

**MEMORANDUM and ARTICLES OF ASSOCIATION of CUMANN
LEABHARLANN na hÉIREANN (The Library Association of Ireland)**

Companies Acts 1908 to 1924

Companies Acts 1963 to 2009

A Company Limited by guarantee, and not having a share capital.

**Memorandum of Association of Cumann Leabharlann na hÉireann (The
Library Association of Ireland)**

1. The name of the Company (hereinafter called "The Association") is Cumann Leabharlann na hÉireann (The Library Association of Ireland).
2. The Registered Office of the Association will be situated in Ireland.
3. The Association:
 - (a) As a company limited by guarantee, will operate predominantly for the promotion, development and attainment of its objects;
 - (b) will apply its profits (if any) or other income in promoting its objects;
 - (c) is not carried on for the purpose of profit or gain to its individual members.

The objects for which the Association is established are:

- (a) to advance and improve the services provided by all kinds of information agencies by promoting high standards of library services and the profession of librarianship;
- (b) to promote the free flow of information and ideas in the interest of all the people in Ireland and a thriving culture, economy and democracy;
- (c) to maintain the professional standing of librarianship;
- (d) to promote the career development of persons engaged in library services and information provision, and to foster their professional and para-professional interests and aspirations;
- (e) to promote a high standard of education by evaluating and according recognition to degrees and courses as appropriate;
- (f) to represent the interests of members, the Association, library services and the profession to government, other organisations and the community;
- (g) to encourage people to contribute to the improvement of library and information services through support and membership of the Association;
- (h) to keep a register of members;
- (i) to form, collect, collate and publish in the form of transactions, journal or otherwise, information of service or interest to the members of the Association and to form a library of books, works, or manuscripts on librarianship and to promote and encourage bibliographical study and research;
- (j) to acquire, whether by purchase or otherwise, the copyright for any material in which copyright may lawfully subsist;
- (k) to organise such conferences, social and other functions as may promote the interests of the Association;
- (l) to borrow, or raise, or secure the payment of money for the purpose of the Association, and appoint a Bank as treasurer of the Association;

(m) to purchase or otherwise acquire all freehold and leasehold premises, lands and buildings, and all other property, real and personal, which the Association for the purpose thereof may from time to time think proper to acquire and which may lawfully be held by them;

(n) For the purpose of resale, letting, sub-letting or surrender, to dispose of such property or any part thereof, and erect upon such land any building for the purpose of the Association, and alter and add to any building erected upon any such land;

(o) to accept and hold gifts of money or property;

(p) to undertake all matters which are incidental or conducive to the attainment of these objects.

Provided that the Association 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 Association, would make it a Trade Union.

4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of profit to any person who is or has been a member of the Association, or to any person claiming through him, provided that nothing herein contained shall prevent the payment in good faith of reasonable or proper remuneration to any officers or servants of the Association, or to any one, although a member of the Association, for services rendered to the Association, but so that no member of the Council shall be appointed to any salaried office of the Association, or to any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council except out of pocket expenses and interest at the rate agreed beforehand on money lent or reasonable or proper rent for premises demised or let to the Association, provided that the provision last aforesaid shall not apply to any payment to any transport company or utility of which a member of the Council may be a member, or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of the profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to the objects of the Company, such that there would be non-compliance with the requirements of section 24(1) (a) and (b) of the Companies Act 1963 to 2009 as provided for in the provisions of this memorandum of association for the time being in force unless the same shall have been previously submitted and approved by the Registrar of Companies.

6. The liability of the members is limited.

7. Every member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while he is a member, or

within one year afterwards for the payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding one Euro 27 Cent (€1.27).

8. In the event of winding up or dissolution, the Council charged with winding up or dissolution shall, after paying all debts and liabilities of the Association, distribute the remaining assets to non-profit organizations having objects similar to the objects of the Association.

Companies Acts 1908 to 1924
Companies Acts 1963 to 2009
A Company Limited by guarantee, and not having a share capital.

