

COMPANIES ACT 2014

CONSTITUTION OF
INSTITUTE OF DESIGNERS IN IRELAND
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

The Company

1. The name of the company is: Institute of Designers in Ireland Company Limited by Guarantee (“the Company”). The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

Main Object

2. The main object for which the Company is established is to lead design in Ireland, by associating in a single professional institute as the recognised national, EU and international association and representative body for qualified and qualifying designers in Ireland.

Subsidiary Objects

3. In furtherance exclusively of the foregoing main object, the Company shall have the following subsidiary objects:
 - a. Consolidating Design: to present and represent the professional design community in liaison with the general public, clients, statutory bodies, government, international institutions of like-minded constitution and other aligned organisations.
 - b. Moderating Design: to undertake and encourage the consolidation, recognition, moderation, elevation, evolution and advancement of all aspects and features of quality design in Ireland, for the benefit of the general public, professions, industry, commerce, education and the wider community.
 - c. Elevating Design: to promote and facilitate the acquirement of the knowledge of the various arts, sciences and skills connected therewith; and
 - d. Evolving Design: to be a centre of excellence for the advancement of education, information, advice and support in all matters related to design.

4. Each of the subsidiary objects is further developed in this regulation 4:

a. CONSOLIDATING DESIGN

ONE BODY

- i) to serve the interests of the interested design community by associating in a single professional institute those professionally qualified and qualifying designers practising in Ireland.

RECOGNITION OF THE PROFESSION

- ii) to secure a defined and recognised design profession for the benefit of industry, enterprise, commerce, culture, education, heritage and the general public.
- iii) to establish, maintain and monitor a Register of Designers in Ireland; to do such things necessary as to give full effect and purpose to the Institute of Designers in Ireland's future role, defined in a national statutory context, to safeguard quality of the design environment and protect consumers generally by moderating standards in the design industry.

b. MODERATING DESIGN

PROFESSIONAL STANDARDS

- iv) to maintain standards of professional practice by means of examination of qualifications and experience and admitting members considered to have reached the requisite standards as outlined in the by-laws of the Institute of Designers in Ireland.

CODES OF PRACTICE

- v) to establish and maintain a Code of Practice of members of the Institute of Designers in Ireland, and to regulate, moderate and control for the benefit of the wider community, all matters of professional practice and conduct of members.

RESEARCH

- vi) To promote the need for research, education and development in design, as it applies in society, enterprise, the environment and associated arts and sciences.

c. ELEVATING DESIGN

EXCELLENCE

- vii) to promote higher standards of design in all those spheres to which design considerations apply, and to promote a greater understanding of the role of design in society, industry and commerce for interested bodies, clients and the wider community.

OPEN FORUM CULTURE

- viii) to provide discourse and dialogue via forum structures where matters of importance concerning design and designers may be discussed, and directions arising committed to action.

DEVELOPMENT & DIVERSITY

ix) To consistently seek to develop the scope of the Institute of Designers in Ireland, to include evolving facets of the design professions and emerging sciences, arts, technologies, products, systems and services constituting design in universal application, education, thinking and practice.

EQUALITY

x) To bring an elevated awareness of equal opportunities and social inclusion to membership and reach of the Institute of Designers in Ireland, to readily prevent and preclude discrimination of any kind.

ETHICAL PRACTICE

xi) To foster transparency, integrity, and respectful practice and relations in design and work actively against disrespectful or unprofessional conduct or practice which may arise in the profession.

d. EVOLVING DESIGN

EDUCATING & MENTORING

xii) to further the professional education and enrich the opportunities for persons intending to become members of the design profession and to support designers in Ireland in their profession and in general business practice.

LIFELONG LEARNING & CONTINUING PROFESSIONAL DEVELOPMENT (CPD)

xiii) to improve and enhance the technical and general knowledge, productivity, responsible judgement and ethical practice of those already engaged in the profession.

REPRESENTING

xiv) to place before government and the general public the views and visions of the profession and its members on matters related to the profession and to matters of design in Ireland and worldwide.

