

COMPANIES ACT, 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

-- OF --

ICOMOS IRELAND

MEMORANDUM OF ASSOCIATION

1. The name of the Company is ICOMOS Ireland. The Company will be the Irish National Committee of the International Council on Monuments and Sites.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main object for which the Company is established is:

To advance education and to foster a wider appreciation of historic, architectural and cultural heritage through the promotion for the public benefit of the conservation, protection and enhancement of monuments, groups of buildings and sites on a national and on an international level
3. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object and are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only.
 - i. To establish, maintain and promote internationally accepted standards of practice, in the preservation, conservation and management of cultural heritage.
 - ii. To have regard to the framework of International Charters and Conventions on preservation of monuments, groups of buildings and sites.
 - iii. To promote and work for higher standards in the preservation and conservation of cultural heritage.
 - iv. To raise the level of awareness and encourage a wider understanding of the scope and value of cultural heritage, by educating the public in all matters relating to the conservation and preservation of the cultural heritage
 - v. To promote international best practice through research and publications
 - vi. To promote international best practice through lectures, seminars, workshops and conferences

- vii. To promote education and training programmes in the field of conservation and preservation
- viii. To collect, evaluate and disseminate information on conservation principles, techniques and policies
- ix. To become a statutory consultee for cultural heritage, policy and legislation in Ireland

4. The following are the powers of the Company:

- (1.) To promote the Charters of ICOMOS International
- (2.) To support and participate in the work of Committees of ICOMOS International
- (3.) To work for the adoption and implementation of international conventions on the preservation, conservation and enhancement of cultural heritage
- (4.) To support the implementation of the World Heritage Convention and to promote responsible custodianship of World Heritage Sites
- (5.) To foster and provide links to the International network of ICOMOS members
- (6.) To put expertise of highly qualified professionals and specialists at the service of the community both in Ireland and internationally;
- (7.) To uphold the ethical commitment statement of ICOMOS International;
- (8.) To purchase, print, publish, sell, lend and distribute books, magazines, publications, literature, audio and visual tapes and videos and to organise and otherwise participate in exhibitions dealing with the preservation and conservation of cultural heritage
- (9.) To co-operate with national and international authorities on the establishment of documentation centres specialising in conservation
- (10.) To organise, assist, participate in, contribute to conferences, seminars, lectures, courses and meetings tending directly to further the educational objects of the Company
- (11.) To organise public lectures
- (12.) To print and publish and to sell, lend and circulate any communications made to ICOMOS Ireland, or any other papers, treatises or communications relating to conservation and any reports of the proceedings and accounts of ICOMOS Ireland
- (13.) To publish and circulate a newsletter at least once annually

- (14.) To provide a forum for those involved in the conservation and preservation of cultural heritage and to facilitate professional dialogue and interdisciplinary exchange on both specialist and general conservation issues
- (15.) To affiliate ICOMOS Ireland with other bodies in Ireland and abroad concerned with the conservation and preservation of cultural heritage
- (16.) To be an organisation available for consultation by Government on matters relating to cultural heritage and International Charters and Conventions;
- (17.) To keep a membership and appointments register to be circulated to members;
- (18.) To borrow or raise or secure the payment of money for the purposes of ICOMOS Ireland;
- (19.) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or Company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- (20.) To collect, receive and hold funds and property of any description, real, personal or mixed, acquired by voluntary contributions, subscriptions, gifts, legacies, donations, endowments, grants or otherwise and to apply such funds as ICOMOS Ireland deems appropriate in pursuance of and to realise its objects and, in particular, but without prejudice to the generality of the foregoing, to apply such funds to lectures, seminars, courses, studentships, scholarships, research or other activities of the ICOMOS Ireland
- (21.) To apply for and obtain any legislative, municipal or other acts or authorisations for enabling the Company to carry out any of its objects and which may seem expedient and to oppose any proceedings, or applications which may seem calculated directly or indirectly to prejudice ICOMOS Ireland's interest.
- (22.) To enter into any arrangements with any government or authority, local or otherwise, that may seem conducive to ICOMOS Ireland's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges and concessions, and to carry out, exercise and comply with such arrangements, charters, decrees, rights, privileges and concessions.
- (23.) To do all or any of the above things in any part of the world as ICOMOS Ireland, or through an agent or through its members or otherwise and either alone or in conjunction with other persons, associations or bodies.
- (24.) To enter into any arrangements with any government or authority, local or otherwise, that may seem conducive to ICOMOS Ireland's objects or any of them, and to obtain from any such government or authority any charters decrees, rights, privileges and concessions, and to carry out, exercise and comply with such arrangements, charters, decrees, rights, privileges and concessions.