Articles of Association of Cumann Leabharlann na hÉireann (The Library Association of Ireland)

1. The Company (hereinafter called the Association) is established for the purposes expressed in the Memorandum of Association.
2. These Articles shall be construed with reference to the provisions of the Companies Acts 1963 to 2009 and terms used in these Articles shall be taken as having the same respective meanings as they have when used in those Acts. In these Articles words importing the masculine gender only shall be taken to include the feminine gender.
3. For the purpose of registration the number of members of the Association is declared not to exceed 1000.

Membership

4. (i) The Association shall be composed of personal members and institutional members.

Categories of Membership:

Personal Members may be:

- a) Professional: Persons with professional qualifications, recognised by the Association, who are, or have been employed in the profession of librarianship in Ireland.
- b) Para-professional: Persons without a professional library qualification who are or have been employed in the field of librarianship in Ireland.
- c) International: Persons employed or engaged in the profession of librarianship outside Ireland.
- d) Student: Persons not in employment who are enrolled on a course leading to a professional qualification in library and information studies.
- e) Fraternal: Persons with an interest in the work, welfare and progress of libraries, but who are not employed in the field of librarianship in Ireland.

Institutional Members may be such libraries, library schools, corporate bodies, government bodies, institutions or societies as the Council of the Association shall approve.

(ii) Personal members only shall be regarded as members for all purposes with respect to which the rights of members are governed by the Companies Acts 1963-2009 and the names of such members only shall be entered in the Register to be kept in pursuance of Section 116 of the Companies Acts 1963-2009.

(iii) An institutional member shall be entitled to nominate a representative who may attend meetings of the Association, and on behalf of the library, library school, corporate body, institution or society represented, shall enjoy all the privileges of a member, subject to the provision that such representative, unless he is also a personal member of the Association, shall not be eligible for election to the Council, or to the Office of Chairman/Chairwoman or Honorary Officer of any Section or Group within the Association.

5. The rights and privileges of every member of any category shall be personal to himself and shall not be transferable or transmissible by his own act, or by operation of law, with the exception laid down in the third Section of Article 4.

6. No member shall be entitled by virtue of his membership to any privileges other than those which by these Articles or by statute attach to the specific category of members of the Association to which he belongs.

7. Subject to such regulations and on payment of such fees as the Council may from time to time prescribe, the Council may issue to any member of any category a certificate. Every such certificate shall, once it has been conferred upon him, be deemed to belong to the member concerned. Every such certificate, if purporting to confer any status or qualification beyond the mere status of membership, either with or without a statement of the class of membership of the member to whom it relates, shall contain on its face a statement to the effect that it is not under or by virtue of any statutory or Government sanction or authority, but by the authority of the Association only.

Fellows shall be personal members who hold a recognised professional qualification in librarianship, and who have satisfied the agreed criteria for fellowship. are elected to Fellowship of the Library Association of Ireland. The authorised titles of Fellows shall be Comhalta de Chumann Leabharlann na hÉireann (CCLÉ), or, Fellow of the Library Association of Ireland (FLAI).

Associates shall be personal members who hold a recognised qualification in librarianship and/or information work that has been recognised by the Association and who have subsequently satisfied criteria laid down by the Association for professional recognition. The authorised titles of Associates shall be: Comhlachas de Chumann Leabharlann na hÉireann (CCLÉ), or Associate of the Library Association of Ireland (ALAI).

Honorary Fellows: The Association may, subject to Article 10, elect as Honorary Fellows distinguished persons of national or international repute in librarianship, or who have rendered signal service to the development of libraries and librarianship. Honorary Fellows may use the form Hon. FLAI, or Comhalta Onórach de Chumann Leabharlann na hÉireann.

Election of Members

8. Applications for membership of any category shall be made in such manner and such forms as the Council may prescribe.

9. The admission of any applicant for any category of membership as defined in Article 4, shall be decided by the Council. To secure admission the proposal must be passed by a majority of at least two-thirds of those Council members present and voting, if voting is necessary. No record shall be made in the Minutes of the Meeting of any name or any person or institution who fails to secure admission.

10. Every member who is elected shall be informed of his election by the Secretary and thereupon a copy of the Memorandum and Articles of Association of the Association shall be made available to him. Elections of Honorary Fellows shall take place at the General Meetings of the Association. All names submitted for election at this meeting shall have been previously submitted to and approved by the Council.