ALIGNING

xv) to establish and maintain contacts with aligned bodies both national and international whose constitution and aims are of a similar scope to those of the Institute of Designers in Ireland.

OUTREACH

xvi) to develop outreach programmes and regional representation to achieve

wider social, political and public awareness and appreciation of design and of the Institute of Designers in Ireland.

RESOLUTION

xvii) To promote collaboration, good relations and friendly exchange among members and afford means of adjusting professional differences (including differences with clients of members), and to resolve questions of usage, dispute or courtesy in connection with the Profession.

RESOURCING

xviii) in pursuance of the foregoing objectives, to run exhibitions, award events, competitions, bursaries, seminars, lectures, workshops and other events; to maintain a website and media presence; to publish lists of members and other publications of relevance; to carry out such other activity or business as are conducive to the attainment of the main object of the Institute of Designers in Ireland. This may include the collection of subscriptions, the receiving of grants, donations, presentations.

Limited Liability

5. The liability of the members is limited.

Income and property

6. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to members of the Company. No director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit on money or money's worth from the Company. Nothing, however, shall prevent any payment in good faith by the Company of:

- a. reasonable and proper remuneration to any member, officer or servant of the Company (not being a director) for any services rendered to the Company.
- b. interest at a rate not exceeding 1% above the Euro Interbank Offered rate (Euribor) per annum on money lent by directors or other members of the Company to the Company.
- c. reasonable and proper rent for premises demised and let by any member of the Company (including any director) to the Company.
- d. reasonable and proper out-of-pocket expenses incurred by a director in connection with his or her attendance to any matter affecting the Company;
or
- e. fees, remuneration or other benefit in money's worth to any Company of which a director may be a member holding not more than one hundredth part of the issued capital of such Company.

Contribution by members on winding-up

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

Prohibition of distribution to members on winding-up

8. If upon the winding up or dissolution of the Company 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 Company but shall be given or transferred to some other institution or institutions having main objects similar to the principal object of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under or by virtue of clause 6 above.

9. The members of the Company shall determine the institution or institutions at or before the time of dissolution, and in and so far as effect cannot be given to such provision, 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.

ARTICLES OF ASSOCIATION

INTERPRETATION

In these articles:

“the Act” means the Companies Act 2014, and any statutory amendment(s) thereof; “the Board” means the board of directors of the Company;

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

“clear days” means in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“Council” means the council of the Company.

“Council Member” means a member of Council.

“Director” means any director for the time being of the Company.

“Member” shall mean members admitted in accordance with article 5 below, in good standing, whose subscriptions have been paid up to date and whose membership has not expired or been terminated.

“ordinary resolution” means a resolution passed by a simple majority of the votes cast by the Members of the Company, present and voting at a general meeting of the Company.

“the Register of Members” means the register which contains the name and address of each member, the date on which he or she became a member and the date upon which he or she ceased to be a member (the relevant entries to be made within 28 days of the event).

“the Registered Office” means the registered office for the time being of the Company;

“the Secretary” means any person(s) or body corporate appointed to perform the role of company secretary.

“Special Resolution” means a resolution which is passed by not less than 75% of the votes cast by the Members of the Company, present and voting at a general meeting of the Company for which the required notice has been given.

b. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to every mode of representing words in visible form.

c. Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Act.

OPTIONAL PROVISIONS OF THE ACT

2. To the extent that they are omitted from or modified by these articles, the optional provisions of the Act, as defined in Section 1177(2) thereof, are hereby excluded or modified, as the case may be.

ALTERATION OF THE CONSTITUTION

3. Subject to the provisions of the Act, and the provisions of this constitution, the Company may by Special Resolution alter either or both its memorandum and articles of association. Any alteration or addition so made shall be as valid as if originally contained therein.

MEMBERS

4. The number of Members with which the Company proposes to be registered is three. The Board may from time to time register an increase or a decrease in the number of Members.

