees of the Chamber subject to any terms and conditions of employment and if necessary, to provide a superannuation fund for such purposes;
  - (n) To do all such other things as are incidental or conducive to the attainment or advancement of any of the objects of the Chamber; and
  - (o) The Chamber shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulations, restrictions or condition which, if an object of the Chamber, would make it a Trade Union.
5. The income and property of the Chamber shall be applied solely towards the promotion of the objects of the Chamber, as set forth in the Memorandum of Association. No portion of the Chamber'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 Chamber.
6. Every member of the Chamber undertakes to contribute to the Assets of the Chamber, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Chamber, contracted

before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding €1.

7. If upon the winding-up or dissolution of the Chamber 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 Chamber, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Chamber, to be determined by the members of the Chamber at or before the time of dissolution, or in default thereof by such Judge of the High Court as may have or acquire jurisdiction in the matter.
8. The liability of the Members is limited.

**We** the several persons whose names and addresses are subscribed, are desirous of being formed into an Association, in pursuance of this Memorandum of Association.

Dated this 28th day of January 2020.

<b>NAMES</b>	<b>Addresses</b>	<b>Description of Subscribers</b>
1. Mary Considine	Decomade, Lissycasey, Co Clare, Ireland	President
2. Stephen Keogh	The Old Parochial House, Clonlara, Co Clare, Ireland	Vice President
3. Helen Downes	Ballymulcashel, Kilmurray, Sixmilebridge, Co Clare, Ireland	Director
4. Kevin Thompstone	13 Tullyglass Hill, Shannon, Co Clare, Ireland	Director
5. David Allen Brown	3, Carraig Lia, Shannon, Co Clare, Ireland	Director
6. Mark Nolan	Dromoland Lodge, Newmarket on Fergus, Co Clare, Ireland	Director
7. Edmund Paul Jennings	Newlawn, Highfield, Ennis, Co Clare, Ireland	Director
8. Ian Barrett	15, Willsgrove, Ennis, Co Clare, Ireland	Director

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|----------------------|---|----------|
| 9. Damian Gleeson    | Bunratty Court, Cloughleigh,<br>Sixmilebridge, Co Clare,<br>Ireland | Director |
| 10. Nandi O'Sullivan | Ballybeg, Ennis, Co Clare,<br>Ireland                               | Director |
| 11. Claude Costelloe | 5, The Grove, Ballyneety, Co<br>Limerick, Ireland                   | Director |
| 12. Eoin Gavin       | Woodpark, Bunratty, Co<br>Clare, Ireland                            | Director |

Witness to the above Signatures,

## **ARTICLES OF ASSOCIATION**

### **PRELIMINARY**

- 1.1 The regulations contained herein constitute the entire regulations of the Chamber and the "optional provisions" (as that term is defined in Section 1177 of the Companies Act 2014) do not apply to the Chamber.

### **INTERPRETATION**

- 1.2. "Act" means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force.

"Board" means the Board of directors of the Chamber.

"Chamber" means the above-named company, Shannon Chamber of Commerce (Company Limited by Guarantee).

"Chamber Member" means a member of the Chamber.

"Directors" means the directors for the time being of the Chamber.

"Honorary Officers" shall mean the President and the Vice-President.

"Remuneration Committee" means the committee of the Board duly constituted as such consisting of a minimum three and a maximum for four members (one of whom can be the President), all of whom shall be non-executive directors.

"Secretary" means any person appointed to perform the duties of the company secretary by the Board.

A member of the Board or any committee sitting ex-officio shall not have voting rights in that capacity and shall not be counted towards the quorum.

Unless the contrary intention appears, the words or expressions contained in these Articles shall bear the same meaning as in the Companies Act 2014.

### **MEMBERS**

2. The number of Chamber Members is declared to be unlimited.
3. The present Chamber Members and such other persons as the Chamber executive shall from time to time admit to membership as Chamber Members shall be the Chamber Members. Chamber Members shall be entitled to attend and vote at all general meetings of the Chamber in accordance with these Articles.
4. The Board may admit to the *honorary membership* of the Chamber persons distinguished in statesmanship, diplomacy, finance, commerce or otherwise or persons who shall have rendered special service to the Chamber. Such *honorary members* shall not be required to pay any entrance fee or annual subscription and shall not be under any liability in the event of the Chamber being wound up. The



number of *honorary members* admitted by the Board shall not exceed ten in number at any one time. *Honorary members* shall be non-voting members of the Chamber and shall not by reason of same be admitted as Chamber Members or obtain any rights as Chamber Members under these Articles.