11. The Council shall from time to time present at the General Meetings of the Association or publish otherwise the names of candidates who have been elected.

Annual Subscription and Fees

12. Annual subscriptions and fees shall be such as the Council may from time to time determine with the sanction of a Special Resolution proposed and carried at an Annual General Meeting.

13. Honorary Fellows shall not be liable to pay any entrance fee or annual or other subscription.

14. The annual subscription shall be due on the 1st day of January in each year for the calendar year then beginning.

15. The Council may by two-thirds majority of those present and voting in any special case, where in their opinion it is desirable to do so, waive, reduce or remit the annual subscription or the arrears of annual subscription of any member of any category.

16. A member whose subscription is six calendar months or more in arrears shall not be entitled to any publications or other privileges of membership of the Association.

Retirements, Suspension, Expulsion

17. If any member fails to pay his subscription within six calendar months of its becoming due from him, the Honorary Treasurer shall serve him with notice that he is in arrears, and in the event of non-payment within nine calendar months from the date at which the subscription became due, his name may be removed from the Register of the Association by a resolution of the Council to that effect.

18. Any member may resign from membership of the Association after returning to the registered office property of the Association in his custody, by delivering to the registered office a notice in writing signed by himself, stating that he resigns his membership of the Association, and he shall thereupon cease to be a member.

19. The Council may re-admit to membership in the category to which he formerly belonged any person whose membership has terminated, provided he satisfies the Council that he is worthy of re-admission and pays such reasonable amounts in respect of entrance fee or arrears of subscription as the Council may determine.

20. Provided that the member has been given an opportunity to explain his action in writing, the Council shall have power to reprimand, suspend or expel a member who in the opinion of the Council acts in a manner likely to bring discredit on the Association, or in any way that is prejudicial to the interests or to the profession of librarianship. Where such a member is being expelled, suspended or reprimanded, the motion for expulsion, suspension or reprimand must be passed by a majority of at least two-thirds of those present and voting. Any member reprimanded, or suspended or expelled by the Council shall have the right to appeal in writing, setting forth the grounds for his appeal, to the next Annual or Extraordinary General Meeting of the Association.

Presidents and Vice-Presidents

21. A President and two Vice-Presidents shall be elected each year as provided for in Articles 48, 50 and 51. No person shall hold the office of President for more than three consecutive years.

Constitution of the Council

22. The Council shall be the governing body of the Association and shall consist of an Honorary Treasurer, Honorary Secretary and twenty-one other members, elected annually by ballot of all members. All members of the

Council must be personal members of the Association, engaged in the field of librarianship for a minimum of three years.

Explanatory Note:

- (a) Election shall be by confidential ballot, each member of the Association being entitled to one vote.
- (b) The term field of Librarianship shall include all Librarians, Information Specialists and Library Assistants in the Republic of Ireland and Northern Ireland, including, members of the teaching staff of the School of Library and Information Studies of University College Dublin and the University of Ulster, Coleraine, or any other body as may be approved by the Association from time to time.
- (c) The President of the Association, if not an elected member of the Council, shall be entitled to attend Council meetings as a supernumerary member with full voting powers.
- (d) If a qualified librarian is also a qualified Irish barrister or solicitor he may be appointed an honorary legal advisor who may attend meetings of the Council in a consultative capacity whenever legal questions are discussed.

Powers, Proceedings and Duties of the Council

23. The Council shall arrange for the holding of Ordinary Meetings and other functions as in their judgment shall best carry out the objects of the Association. The Council shall have power to:

- (a) Make Bye-laws not in conflict with these Articles;
- (b) appoint Sub-committees and Officers for special duties, and representatives of the Association to cognate bodies and societies, with powers to be defined at the time of appointment;
- (c) fill any casual vacancies on the Council by co-option;
- (d) make arrangements for the taking of a confidential ballot as provided for in Article 22.

Provided that no Bye-law or regulation shall be made under this power which would amount to such an addition to or alteration of these Articles as could only legally be made by a Special Resolution passed in accordance with Section 141 of the Companies Acts 1963-2009.