5. The Members of the Company shall be the subscribers and such persons as the Board shall admit to membership in accordance with these articles and applicable By-laws, and whose names are entered on the Register of Members of the Company.

6. The Board shall determine the categories and terms of membership, including the subscriptions payable, and may alter such categories and terms from time to time. A record of the current categories and terms of membership shall be published by the Company in its By-laws.

TERMINATION OF MEMBERSHIP

8. A Member may resign his or her membership by serving notice to that effect upon the Company at the Registered Office.

9. The Board may require a Member to resign his or her membership by serving notice upon the Member terminating his or her membership, such notice to expire no earlier than the date of service of the notice.

10. The death or bankruptcy of a Member shall terminate his or her membership.

OBLIGATIONS OF MEMBERS

11. Every Member shall, as a continuing condition of membership, be bound by the provisions of the constitution of the Company and any amendment thereof, and shall observe all (if any) any rules or regulations made from time to time by the Company in general meeting or by the Board.

12. Membership shall be due annually from date of sign up for new members. Institutional membership will be due as of 1st September.

13. If a member has not paid their membership subscription within two months following their subscription due date, their membership shall be considered lapsed and they shall not be eligible to vote or enjoy other benefits of membership.

14. If a member has not paid their membership subscription within six months following their subscription due date, they shall cease to be a Member of the Company and may be asked to apply to join as a new Member if they wish to reinstate their Membership.

PRESIDENT

15. The President shall be the figurehead of the Company, representing the best of Irish Design.

The Presidential term will be 2 years.

16. The President shall work closely with the company employees on the implementation of the Company strategy; represent the Company at functions, meetings and in the media as appropriate; act as chairperson for the meetings of the Board, the Council and general

meetings of the Company; work to optimise the relationships between and the contributions of the board.

PRESIDENT-ELECT

17. The President-Elect shall be a member of the Board and Council in preparation for becoming President of the Company. The President-Elect shall be elected at the AGM one year prior to becoming president, half way through the term of the President, and shall become president automatically at the subsequent AGM the following year.

APPOINTMENT OF PRESIDENT-ELECT AND PRESIDENT

18. Subject to article 19 below, the Members shall appoint from their number a President-Elect.

19. The Members may not appoint as President-Elect a person who is not a member of the Council at the time at which the appointment of that person is made. A person should have served a minimum of two years on council or board before becoming eligible to become President-Elect.

20. Where a person to whom regulation 19 above applies is appointed as President-Elect:

- a. that person shall thereupon become a member of the board if not already a member; and
- b. the total number of members of the board accordingly shall be increased by one for as long as that person remains as President-Elect or President.

21. A person who before being appointed as President-Elect or President is not a member of the Board shall become a member of the Board upon becoming President-Elect or President and shall remain a member of the Board for as long as he or she remains President-Elect or President.

22. The President shall hold office for two years and shall then retire from office upon which event the President-Elect shall become President.

23. A "year" for the purpose of articles 22 and 23 shall mean the period from one annual general meeting of the Company to the next.

REMOVAL OF PRESIDENT

24. The President or President-Elect may be removed from office and from the Board and the position may be vacated under the same procedures that remove a director from a position on the Board or events that result in the vacation of office of director.

25. The removal of the President or President-Elect from office and from the Board will only have the effect of removing a President or President-Elect from the Council if he or she was appointed to the Council as a result of his or her election to the position of President or President-Elect.

CASUAL VACANCIES FOR PRESIDENT

26. On a casual vacancy occurring in the office of the President or where a President is removed from office and from the Board, the Board shall appoint a person to fill the vacancy.

27. At the time it makes an appointment under article 27, the appointment is to be for the remainder of the term of the former President whose office is to be filled, and the person appointed shall then hold office accordingly.

THE BOARD OF DIRECTORS

28. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these articles required to be exercised by the Company in general meeting. These powers are subject to:

- a. the provisions of the Act;
- b. the provisions of these articles; and
- c. such directions, consistent with a. and b. above, as may by Special Resolution be given by the Company in general meeting, provided no direction given by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.