5. Membership of the Chamber shall not be transferrable.

#### **ADMISSION OF MEMBERS AND CATEGORIES OF MEMBERSHIP**

6. (a) Every application for membership shall constitute acceptance of and an undertaking by the Chamber Member to be bound by the Constitution and the bye-laws and regulations for the time being, and from time to time, of the Chamber, to the same extent as if such Constitution, bye-laws and regulations had been signed and sealed by each such Chamber Member.
  - (b) Every application for membership of the Chamber shall be in writing in such form and with such information as may be required from time to time by the Chamber executive. Acceptance of an application together with payment of the specified entrance and/or subscription fees (if applicable) shall constitute membership of the Chamber.
  - (c) Upon admission, the name of each Chamber Member and, where relevant, its Nominee(s) shall be entered in a register of members of the Chamber which may be divided into specific classes and categories of membership and registered online and shall contain the names, addresses, and descriptions of all Chamber Members (and their Nominee(s)) and the dates of their respective admission to membership, and such other particulars as deemed appropriate.
7. (a) Chamber Members which are body corporates shall be entitled to nominate such number of Nominee(s) as they wish. Each Chamber Member must inform the Chamber in writing of any changes to its Nominee(s).
  - (b) The admission of a body corporate to membership of the Chamber shall not operate so as to constitute any principal, partner, officer, shareholder or director of the body corporate a Chamber Member or to entitle such persons to any of the rights or privileges or to make him subject to any of the liabilities of a Chamber Member.

#### **SUBSCRIPTION OF MEMBERS**

8. The Chamber executive may fix and from time to time vary the amount of the entrance fee and of the annual subscription to be paid by Chamber Members.
9. The annual subscription shall become due annually at 1 January.
10. At the end of each calendar year, a notice seeking confirmation of renewal of membership and if appropriate requiring payment of subscription shall be sent to each Chamber Member. On the expiration of 2 months from the date of the notice, if the renewal notice and, if appropriate, subscription for the current year has not been returned and paid it shall be deemed in arrears. Any Chamber Member whose subscription shall thereafter remain unpaid shall not be entitled to vote or exercise any privilege of membership while its subscription remains so in arrears.

## **CESSATION OF MEMBERSHIP OF CHAMBER**

11. Any Chamber Member whose annual subscription shall be in arrears for three calendar months shall ipso facto thereupon cease to be a Chamber Member but may be re-admitted to membership as a new Chamber Member on payment of the appropriate subscription.
12. A majority of two-thirds of the Chamber Members present and voting at a general meeting (other than the annual general meeting) of the Chamber specially convened for the purpose, with or without any other purposes or purpose, may by resolution expel any Chamber Member from membership of the Chamber, whose conduct in their opinion renders it unfit to be a Chamber Member; and such member shall from the passing of such resolution cease to be a Chamber Member, provided that written notice of a resolution to expel a Chamber Member under this Article must be given to the Secretary not less than twenty eight days before the meeting at which such resolution is to be moved; and the Secretary shall, in writing, inform such Chamber Member of the intention to hold such meeting, not less than fourteen days before the day of such meeting, and at such meeting such Chamber Member shall be afforded an opportunity of meeting and defending itself against the charge in respect whereof it is proposed to expel it.

## **GENERAL MEETINGS OF THE CHAMBER**

13. There shall be an annual general meeting of the Chamber in each year, on a day to be fixed by the Board, to transact the following business:
  - (1) Receive the reports of the Board;
  - (2) Receive the financial statements;
  - (3) Review by the Chamber Members of the Chamber's affairs;
  - (4) The election and re-election of Directors of the Board;
  - (5) Appoint an Auditor or Auditors and fix their remuneration or to give the Board authority to do so; and
  - (6) Consider, and if necessary, take action with reference to any other business or motion not being inconsistent with the Constitution, of which due notice shall have been given.

The annual general meeting shall be specified as such in the notices calling it, and not more than fifteen months shall elapse between the date of an annual general meeting of the Chamber and that of the next.