(25.) To accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.

(26.) To do all such lawful things as are incidental or conducive to the attainment of the main object.

PROVIDED THAT the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the Institution, would make it a Trade Union.

5. The income and property of ICOMOS Ireland, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way of profit to the members of the Company.

PROVIDED THAT nothing herein shall prevent the payment, in good faith,

- i) reasonable and proper remuneration to any member or servant (not being a director./officer/ trustee), in return for any services actually rendered to the Company
- ii) nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent to the Company
- iii) or reasonable and proper rent for premises demised or let by any member to the Company.
- iv) repayment of out-of-pocket expenses by any member of ICOMOS Ireland

but so that no member of the Council of Management or Board of Directors of ICOMOS Ireland shall be appointed to any salaried office of ICOMOS Ireland or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Council or Board of Directors, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to ICOMOS Ireland provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council of Management or Board of Directors may be a member, and in which such member shall not hold more than one hundredth part of the issued capital, and such member shall not be bound to account for any share of profits he or she may receive in respect of any such payment.

6. The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

7. The third and fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted by the appropriate government department in pursuance of Section 24 of the Companies Act 1963 is subject.
8. The liability of the members is limited.
9. Every member of ICOMOS Ireland undertakes to contribute to the assets of the Company, in the event of its being wound up while he or she is a member or within one year after he or she ceases being a member, for payment of the debts and liabilities of ICOMOS Ireland contracted before he/she 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 among themselves, such amount as may be required not exceeding €1.00.
10. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred 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 5 hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. 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.
11. Annual audited accounts will be kept and made available to the Revenue Commissioners.

We the several persons whose names and addresses are subscribed, wish to form a company, in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. Grellan Rourke.
 Address : 3, Rostrevor Road, Rathgar, Dublin 6.
 Nationality : Irish.
 Occupation : Architect.

2. Deirdre Conroy.
 Address : 113 The Maples, Clonskeagh, Dublin 14.
 Nationality : Irish.

Occupation : Architect/Historian/Building Conservation Consultant.

3. Margaret Gowen.
Address : Rath House, Ferndale Road, Rathmichael, Co. Dublin.
Nationality : Irish.
Occupation : Managing Director.

4. Peter Cox.
Address : 3 Ranelagh Mews, Ranelagh, Dublin 6.
Nationality : Irish.
Occupation : Managing Director.

5. Emmeline Henderson.
Address: Irish Georgian Society, 74 Merrion Square, Dublin 2.
Nationality : Irish.
Occupation : Architectural Conservationist.

6. Jane O'Halloran.
Address : 39 Court Apartments, Wilton Place, Dublin 2.
Nationality : Irish.
Occupation : Architectural Recorder.

7. Tom Cassidy.
Address : Cassajven, 22 Thornberry, Raheen, Limerick.
Nationality : Irish.
Occupation : Local Authority Conservation Officer.

8. Pat Ruane.
Address : 6, St. Luke's Place, Summerhill North, Cork.
Nationality : Irish.

Occupation :

Dated the day of 2006

Witness to the above Signatures:

ARTICLES OF ASSOCIATION

- OF -

ICOMOS Ireland

INTERPRETATION

1. [The Regulations contained in Table C of the Companies Acts 1963 to 2005 shall apply to ICOMOS Ireland save insofar as they are excluded or varied hereby.]