29. The Board shall endeavour to manage effectively the activities and resources of the Company, and to implement its strategy. The Board shall consult with Council in the preparation and approval of the strategy and have regard to the comments of Council.

30. The Board shall fix the number of directors on the Board within the range of a minimum of five and a maximum of nine directors, subject to clause 20(b), where the maximum number shall be ten.

31. Directors must be Members of the Company, except where persons with particular skills expertise are required and subject to a maximum of two directors that are not Members of the Company at any one time.

32. Directors may not be employees of the Company.

33. A minimum of three members of the board shall be members of Council.

34. Vacancies for the position of director shall be notified no less than three, and not more than 21 days before the annual general meeting of the Company and shall be advertised to members via the newsletter as appropriate.

35. No person shall be eligible for election as a director at a general meeting, unless not less than three days before the day appointed for the meeting there shall have been left at the Registered Office –

a. notice in writing or an email signed by a Member of the Company entitled to attend and vote at the meeting, of his or her intention to propose the person concerned for such election; and

b. notice in writing signed by the person concerned or an email received from the person concerned confirming his or her willingness to be elected.

36. No person may be a director of the Company unless he or she has attained the age of 18 years.

37. Any purported appointment of a director without that person's consent shall be void.

38. At a general meeting of the Company, a motion for the appointment of two or more persons as directors by a single resolution shall not be made, unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.

39. The Board shall have the power at any time and from time to time, to co-opt one person onto to the Board (subject to the limit on the number of directors at any one time). Such co-opted director shall hold office for a fixed term of no more than six years' duration

40. The Board shall have the power at any time and from time to time, to co-opt a person to be a director to fill a casual vacancy arising in the number of elected directors. Any director so appointed shall hold office only until the next annual general meeting and shall be eligible for election thereat.

ROTATION OF DIRECTORS

41. At the annual general meeting of the Company in each year, one-third of the directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one third shall retire from office.

42. The directors to retire in every year shall, subject to article 44, be those persons who have been longest in office since their last election but as between persons who became directors on the same day, those to retire shall (unless they agree otherwise among themselves) be determined by lot.

43. A retiring director shall be eligible for re-election. No director or Secretary shall serve for more than six years in succession, and there must be a gap of at least two years before they can become eligible again to be a member of the Board or Secretary. A "year" for this purpose shall mean the period from one annual general meeting of the Company to the next. The appointment of a president-elect shall supersede this limit of six years.

REMOVAL OF DIRECTORS

44. The Company may by ordinary resolution remove a director before the expiration of his or her period of office. Such a resolution shall not be effective unless the provisions of section 146 of the Act are observed.

45. A vacancy created by the removal of a director under this article may be filled at the meeting at which he or she is removed and, if not so filled, may be filled as a casual vacancy.

VACATION OF OFFICE

46. The office of director shall be vacated if the director:

a. is adjudicated bankrupt or, being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction; or

a. becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or

b. the director resigns his or her office by notice in writing to the Company; or

c. the health of the director is such that he or she can no longer be reasonably be regarded as possessing an adequate decision-making capacity; or

d. a declaration of restriction is made in relation to the director and the Board, at any time during the currency of the declaration, resolves that his or her office be vacated; or

e. the director is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence;

f. has an actual or perceived conflict of interest where the director holds a similar position in a competing organisation; or

g. the director is absent from Board meetings held during a period of more than 3 months, without the permission of the directors.

SECRETARY OF THE COMPANY

47. Without derogating from the applicable statutory and other legal duties, the duties of the Secretary of the Company shall be those delegated to the Secretary of the Company from time to time by the Board.

48. The directors shall ensure that the Secretary of the Company has the skills or resources necessary to discharge the statutory and other duties associated with the position, including to maintain (or to procure the maintenance of) the Company records (other than accounting records) required to be kept in relation to the Company.

49. The Company shall have a Secretary, who may be one of the directors.

50. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.

REGISTER OF DIRECTORS AND SECRETARIES

51. The Company shall keep a register of its directors and secretaries, and shall enter in the register the information specified in s. 149 of the Act.