14. Other general meetings other than the annual general meetings shall be called extraordinary general meetings.
15. Extraordinary general meetings of the Chamber shall be convened by the Secretary at the direction of the Board, and extraordinary general meetings shall also be convened by the Board on the requisition of one or more Chamber Members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the total voting rights of all Chamber Members having, at the date of the deposit, the right to vote at general meetings of the Chamber. Any such requisition shall state the objects of the meeting, and must be signed by the requisitionists, and

deposited at the registered office of the Chamber, and may consist of several documents in like form each signed by one or more requisitionists.

16. The notice convening an extraordinary general meeting shall specify the objects of the meeting; and no other business shall be transacted at any extraordinary general meeting except the business for which such meeting shall have been convened.
17. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Chamber (other than an annual general meeting or a meeting called for the passing of a special resolution) shall be called by 7 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, the general nature of the business to be transacted at the meeting, in the case of a proposed special resolution the text or substance of that proposed special resolution and shall be given in such manner hereinafter mentioned to such persons as are under the Act entitled to receive such notices from the Chamber. 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.

#### **PROCEEDINGS AT GENERAL MEETINGS**

18. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the financial statements and the report of the Board, and auditors, the review by Chamber Members of the Chamber's affairs, the election and re-election of Board Members in the place of those retiring, the appointment or re-appointment of auditors, and the fixing of the remuneration of the auditors or the giving of the Board the authority to do so.
19. The quorum at all general meetings of the Chamber shall be eight (8) Chamber Members present within thirty minutes after the hour fixed for the meeting. Only one Nominee/proxy per Chamber Member may be counted in the number to make up a quorum. No business shall be transacted at any annual or extraordinary general meeting unless the requisite quorum be present at the commencement of business. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Chamber Members, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next succeeding week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, those Chamber Members who are present shall be a quorum, and may transact all or any of the business for which the meeting was called.
20. The President or, in his/her absence, the Vice-President, or in the absence of both the President and Vice-President, the Directors present shall elect one of their number to be Chairperson of the meeting.
21. No resolution of any general meeting shall be rescinded except by an extraordinary general meeting specially convened for the purpose.
22. 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded-
- (a) by the chairperson; or
  - (b) by at least three Chamber Members present in person or by proxy; or
  - (c) by any Chamber Member(s) present in person or by proxy and representing not less than 10 per cent of the total voting rights of all the Chamber Members concerned having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Chamber 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.

The demand for a poll may be withdrawn by the person or persons who have made the demand.

24. Except as provided in Article 26, if a poll is duly demanded it shall be taken in such manner as the chairperson directs and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
25. 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.
26. A poll demanded on the election of a chairperson, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
27. Subject to Section 193 of the Act, a resolution in writing signed by all the Chamber Members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Chamber duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

**VOTES OF MEMBERS**

- 28. Every Chamber Member shall have one vote for each Nominee/proxy it is entitled to appoint. In the case of inequality of votes, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.
- 29. No Chamber Member shall be entitled to vote at any general meeting unless all monies immediately payable by it to the Chamber have been paid.
- 30. 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.
- 31. Votes may be given either personally or by proxy.
- 32. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney duly authorised in writing. A proxy need not be a Chamber Member.
- 33. The instrument appointing a proxy and the power of attorney or other authority if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Chamber for the attention of the Secretary of the Chamber or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll. If this Article is not complied with, the instrument of proxy shall not be treated as valid.
- 34. The depositing of the instrument of proxy referred to in Article 33 may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Chamber by electronic means, and this Article likewise applies to the depositing of anything else referred to in Article 33.
- 35. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit-

Shannon Chamber of Commerce (Company Limited by Guarantee) (“the Company”)

[name of member] (“the Member”) of [address of member] being a member of the Company hereby appoint/s [name and address of proxy] or failing him or her

[name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the [annual or extraordinary, as the case may be] general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:

Voting Instructions to Proxy
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(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] .....			

36. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
37. Subject to Article 38, a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed.
38. Article 37 does not apply if notice in writing of such death, insanity or revocation as is mentioned in Article 37 is received by the Chamber at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

**BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS**

39. Any body corporate which is a Chamber Member and has not appointed a Nominee or Nominees to act on its behalf may by resolution of its partners, directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Chamber or any class of members of the Chamber, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he or she represents as that body corporate could exercise if it were an individual Chamber Member in accordance with the rights and privileges attaching to the class and category of membership to which it is admitted.
40. The chairperson of a meeting may require a person claiming to be an authorised person within the meaning of Article 39 to produce such evidence of the person's authority as such as the chairperson may reasonably specify and, if such evidence is not produced, the chairperson may exclude such person from the meeting.