24. All Bye-laws, made by the Council shall be submitted for approval to the next following Annual General Meeting.

25. The Council shall direct and manage the property and affairs of the Association in accordance with the Memorandum and Articles of Association from time to time in force, and may exercise all such powers of the Association and which are not hereby or by the Companies Acts 1963 to 2009, required to be exercised by the Association in General Meeting.

26. The Council shall meet on not less than four occasions each year; and at every meeting of the Council a quorum of one-third plus one shall be present.

Any six members of the Council, at least two of whom shall be employed in a public library and two in an academic, national or special library, may demand a meeting of the Council, and the Honorary Secretary shall, on the request of such members, convene a meeting. In addition to the six members previously mentioned, the President shall have power, in consultation with the Honorary Secretary, to summon a meeting of the Council.

27. The Council shall appoint its own Chairman and Vice-Chairman, and if neither be present a member chosen by the other members present shall preside.

28. At any meeting of the Council each member of the Council present shall, save as hereinafter mentioned, have one vote. Excepting as specified in Articles 9, 15 and 20, a majority of one shall decide. In the case of equality of votes the Chairman shall have a casting vote in addition to his personal vote. Voting shall be by ballot if any three members present so demand.

29. The Council may appoint committees chosen from its own body. It will appoint a Management Committee to be composed of the officers and three other members of the Council. This Committee will manage the financial and general operations of the Association, reporting to the Council and taking direction from the Council as required. The Council may also appoint committees, task forces and panels consisting of members of the Council and members of the Association and others, with such powers as the Council may prescribe.

In the context of the Association, the term Officers refers to the President, Vice-Presidents, Honorary Secretary and Honorary Treasurer.

30. The Council may contract such service providers as may appear necessary for the proper conduct of the Association, and all such persons shall be under the direction of the Honorary Secretary or of nominated Officers, and report to the Management Committee.

31. The Council shall cause to be kept proper and sufficient accounts of the capital funds, receipts and expenditure of the Association, so that the true financial state and condition of the Association may be at all times exhibited by such accounts. Such accounts shall be kept at the Registered Office, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Association in General Meeting, the same shall be open to the inspection of the members at all times during the usual business hours.

32. All income and expenditure transactions shall be executed on behalf of the Association by the Honorary Treasurer and one other member of the Council, or by any two members of the Council who may be appointed by the Council. All accounts for payment over €5,000.00 shall be submitted to and passed by the Council, and this amount may be altered as decided by the Council.

33. The financial year of the Association shall end on the 31st day of December in each year and the complete accounts of the Association, including the accounts of groups and sections of the Association, shall be made up each year to that date, and, having been approved by the Council and examined, and the correctness thereof ascertained by the auditor or auditors, shall be laid before the Annual General Meeting next following.

34. The appointment, powers, and duties of auditor or auditors shall be regulated in accordance with Sections 1601-63 of the Companies Acts 1963 to 2009 or with any statutory modification thereof for the time being in force.

35. The Council shall at the Annual General Meeting present to the Association a report on the financial and other affairs of the Association, and the proceedings of the Association generally during the previous year.

36. The Council may arrange for the participation, union, alliance or incorporation of any society with the Association, provided that such participation, union, alliance, or incorporation shall be sanctioned by an Extraordinary General Meeting.

37. The Council shall have power to conduct courses by postal tuition or otherwise, and shall have power to make regulations governing admission of students to such courses, and to appoint tutors to conduct such courses as shall from time to time be set out in a syllabus of library training and study.

38. The Council may at any time cause examinations to be held, and/or prescribe the preparation of a thesis, bibliographical work or other project, for the purpose of testing the qualifications of candidates for Fellowship. The Council shall define the entry requirements for candidates and the subjects to be comprised in such examinations or thesis, and shall from time to time fix the fees to be paid or deposited by the candidates.

39. The Council may at any time cause examinations to be held for the purpose of testing the proficiency and knowledge of librarianship of persons who so desire. The Council may grant certificates on the results of such examinations, and shall from time to time fix the fees to be paid or deposited in respect thereof, provided that such certificates shall contain on the face a statement to the effect as set forth in Article 7.