POWERS AND DUTIES OF DIRECTORS

52. The directors shall cause proper minutes to be made: -

- a. of the names of the directors present at each meeting of the Board and of any committee of the directors;
- b. of the proceedings and resolutions at all meetings of the Company, of Council, of the Board, and of committees of directors and of Council.

53. The minutes of all meetings shall be made available to members of Council on request.

54. The Board may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding its own powers) and for such period and subject to such conditions as the Board thinks 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 Board 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.

55. All cheques and other negotiable instruments, including internet banking, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed by such person or persons and in such manner as the Board shall from time to time determine.

PROCEEDINGS OF DIRECTORS

56. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

57. Questions arising at any meeting of the directors shall be decided by a majority of votes and where there is an equality of votes, the President shall have a second or casting vote.

58. A director may, and the Secretary on the requisition of a director shall, at any time, summon a meeting of the directors.

59. The quorum necessary for the transaction of the business of the Board may be fixed by the directors and, unless so fixed, shall be number closest to sixty percent of the number of members of the Board.

60. The directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of directors, the continuing director or directors may act for the purpose

of increasing the number of directors to that number of or summoning a general meeting of the Company, but for no other purpose.

61. If there is no one holding the office of President or, if at any meeting the President is not present within 15 minutes after the time appointed for holding it, the directors present may choose one of their number to be chairperson of the meeting.

COMMITTEES

62. The Board may establish, dissolve, arrange or rearrange one or more committees and may delegate any of its functions to any committee established under this article. Such committees shall report to the Board in accordance with any instructions given by the Board and shall keep a proper record of its proceedings. A committee established under this article: -

- a. may consist of one or more persons,
- b. may include persons who are not members of the Board, and
- c. except in the case of an advisory panel, must include at least one member of the Board or the Council.
- d. must be comprised of at least 60% Members of the company

63. The Board may request a committee member to attend all or part of a meeting of the Board to report on the activities of the relevant committee to the Board.

64. The Board shall nominate the chairperson of the meetings of each committee; if no such chairperson is elected or, if at any meeting the chairman is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.

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

66. A resolution in writing signed by all the directors of the Company, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the directors, or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held.

67. A meeting of the directors or of a committee referred to in article 63 may consist of a conference between some or all 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.

EMPLOYEES

68. The Board may appoint employees of the Company and fix their remuneration and conditions of employment.

69. The Board may delegate any of its functions to any employee of the Company.

70. Employees shall report to the Board in accordance with any instructions given by the Board.

CONFLICT OF INTEREST

71. A director may not vote in respect of any contract, appointment, or arrangement in which he or she is interested and he or she shall not be counted in the quorum present at a meeting at which the matter is considered.

72. A director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his or her interest at the Board meeting at which the question of entering into the contract is first raised, or at the next meeting held after he or she became so interested.

73. A copy of every declaration shall, within 3 days of making it, be entered into the register of disclosable interests maintained by the Company.

REMUNERATION OF DIRECTORS

74. Directors shall not be remunerated for acting as such. A director may however be remunerated for other services rendered to the Company provided the agreement for services is in writing, the sum or sums payable not exceed what is reasonable and proportionate having regard to the service provided pursuant to the agreement and provided the board is satisfied that the agreement for services would be in the best interest of the Company.

75. Subject to compliance with any rules or protocols laid down by the Board in line with the voluntary culture of the Company, directors may be paid all reasonable expenses properly incurred by them in attending the business of the Company.

USE OF COMPANY PROPERTY BY DIRECTORS

76. No director shall use Company property for his or her own use or benefit SAVE HOWEVER that de minimis use of Company property may be made by a director for the exclusive purpose of carrying out his or her duties as a director, when such use is sanctioned at a meeting of the Board.

POWER OF DIRECTOR TO ACT IN A PROFESSIONAL CAPACITY FOR THE COMPANY

77. Any director may act by himself or herself, or his or her firm, in a professional capacity for the Company, and, subject to compliance with the requirements of article 75, shall be entitled to remuneration for professional services rendered, as if he or she were not a director.