**RIGHTS AND PRIVILEGES OF MEMBERS**

41. Every Chamber Member shall, subject to these Articles, be entitled to attend and vote at every general meeting of the Chamber, and to propose in writing any subject relevant to the objects and interests of the Chamber for the consideration of the Board; and every such Chamber Member shall, at all convenient times, be at liberty to confer with the Board upon the subject of such written proposal.

## **PATRONS**

42. The Directors may appoint and remove any individual(s) as patron(s) of the Company on such terms as they shall think fit. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Company as if a member and shall also have the right to receive accounts of the Company when available to members.

## **THE BOARD**

43. The Chamber shall have a Board whose principal role shall be to identify and direct the policy and influencing agenda of the Chamber based on listening to, understanding and representing the Chamber Members and the greater Shannon business community in general.

## **ELECTION OF BOARD MEMBERS**

### **DIRECTORS**

44. The number of Directors and the names of the first Directors shall be determined in writing by the subscribers to the constitution of the Company or a majority of them and notified to the Companies Registration Office.
45. The maximum number of Directors shall be fifteen (15) and the minimum number of Directors shall be three.
46. No remuneration shall be payable to the Directors but Directors may be paid all such reasonable expenses as may be properly incurred or in connection with the affairs of the Company and provided same are properly vouched.

### **ROTATION OF DIRECTORS**

47. At each Annual General Meeting of the Company, two of the Directors for the time being shall retire from office.
48. The Directors to retire in every year shall be those who have been longest in the office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
49. A retiring Director shall be eligible for re-election.
50. When a Director has served three consecutive terms of office (where a term of office is one year), and for the purpose of calculation, the first term of which can

commence no sooner than the date of the adoption of this Constitution, he or she may not offer himself or herself for re-election unless nominated by 6 members.

51. The Board, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person to it; such persons having been proposed and agreed by the Board via the Nominations Committee.
52. In default of the Board doing so, the retiring Director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless:
  - (a) at such meeting it is expressly resolved not to fill such vacated office; or
  - (b) a resolution for the re-election of such Director has been put to the meeting and lost.
53. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for re-election to the office of Director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office in writing, signed by a Member duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
54. The Board may from time to time by ordinary resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.
55. The Board shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these articles. Any Director so appointed, by a majority of 6 Board member votes, shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
56. No person may be appointed as a Director:
  - a. unless he or she has attained the age of 18 years; or
  - b. in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of these articles;
  - c. if they are connected through employment, co-directorship, co-shareholding or partnership of any director currently serving on the Board, excluding any directors who were appointed prior to adopting this Constitution.



## **FUNCTIONS OF THE BOARD OF DIRECTORS**

57. The business of the Chamber shall be managed by the Board who may exercise all such powers of the Chamber as are not, by the Act or by these Articles, required to be exercised by the Chamber 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 may be given by the Chamber (by special resolution) in general meeting; but no direction given by the Chamber in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.
58. The Board shall have power to make, alter or revoke such bye-laws for carrying on the business of the Chamber, provided always that the bye-laws in force shall not be repugnant to the Constitution and that no bye-law shall be made under this provision which would amount to such an addition to or alternation of these Articles as could only legally be made by special resolution passed in accordance with the Act. Notice of any suggested alteration of any bye-laws shall be given to each director in the agenda paper for the Board meeting at which the question is to be considered.
59. The Board may delegate any of its powers to any committee in accordance with Article 64. It may also delegate to the Chief Executive Officer such of its powers as it considers desirable to be exercised by him or her. Any such delegation may be made subject to any terms and conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
60. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Chamber for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
61. The Board shall cause correct minutes of the proceedings of the Chamber in general meeting to be kept in suitable books/soft-copy files, which shall be open to inspection by the Chamber Members at suitable times to be fixed by the Board in accordance with the Act.
62. The Board, having due regard to the recommendations of the Auditors, may raise or borrow for the purposes of the Chamber's business such sums as they shall think fit and may exercise all the powers of the Chamber to borrow money (up to a maximum aggregate of fifty-thousand euro (€50,000) and to issue guarantees and indemnities and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Chamber or of any third party.

63. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Chamber 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 Board shall from time to time by resolution determine.
64. The Board may delegate any of its powers from time to time on such terms and conditions as it may think fit to individuals or committees consisting of such Board Members as it may think fit or may constitute a committee to investigate, consider and report to the Board on any business or objects deemed to be in the interest of the Chamber. The Board shall set the terms of reference of each such committee. Each such committee shall in the exercise of powers so delegated conform with the provisions of these Articles, any bye-laws or to any other regulations consistent with these Articles and imposed on it by the Board from time to time and all such regulations shall always include provision for regular reports to the Board. Decisions of any committee shall be minuted and a copy of the approved minutes shall be circulated to the members of the committee and the Board.
65. The Board may revoke or vary any delegation to or discharge any committee in whole or in part.
66. Three members of any committee shall form a quorum.
67. There are established as standing committees under these Articles the following committees which shall be constituted and have such duties and responsibilities as further prescribed in the Chamber's Code of Governance:
  - (i) **Remuneration Committee, which includes the additional function of Nominations Committee; and**
  - (ii) **The Audit, Risk and Finance Committee**
68. Each committee shall appoint a chairperson who may at any time convene a meeting of the committee and shall do so on the requisition of three of its members. The meetings and proceedings of such committee consisting of three members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by the Board.
69. All acts done by any meeting of the Board or of any committee, or by any person acting as a Director or committee member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed.

#### **PROCEEDINGS OF DIRECTORS**

70. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairperson shall have a second or casting vote.

71. The quorum necessary for the transaction of the business of the Board may be fixed by the Directors and unless so fixed shall be six.
72. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Chamber 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 Chamber, but for no other purpose.
73. A Director may, and the Secretary on the requisition of a Director, shall, at any time summon a meeting of the Directors. All Directors shall be entitled to reasonable notice of a meeting of Directors. Every notice calling a meeting shall specify the place, day and time of the meeting and include an agenda.
74. The President of the Chamber, or in his or her absence the Vice-President shall preside at every meeting of the Board as chairperson. If the President and Vice-President are absent, the Directors present at such meeting shall elect the chairperson of such meeting.
75. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid as if it had been passed at a meeting of the Board duly convened and held.
76. A meeting of the Directors or of any committee of the Chamber 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 to (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 conference shall be deemed to be present at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
  - (b) Such 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 is; (iii) if neither (i) or (ii) applies, in such location as the meeting itself decides.

#### **DISQUALIFICATION OF DIRECTORS**

77. The office of Director shall ipso facto become vacant if the Director:
  - (a) without the consent of the Chamber in general meeting holds any other office or place of profit under the Chamber; or
  - (b) is adjudged bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction or makes any arrangement or composition with his or her creditors generally; or
  - (c) a declaration of restriction is made in relation to the Director; or
  - (d) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or

- (e) the health of the Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision-making capacity; or
- (f) resigns his or her office by notice in writing to the Chamber; or
- (g) ceases to make Ireland the place of his or her permanent residence; or
- (h) without the consent of the Board shall be absent without leave from more than three consecutive meetings of the Board or a total of five Board meetings in any given year; or
- (i) is removed as or ceases to be a Board Member; or
- (j) ceases, or the organisation which he/she represents, ceases to be a Chamber Member; or
- (k) is convicted of an indictable offence; or
- (l) is directly or indirectly interested in any contract or proposed contract with the Chamber and fails to declare the nature of his or her interest in the manner required by section 231 of the Act; or
- (m) is requested in writing to resign by a simple majority vote of the members of the Nominations Committee.

### **VOTING ON CONTRACTS**

78. A Board Member may not vote in respect of any contract in which he or she is interested or any matter arising therefrom.

### **CHIEF EXECUTIVE OFFICER**

79. A Chief Executive Officer may be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any Chief Executive Officer so appointed may be removed by it. The Chief Executive Officer shall carry out such duties as are delegated to him or her from time to time by the Board.

### **SECRETARY**

80. The Secretary shall be appointed by the Board for such term and at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board. The Board shall ensure that the person appointed as secretary has the skills or resources necessary to discharge his or her statutory and other duties.

## **THE SEAL**

81. The seal shall be used only by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a second Director or the Secretary.