40. The Council shall be empowered, subject to Clause 4 of the Memorandum, to remunerate the examiners and tutors appointed under the three preceding Articles out of the general funds of the Association.

41. The Council may arrange for the publication in any manner which they may deem advisable, of such documents and publications as are considered by the Council to be likely to advance a knowledge of librarianship and otherwise further the objects of the Association.

42. No Article shall be construed as empowering the Council to act contrary to the majority decision of an Annual or Extraordinary General Meeting on any

matter of which due notice has been given, whether or not such a matter is ordinarily managed by the Council. The Council may, however, by convening a meeting for the purpose, require such decision to be confirmed by an Extraordinary General Meeting and in a default of confirmation by a duly summoned Extraordinary General Meeting, the original decision shall be deemed null and void.

43. A member of the Council may be removed from office, by ordinary resolution at an Extraordinary General Meeting of the Association, subject to the conditions specified in Section 182 (1), 182 (2), 182 (3) of the Companies Acts 1963-2009.

44. The Office of a member of the Council shall be vacated if the member:

- a) without the consent of the Association in General Meeting holds any other office or place of profit in the Association; or
- b) is adjudged bankrupt in the State or Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- c) becomes prohibited from being a member of the Council by reason of any order made under Section 184 of the Act; or
- d) becomes of unsound mind; or
- e) resigns his office by notice in writing to the Association; or
- f) is convicted of an indictable offence unless the Council otherwise determines; or
- g) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required by Section 194 of the Act.

Duties of Honorary Secretary

45. Subject to the direction of the Council, it shall be the duty of the Honorary Secretary to conduct the correspondence of the Association. He shall also, subject to the approval of the Council, engage and be responsible for all persons employed under him, and shall generally conduct the business of the Association, under the direction of the Council.

46. A contracted service provider shall, if appointed in accordance with Article 30, assist the Management Committee. The Officers may delegate to the service provider such duties as may be deemed expedient, except that all meetings shall be called in the name of the Honorary Secretary, and except that any duties in connection with the Common Seal and the signing of diplomas which may devolve upon the Honorary Secretary may not be delegated. The service provider may be called upon to attend Council or other meetings of the Association if required, but he shall not have the right to vote and shall perform such duties as directed.

General Meetings

47. An Annual General Meeting of the Association shall be held each year before the end of March.

48. The Annual General Meeting of the Association shall be held for the purpose of receiving reports of the Honorary Secretary and Honorary Treasurer, for the election of a President, two Vice-Presidents, Honorary Secretary, Honorary Treasurer and Council for the ensuing year, and for any other business of which due notice shall be given.

49. All other meetings of the Association shall be termed Extraordinary General Meetings.

50. At least 42 days in advance of the date fixed for the Annual General Meeting the Honorary Secretary shall advise each member of the date thereof, and shall attach with such notice a form of nomination for the offices of President, two Vice-Presidents, Honorary Treasurer and Honorary Secretary, and for membership of the Council, as drawn up by Council. In calling for nominations, the Honorary Secretary shall indicate the names of the candidates nominated by the Council for the offices of President, two Vice-Presidents, Honorary Treasurer and Honorary Secretary. Nominations on the prescribed form must be sent so as to reach the Honorary Secretary twenty-eight days before the date of the Annual General Meeting. Members of the Council must be nominated individually each year.

50 (i) The Annual Report will be circulated electronically 21 days in advance of the AGM.

50 (ii) The Balance Sheet and Income and Expenditure Accounts will be available 21 days in advance and at the AGM.

50 (iii) The Auditor's Report will be tabled at the AGM.

51. Candidates for election to the offices of President, Vice-President, Honorary Treasurer and Honorary Secretary, and candidates for election to the Council, must be proposed by a member of the Association and seconded by another member of the Association, and must indicate by signing the Form of Nomination that they are willing to act if elected.

Extraordinary General Meeting

52. An Extraordinary General Meeting of the Association may be convened by the Council for a specific purpose at any time. An Extraordinary General Meeting of the Association must be convened within twenty-one days upon the presentation to the Honorary Secretary of a requisition signed by not less than twenty members and stating the business for which it is to be called.