MINUTES OF MEETINGS

78. The Company shall cause minutes to be entered in books kept for that purpose of –
- a. the names of the directors present at each meeting of its directors and of any committee of the directors;
 - b. all resolutions and proceedings at all meetings of its directors and of committees of directors.

79. Such minutes shall be entered in the foregoing books as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.

80. Any such minute, if purporting to be signed by the President/chairperson, as applicable, of the meeting at which the proceedings were had, or by the President/chairperson, as applicable, of the next succeeding meeting, shall be evidence of the proceedings.

81. Where minutes have been made in accordance with articles 79 to 81 inclusive, then, until the contrary is proved –
- a. the meeting shall be deemed to have been duly held and convened;
 - b. all proceedings had at the meeting shall be deemed to have been duly had; and
 - c. all appointments of officers made by its directors at the meeting shall be deemed to be valid.

COUNCIL

82. The Council shall:

- a. provide counsel to the Board on matters of policy which concern the interpretation and fulfilment of the objects of the Company or which involve the preservation of the established ethos of the Company.
- b. act as a pool for recruitment of board members
- c. be a forum to assist the Members of the Company to hold the Board to account.

83. The Council's responsibilities shall include: -

- a. monitoring the fulfilment by the Company of the objects stated in its memorandum of association;
- b. monitoring the performance of the Board in its control and management of the administration of the Company;
- c. arranging the procedures for election of members of the Council; and
- d. making available annually to the Members of the Company a report on the activities of the Council.

85. The powers of the Council are as follows:

- a. To call an EGM (in addition to the power of Members to do so);
- b. To establish a committee of inquiry to investigate any aspect of the affairs of the Company;
- c. To pass motions of confidence or no confidence in the members of the Board individually or collectively

86. External communications will be managed by the Board. The Council will not communicate externally on behalf of the Company, without prior approval of the Board.

COMPOSITION OF THE COUNCIL

87. Council shall be comprise of a minimum of fifteen and a maximum of twenty-five of the

- c. following persons: -
 - a. Members proposed as lead for their committee by their fellow committee colleagues;
 - b. co-opted members;
 - c. the President-Elect;
 - d. the President; and
 - e. the immediate past President.

88. The IDI board shall create committees to conduct the strategic initiatives of the IDI in line with the overarching vision and purpose of the Company. The board shall appoint committee chairs or committee members to Council.

89. The term shall be three years unless the member is required to resign by the requirement that one third of elected members must resign each year.

90. One third of the elected members of Council rounded up to a whole number may retire each year but may be re-elected for a further three-year period. The elected members of Council to retire in any year shall be those who have been longest in office since their last election, but as between persons who become members of the Council on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

91. Any Member of the Company (other than an employee of the Company) may seek election to Council. A person is not eligible to join Council if they have been employed by the Company in the previous three years.

92. The procedure for appointment to council will be published in the By-laws of the Company.

93. No Council member who is elected or co-opted shall serve more than six years in succession, and there must be a gap of at least two years before they can become eligible again to be a member of Council unless a Council member is elected to the position of board

member or President Elect, in which case the gap rule shall not apply until the relevant party is no longer the immediate past President of the Company.

94. A member of the Council may resign at any time by giving notice in writing to the President.

PROCEEDINGS OF COUNCIL

95. The Council shall meet for business once a year, on a date to be fixed at least two weeks in advance by the Council Chairperson

96. The quorum necessary for the transaction of business may be fixed by the Council in advance.

97. Questions arising at any meeting of Council shall be decided by a majority of votes. In case of an equality of votes, the President shall have a second or casting vote. In the absence of the President the person chairing the meeting shall have a second or casting vote.

98. Council may request a Director to attend meeting of Council where matters being discussed directly affect that Director's area of responsibility.

NOMINATIONS COMMITTEE

99. Whenever an appointment to the Board or position of President-Elect is required, the Council may appoint a committee to be known as a Nominations Committee to assist the Board, if required.