2. In these Articles:-

[" Act" means the Companies Act, 1963 (No. 33 of 1963).]

“Board” means the board of directors of the Company.

"Company" means ICOMOS Ireland

" Directors" means the Directors for the time being of ICOMOS Ireland and includes any person occupying the position of Director, by whatever name called.

"ICOMOS" means The International Council on Monuments and Sites.

"member" means an interested professional working in the area of cultural heritage who has formally applied and been accepted by ICOMOS Ireland through an agreed process.

" Office" means the registered office for the time being of the Company.

" Register" means the register of members to be kept as required by Section 116 of the Act.

" Secretary" means any person appointed by the Directors to perform the duties of the Secretary of the Company.

" Seal" means the common seal of the Company.

"Voting Members” means paid-up members.

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

Unless the contrary intention appears words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERSHIP

3. A person shall be eligible for election as a member of ICOMOS Ireland on the basis of criteria, which the Board of Directors (“the Board”) shall deem appropriate but such person must be an interested professional working in the area of cultural heritage.

Every application to become a member shall be made in writing by the person wishing to become a member to the Secretary of the Company, and on an application form provided by the Company. Applicants are considered by the board and are assessed. Applicants are notified by the Secretary of the Company of the outcome of their application.

Institutional Membership shall be open to any institution of whatever nature concerned with the conservation, protection, restoration, rehabilitation, enhancement or animation of historical monuments, groups of buildings and sites, institutions which own or have in their charge historical monuments, groups of buildings and sites and institutions which devote all or part of their activity to one or more of the objectives listed above in relation to monuments, groups of buildings or sites.

Honorary Membership can be conferred by the General Assembly of ICOMOS, at the proposal of the Board, upon individuals who have rendered distinguished service in the field of conservation, restoration and enhancement of historical monuments, sites, and groups of buildings.

The Board may in its absolute discretion and without assigning any reason therefor, decline to admit a candidate to membership.

If a candidate fails to be successful in the application process, that candidate may re-apply after a period of 1 year.

Each successful candidate for membership shall be sent a letter of admission (which shall state the subscription fee payable) and a copy of the Memorandum and Articles of Association of ICOMOS Ireland, a certificate and a copy of the Ethical Commitment Statement of ICOMOS International.

Each successful candidate shall return to the Secretary of ICOMOS Ireland the letter of admission within 21 days of the date of the letter of admission together with a written undertaking to abide at all times with the objects of ICOMOS Ireland, together with the annual subscription fee.

All members of ICOMOS Ireland, save anyone honoured with Honorary Life Membership, shall pay an annual subscription fee, and thereafter, for so long as they remain members, they shall pay an annual subscription fee.

The annual subscription fee shall be due and payable on such date or dates in every year as the Board shall determine. No member in arrears with his or her subscription fee for three months shall be permitted to make use of any premises or facilities of ICOMOS Ireland or to speak or vote at any meeting of ICOMOS Ireland. A member who is in arrears with their

subscription for six months shall be deemed to have forfeited their membership but may be reinstated, at the discretion of the Board, on payment of the amount due.

5. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be ordinary members of ICOMOS Ireland.

6. Termination of Membership

Any member may at any time resign their membership of the Company by giving notice in writing to the Secretary. The Board may at any time in its absolute discretion and without assigning any reason call upon any member to resign. Membership of ICOMOS Ireland does not confer any professional accreditation and should not be used in this context.

7. Transmission of Membership

The rights of a member are personal and not transferable and cease upon death.

BYE-LAWS

[3]. The Company may, by ordinary resolution, adopt, and from time to time vary, Bye Laws to provide for any matter that may seem to the members conducive to the attainment of the objects of ICOMOS Ireland.

[3]. The Bye Laws shall be binding on the members and Directors of the Company. Where any conflict exists between a Bye-Law and any Article of Association or Article of Memorandum the relevant Article shall prevail.