53. The Council may at any time summon a meeting of members with the object of discussing informally the affairs of the Association, but no motion passed at such meeting shall bind the Council in any way.

54. Votes may be given at all Annual or Extraordinary General Meetings either personally or by proxy. In the case of a show of hands every member present in person and entitled to vote at such meetings shall have one vote. In case of

a poll, every member present in person or by proxy and entitled to vote at such meetings shall have one vote.

55. No person shall be appointed a proxy who is not entitled to vote at a meeting for which the proxy is given.

56. The instrument appointing a proxy shall be in writing under the hand of the Appointer or his Attorney duly witnessed, and whether given for a specified meeting or otherwise, shall as nearly as the circumstances will admit be in the form or to the effect following :

CUMANN LEABHARLANN NA hÉIREANN (THE LIBRARY ASSOCIATION OF IRELAND)

I _____ of _____ being a member of the above Association hereby appoint _____ of _____ or failing him _____ as my proxy at the (Annual General Meeting or Extraordinary General Meeting) of the Association to be held on the _____ day of _____ 19 _____ and at any poll held in connection therewith, and at any adjournment thereof. As Witness my hand this _____ day of _____ 19 _____
Signature :

_____ Category
of Membership in the Association : _____

57. The instrument appointing a proxy and the power of attorney (if any) under which it is signed shall be deposited at the registered office of the Association not less than forty-eight hours before the time for holding the meeting at which the person named in the proxy proposes to vote. But no instrument appointing a proxy shall be valid after the expiration of six calendar months from its date except on a poll demanded at an adjourned meeting in cases where the meeting was originally held within six calendar months.

58. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy unless previous intimation in writing of the death or revocation shall have been received at the registered office of the Association.

59. A poll may be demanded at any Annual or Extraordinary General Meeting by any five persons personally present and entitled to vote thereat, and if so demanded shall be taken in such manner and at such place as the Chairman of the meeting directs, and either immediately or after an interval or an adjournment, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. The fact that a poll has been demanded shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded. A demand for a poll may be withdrawn.

60. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by

a particular majority, or lost, and an entry to the effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

61. In the case of an equality of votes the Chairman of the meeting shall both on a show of hands and at a poll have a casting vote in addition to his personal vote.

62. The quorum of any Annual or Extraordinary General Meeting shall be twenty of those persons entitled to be present and vote thereat. If a quorum be not present within half an hour from the time appointed for holding the meeting, the Chairman shall declare the meeting postponed to a later date of which seven days' notice shall be given. If during a meeting a quorum cease to be present the Chairman shall declare the meeting adjourned. Nothing in this Article shall invalidate any decisions reached while a quorum was present.

63. The accidental omission to give notice of any meeting to any member shall not invalidate the meeting.

64. The President shall preside at all meetings of the Association except meetings of the Council or Committees appointed by the Council, or meetings of Sections or Groups of the Association. In the absence of the President or Vice-Presidents, the meeting shall elect some member present to preside.

65. The Council shall cause minutes to be made (a) of all appointments of officers made by the Council; (b) of the names of the members of the Council present at each meeting of the Council and of any committees thereof; (c) of all proceedings at all meetings of the Association, its constituent groups and sections and of the Council and of committees of the Council.

66. No report of the proceedings at any meetings of the Association or of the Sections or Groups shall be published except with the consent of the Council previously obtained.

67. The Council shall have power to keep a proper working balance on current account at their bankers, and if it thinks fit to keep also money on deposit account. All the moneys of the Association not so kept to meet the current expenditure of the Association shall be invested in any of the Public Funds or Government Securities, or in any mode in which the Association is or shall be by law, in the absence of special direction, authorised to invest trust moneys under its control.

68. The publication of all statements and reports of the Association shall be reserved to the Council. In the case of works submitted as part of the examination or testing of candidates for admission to Fellowship of the Association, the Council shall reserve to itself the right of decision as to whether such work shall be published by or on behalf of the Association or otherwise.

The Association operates in compliance with the copyright laws obtaining in Ireland.