100. The size and criteria for membership of each Nominations Committee shall be determined by resolution of the Council provided that at least one member of each Nominations Committee shall be a member of the Board.

COMMITTEES OF INQUIRY

101. The Council by resolution may establish a committee of inquiry to investigate any aspect of the affairs of the Company.

102. The composition, procedures and terms of reference of a committee of inquiry established under this clause shall be specified in the resolution by which the committee is established.

103. A committee of inquiry shall report back to the Council and the Council shall then decide what action, if any, to take.

104. A resolution under this clause to establish a committee of inquiry shall not be valid unless supported by at least 66% of the members of the Council present at the meeting at which the resolution is considered.

GENERAL MEETINGS OF MEMBERS

105. The Company shall in each year hold a general meeting as its annual general meeting, in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.

106. The business of the annual general meeting shall include:

- a. consideration of the Company's statutory financial statements and the report of the directors;
- b. the review by the Members of the Company's affairs;
- c. the election of the President-Elect every second annual general meeting;
- d. the election and re-election of directors;
- e. where relevant, the appointment or re-appointment of statutory auditors;

107. All general meetings of the Company, other than annual general meetings, shall be known as "extraordinary general meetings".

108. The Board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened by Members as provided by ss. 178 and 1203 of the Act. If at any time there are not sufficient directors in Ireland capable of acting to form a quorum, any director or any Member of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

109. General meetings of the Company shall be held at such time and at such place as the Board shall appoint. A meeting may be held virtually using any technology that provides members, as a whole, with a reasonable opportunity to participate.

110. A general meeting, other than an adjourned meeting shall be called, in the case of an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution, by not less than 21 clear days' notice, and in the case of any other extraordinary general meeting, by not less than 7 clear days' notice. It shall be given in the manner specified in these articles to such persons as are under these articles entitled to receive such notices from the Company.

111. The notice of a general meeting shall specify –

- a. the place, the date and the time of the meeting;
- b. the general nature of the business to be transacted at the meeting; and
- c. in the case of a proposed Special Resolution, the text or substance of the resolution.
- d. and, with reasonable prominence:

i. a statement that a member entitled to attend and vote is entitled to appoint a proxy using the form specified in s.184 of the Act;

ii. that a proxy need not be a member; and

iii. the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

112. A meeting of the Company, notwithstanding that it is called by shorter notice than that specified at article 110, shall be deemed to have been duly called if it is so agreed by all the Members entitled to attend and vote at the meeting.

113. 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. Twelve Members present in person or by proxy shall be a quorum.

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

115. The President shall act as chairperson at every general meeting of the Company. 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.

116. The President/chairperson, as applicable, 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.

117. 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 any adjourned meeting.

VOTES OF MEMBERS

118. Where a matter is being decided (whether on a show of hands or on a poll) every Member present shall have one vote.

119. A vote shall take place on a show of hands, unless a poll is demanded before or on the declaration of the result of a show of hands.

120. A demand for a poll may be made by –

- a. the President/chairperson, as applicable of the meeting; or
- b. at least three Members present in person; or
- c. any Members present in person representing not less than 10% of the voting rights of Members entitled to vote at the meeting.

121. Unless a poll is demanded, a declaration by the President/chairperson, as applicable, that a resolution has on a show of hands been carried, or lost, an entry to that effect in the minutes of the meeting 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.

122. If a poll is demanded it shall be taken in such manner as the President/chairperson, as applicable, 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.

123. Where there is an equality of votes, whether on a show of hands or on a poll, the President/chairperson, as applicable, of the meeting shall be entitled to a second or casting vote.

124. No member shall be entitled to vote at a meeting of members of the Company if there are monies due and outstanding by such member to the Company.

125. No objection shall be raised to the qualification to vote of any voter except at the 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 President/chairperson, as applicable, of the meeting whose decision shall be final and conclusive.