GENERAL MEETINGS

8. The General Meetings of the Company shall be at a place to be determined by the Board of Directors and shall be clearly specified in any notice calling such meeting and Annual General Meetings are subject to the provisions of Section 140 of the Act.

9. (a) Subject to paragraph (b) 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 notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.

(b) So long as ICOMOS Ireland holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.

10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

11. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened by such requisitionists as are

referred to in Section 132 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director or ten per cent of the Voting Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Extraordinary General Meetings may be convened by the Directors.

NOTICE OF MEETINGS

12. Subject to Sections 133 and 141 of the Act an Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days notice in writing at the least, and a Meeting of ICOMOS Ireland (other than an Annual General Meeting or a meeting for the passing of a Special Resolution) shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to have been served and of the day for which it is given and shall specify the place, the day and hour of the meeting and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned to the Voting Members who are entitled to attend and vote at such meeting and to receive such notices from ICOMOS Ireland.
13. 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 of that meeting.

PROCEEDINGS AT MEETINGS

14. 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 following matters at an Annual General Meeting:- the accounts set, balance sheets and the reports of the Directors and auditors; the election of Directors in the place of those retiring; the reappointment of the retiring auditors set, and the fixing of remuneration of the auditors and the confirmation of any charges recommended by the Directors in relation to the amount of the subscription fee and\ or application fees.
15. No business shall be transacted at any general meeting unless a quorum of those members entitled to vote is present in person or by proxy at the time when the meeting proceeds to business; save as herein otherwise provided twenty per cent of the total number of Voting Members of ICOMOS Ireland for the time being shall be a quorum.
16. 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 Voting 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 time and place as the Directors 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 Voting Members present shall be a quorum.
17. The Chairman of the Board of Directors shall preside as Chairman at every general meeting of ICOMOS Ireland, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.

18. If, at any general meeting, the Chairman is not in attendance and no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Voting Members present shall elect one of their number to be Chairman of the meeting.
19. The Chairman 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.
20. 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 Chairman, or
 - (b) by at least one third of the Voting Members present in person or by proxy.

Unless a poll is 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 lost, and an entry to that effect in the book containing the minutes of proceedings of ICOMOS Ireland 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.

21. If a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman 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.
23. A poll demanded on any question shall be taken at such time as the Chairman 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.

VOTES OF MEMBERS

24. Each member of ICOMOS Ireland shall have one vote.
25. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll only by his committee, receiver, guardian or other person appointed by that court, and any such committee, receiver, guardian or other person may vote by proxy, on a show of hands or on a poll.

26. 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 Chairman of the meeting whose decision shall be final and conclusive.
27. Votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing.
29. 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 office or 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 and, in default of complying with these procedures, the instrument of proxy shall not be treated as valid.
30. [An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

I/We,
of
in the County of
being a member/members of the above-named Company HEREBY
APPOINT
of
or failing him/her
of
as my/our proxy to vote for me/us on my/our behalf at the
(annual or extraordinary, as the case may be) general
meeting of ICOMOS Ireland to be held on the day of 20 and at any
adjournment thereof.

Signed this day of 20 .

This form is to be used *[in favour of]/[against] the resolution.

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

*Strike out whichever is not desired.

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or

of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by ICOMOS Ireland at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.]

DIRECTORS

33. The number of Directors shall not be less than seven or more than eleven. A person may not be a Director of the Company unless he or she is a member.
34. No remuneration shall be payable to the Directors, but they may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of ICOMOS Ireland or otherwise in connection with the business of ICOMOS Ireland PROVIDED ALWAYS that such expenses are vouched to the Directors within three months of the date on which they were incurred.

BORROWING POWERS

35. The Directors may with the sanction of ICOMOS Ireland in general meeting exercise all the powers of ICOMOS Ireland to borrow money and to mortgage or charge its undertaking and property or any part hereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of ICOMOS Ireland or of any third party.