## **ACCOUNTING RECORDS**

82. The Board shall keep or cause to be kept adequate accounting records in accordance with the Act.
83. Subject to section 283(2) of the Act, the Chamber's accounting records shall be kept at the registered office or at such other place as the Board think fit, and shall at all reasonable times be open for inspection without charge by the Directors of the Chamber and by other persons entitled pursuant to the Act to inspect the accounting records of the Chamber.
84. The Board 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 Chamber or any of them shall be open to the inspection of Chamber Members, not being Directors, and no Chamber Member (not being a Director) shall have any right of inspecting any financial statements or accounting records or document of the Chamber except as conferred by statute or authorised by the Board or by the Chamber in general meeting.
85. In accordance with section 341 of the Act, the Board shall in each financial year lay before the Chamber in general meeting copies of –
  - (a) the statutory financial statements of the Chamber for the financial year;
  - (b) the directors' report for the financial year; and
  - (c) the statutory auditors' report on those financial statements and that directors' report.
86. A copy of the financial statements which is to be laid before the annual general meeting of the Chamber together with a copy of the Board's report and auditors' report shall, not less than 21 days before the date of the annual general meeting be sent to every person entitled under the provisions of the Act to receive them.

## **AUDIT**

87. Auditors shall be appointed, and their duties regulated in accordance with the Act.
88. No Director or Council Member shall during his/her continuance in office be eligible as Auditor of the Chamber.

## **NOTICES**

### 89. **Notices in Writing.**

Any notice to be given, served or delivered pursuant to these Articles shall be in writing.

### 90. **Service of Notices.**

- (a) A notice or document to be given, served or delivered in pursuance of these Articles may be given to, served on or delivered to any Chamber Member:
  - (i) by handing it to the Chamber Member or its authorised agent;
  - (ii) by leaving it at the Chamber Member's registered address;
  - (iii) by sending it by post in a pre-paid cover addressed to the Chamber Member at its registered address; or
  - (iv) by sending it by electronic mail to an address notified by the Chamber Member.
- (b) Where a notice or document is given, served or delivered pursuant to sub-paragraph (a) (i) or (ii) of this Article, the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the Chamber Member or its authorised agent, or left at its registered address (as the case may be).
- (c) Where a notice or document is given, served or delivered pursuant to sub-paragraph (a) (iii) of this Article, the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twenty-four hours after the cover containing it was posted. In proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.
- (d) Where a notice or document is given, served or delivered pursuant to sub-paragraph (a) (iv) of this Article the giving, service or delivery thereof shall be deemed to have been effected at time of transmission.
- (e) Every legal personal representative, committee, receiver, curator bonis or other legal curator, assignee in bankruptcy or liquidator of a Chamber Member shall be bound by a notice given as aforesaid if sent to the last registered address of such Chamber Member, notwithstanding that the Chamber may have notice of the death, mental incapacity, bankruptcy, insolvency or disability of such Chamber Member.
- (f) Without prejudice to the provisions of sub-paragraphs (a) (i) and (ii) of this Article, if at any time by reason of the suspension or curtailment of postal services within the State, the Chamber is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice, advertised on the same date in at least two leading national daily newspapers in the State. Such notice shall be deemed to have been duly served on all Chamber Members entitled thereto at noon of the day on which the said advertisements shall appear.

All notices to a Chamber Member shall be addressed to them at the address supplied by them on their application for membership. A Chamber Member must request the Chamber in writing to amend their address.

91. **Signature to Notices.**

The signature to any notice to be given by the Chamber may be written or printed.

92. **Deemed Receipt of Notices.**

A Chamber Member present either in person or by proxy at any meeting of the Chamber shall be deemed to have received due notice of the meeting and where requisite, of the purposes for which it was called.

**INDEMNITY AND INSURANCE**

93. Subject to provisions of and so far as may be permitted by section 235 of the Act, every officer (excluding statutory auditors) for the time being of the Chamber shall be entitled to be indemnified out of the assets of the Chamber against any losses or liabilities which he or she may sustain or incur:

- (i) in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part) or in which he or she is acquitted or in connection with any proceedings or application referred to in or under sections 233 or 234 of the Act in which relief is granted to him or her by the court; and/or
- (ii) in or about the execution and discharge of the duties of his or her office or otherwise in relation thereto.

94. The Directors shall have the power to purchase and maintain for any Director or officer of the Chamber insurance against any such liability as is referred to in Section 235(1) of the Act.



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