RESOLUTIONS

126. Notwithstanding article 110, a Special Resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 clear days' notice has been given, if the conditions specified in s. 191 of the Act are satisfied.

127. The terms of any resolution (whether special or otherwise) before a general meeting may be amended by ordinary resolution at the meeting, provided that the resolution, as amended, will still be such that adequate notice of the same can be deemed to have been duly given.

128. When a resolution is passed at an adjourned general meeting, it will be treated as having been passed on the date of that meeting and not on any earlier date.

MINUTES OF GENERAL MEETINGS

129. The Company shall, as soon as may be after the holding of a meeting, cause minutes of the proceedings of the meeting and the terms of all resolutions to be entered in books kept for the purpose. All such books shall be kept in the same place.

130. Any minute referred to in article 129, if purporting to be signed by the President/chairperson, as applicable, of the meeting at which the proceedings were had, or the President/chairperson, as applicable, of the next succeeding meeting, shall be evidence of what occurred at the meeting.

ACCOUNTS

131. The Company shall keep or cause to be kept adequate accounting records in accordance with Chapter 2 of Part 6 of the Act.

132. The accounting records shall be kept on a continuous basis and shall be sufficient to explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

133. The accounting records shall include:

- a. entries from day to day of all monies received and expended by the Company;
- b. a record of the assets and liabilities of the Company;
- c. a record of all transactions whereby goods are purchased and sold;
- d. a record of all transactions whereby services are provided or purchased by the Company.

134. The Company's financial records shall be kept at the Registered Office or at such other place as the Board shall direct.

135. 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 Company shall be open to inspection of its Members, not being directors of the Company.

136. The Board shall from time to time in accordance with the provisions of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such financial statements and reports of the directors as are required by those provisions to be laid before the annual general meeting.

AUDIT

137. Statutory auditors shall be appointed and their duties regulated by the Company in accordance with Part 6 of the Act, where required.

SEAL

138. The Company shall have a common seal that states the Company's name in legible characters.

139. The seal shall be used only on the authority of the Board, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Board for the purpose.

NOTICES

140. A notice convening a general meeting shall be delivered by the Company to every person entitled to attend the same by hand/courier, by sending it by post to him or her to his or her registered address, or, in the event that the intended recipient has authorised it in writing, by email to the e-mail address provided by the intended recipient.

141. A notice of any other description, including a notice convening a Board meeting may be delivered by hand/courier, by ordinary pre-paid post or by e-mail.

142. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been received at the expiration of 24 hours after the letter containing the same is posted. Where a notice is served by fax or e-mail, the service shall be deemed to have been effected at the expiration of 24 hours after the fax or e-mail has been sent, unless there is a notified failure or error in delivery in that period.

143. The accidental omission to give notice of any meeting convened pursuant to these articles, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

144. Notice of every general meeting shall be given in the manner hereinbefore authorised to every Member, every director, the Secretary and the statutory auditor, if applicable, for the time being of the Company.

145. The members hereby record their consent to the service of notices by electronic means.

INDEMNITY

146. The Company indemnifies each officer of the Company against any liability incurred in relation the Company, to the extent permitted by Section 235 of the Act.

INSURANCE

147. The Company may discharge the cost of insurance for its directors and/or secretary relating to their service to the Company, on such terms as the Board shall decide.

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

Names, addresses and description of subscriber(s)

Name: DOMINC SOUTHGATE

Address: BOXCLEVER, Unit F, Citywest Shopping Centre, Citywest Road, Dublin

Description: PRESIDENT IDI 2020

Signature:

A handwritten signature in red ink, appearing to be 'D. Southgate', written over a horizontal line.

[Signatures in writing of the above subscribers, attested by witness as provided for below;
or Authentication in the manner referred to in s. 888 of the Act.]

Dated this day 30th November 2020

Witness to the above signature:

Name: CHARLOTTE BARKER

Address: IDI, Fumbally Exchange, Malpas Street, Dublin 8.

Signature:

A handwritten signature in black ink, appearing to be 'C. Barker', written over a horizontal line.