69. Subject to Section 200 of the Companies Acts 1963 to 2009 each member of the Council shall be accountable in respect of his own acts only, and shall not be accountable for any acts done or authorised to which he shall not have expressly assented. And no member of the Council shall incur any personal liability in respect of any loss or damage incurred through any act, matter or thing done in good faith for the benefit of the Association, although in excess of his legal power.

70. The members of the Council and the Secretary shall be indemnified out of the funds and property of the Association from and against all expenses and liabilities lawfully incurred by them in accordance with Article 32.

Common Seal and Account Books

71. The Council shall provide for the safe custody of the Seal, which shall only be used by the Authority of the Council or of a Sub-Committee of the Council authorised by the Council in that behalf. Every Instrument to which the Seal shall be affixed shall be signed by the President or a member of the Council designated for that purpose and shall be countersigned by the Honorary Secretary or by some other person appointed by the Council for the purpose.

72. The Association acting by the Council, may exercise all the powers given by Section 41 of the Companies Acts 1963 to 2009.

73. The Council shall cause proper books of account to be kept relating to
(a) all sums of money received and expended by the Association, and the matters in respect of which the receipt and expenditure takes place;
(b) all sales and purchase of goods by the Association; and
(c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

74. The books of account shall be kept at the office or, subject to Section 147 of the Companies Acts 1963 to 2009, at such other places as the Council think fit, and shall at all reasonable times be open to inspection of the Council.

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

76. The Council shall from time to time in accordance with Sections 148, 150 and 158 of the Companies Acts 1963 to 2009, cause to be prepared and to

be laid before the Annual General Meeting of the Association such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Association.

Notice

77. A Notice may be served by the Council or by the Honorary Secretary upon any member of any class in the following manner:

- (a) personally or
- (b) by sending it prepaid through the post or,
- (c) by electronic means.

Such service to be effected to or at the address of the member as notified by him and registered in the books of the Association.

78. Any notice, if served by post, shall be deemed to have been served on the day next but one following that on which the same is posted; and in proving such service it shall be sufficient to prove that the notice was properly addressed and posted.

79. No member of any category, not having in the Register of the Association an address in Ireland, shall be entitled to receive any notice, and all proceedings may be had and taken without notice to such person in the same manner as if he had had due notice.

Special Sections and Groups

80. Sections and Groups embracing members with identity of interests may be constituted. Membership of such Sections and Groups shall be confined to members of the Association.

(i) To establish a Section or Group, at least five members of the Association shall make an application in writing to the Council, stating the name and the purpose of the proposed Section or Group, and if the Council is satisfied that the application has merit, it shall authorize the establishment of the Section or Group.

(ii) In the event of two or more Sections or Groups wishing to merge, the arrangements shall require approval by an Annual General Meeting or Extraordinary General Meeting of each Section or Group involved, and ratification

(iii) by a meeting of the Council.

(iv) In the event of one Section or Group wishing to separate into two or more distinct Sections or Groups, the arrangements shall require approval by an Annual General Meeting or Extraordinary General Meeting of the Section or Group seeking to separate, and ratification by a meeting of the Council.

(v) A proposed change of name of a Section or Group shall require the approval of an Annual General Meeting or Extraordinary General Meeting of the Section or Group and ratification by the Council.

(vi) The Council may dissolve a Section or Group if membership of the Section or Group has fallen below five members, or the Section or Group has not been active for more than three years, or the Section or Group applies to the Council to be dissolved.

81. A Section or Group may, subject to Article 4 (iii) appoint Officers and Committees to manage its affairs as far as domestic matters are concerned, but shall not take any action, which affects the general conduct of the Association, other than by recommendation to and approval by the Council.

82. A Section or Group shall make and maintain its own rules and procedures, which must not conflict with the Memorandum and Articles of Association, or Bye-laws of the Association, provided they shall be submitted to the Council for approval.

83. A Section shall not levy any charge upon its members in respect of membership of the Section.

84. Expenditure incurred by a Section shall be a charge upon the funds of the Association, provided that an estimate of such expenditure had been submitted to and approved of by the Council.

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