POWERS AND DUTIES OF DIRECTORS

36. The management and control of ICOMOS Ireland shall be vested in the board of Directors, who may pay all expenses incurred in [promoting and] registering the Company, and may exercise all such powers of the ICOMOS Ireland as are not by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions as may be given by ICOMOS Ireland in general meeting, being not inconsistent with the aforesaid provisions, but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
37. The Directors shall have specific roles as designated to them by the Board, the Board shall after each Annual General Meeting of ICOMOS Ireland elect certain of their members to fill such designated roles, including President, Vice President, Honorary Secretary who will be the secretary of the Company, Honorary Treasurer and Registrar (hereinafter called the "Executive Directors"). The remaining directors will be non executive directors of the Board. On election of the non executive directors they must give an undertaking that if they were assigned an executive director's role due to a vacancy arising they would be willing to assume that executive role and act in that capacity when the vacancy occurred and if elected.
38. The function of the Board is to determine the policy of ICOMOS Ireland, to direct its activities and undertakings, to approve of any appointments made by the Company and to deal with any questions referred to it by the members. All members shall be entitled to submit any query or representation they may have in writing to the Board who shall consider same and notify the member of the Board's decision.

39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, by any two Directors one of whom shall be the Treasurer of ICOMOS Ireland and in such manner as the Directors shall from time to time by resolution determine.
40. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of ICOMOS Ireland, and of the Directors and of committees of Directors.

DISQUALIFICATION OF DIRECTORS

41. The office of Director shall be vacated if the Director:-
- (a) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally unless the Directors otherwise determine; or
 - (b) becomes prohibited from being a Director by reason of any Order made under Part vii of the Companies Act 1990; or
 - (c) becomes of unsound mind; or
 - (d) resigns his/her office by notice in writing to ICOMOS Ireland; or
 - (e) is convicted of an indictable offence (other than an offence under the Road Traffic Act 1961 or any Act or order made thereunder) unless the Directors otherwise determine; or
 - (f) is deemed to be in breach of the objects of the ICOMOS Ireland by a majority of directors of ICOMOS Ireland.

VOTING ON CONTRACTS

42. A Director may vote in respect of any contract in which he/she is interested or any matter arising thereout.

ROTATION OF DIRECTORS

43. At the first annual general meeting of ICOMOS Ireland, no more than two Directors voluntarily or by lot shall retire from office and at the annual general meeting in every subsequent year one-third of the Directors who are longest in office, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office
44. The Directors to retire in every year shall be those who have been longest in office since the 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.
45. Without prejudice to the provisions of Article [45B], a retiring Director shall be eligible for re-election.
- [45B. No Director shall serve a continuous period of more than 9 years on the Board. Where a member has served for 9 years continuously, that member shall not be eligible for election to the Board until 3 annual general meetings of the Company have passed from their retirement from the Board.]
46. ICOMOS Ireland, at the meeting at which a director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.
47. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than 2 nor more than 21 days before the date appointed for the meeting, there has been left at the office notice in writing, signed by two voting members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such a person for election, and also a notice in writing signed by that person of his or her willingness to be elected.
48. ICOMOS Ireland 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.
49. The Directors shall have power at any time, and from time to time, to appoint any member 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 and provided that such appointees are members. Any Director so appointed 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.
50. ICOMOS Ireland may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between

ICOMOS Ireland and such Director.

51. ICOMOS Ireland may by ordinary resolution appoint another member in place of a Director removed from office under Article 50. Without prejudice to the powers of the Directors under Article 50, ICOMOS Ireland in general meeting may appoint any member to be a Director either to fill a casual vacancy or as an additional Director. A member appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he/she had become a Director on the day on which the Director in whose place he/she is appointed was last elected a director .

PROCEEDINGS OF DIRECTORS

52. The Directors 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 with the exception of applications for membership which is specifically referred to in Article 3. Where there is an equality of votes, the chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
53. The quorum necessary for the transaction of business of the directors may be fixed by the Directors, and unless so fixed shall be half or the nearest lower number to half the number of Directors, (for example if there were 7 directors then the quorum will be 3) currently holding office at that time.
54. 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 ICOMOS Ireland 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 which represents a quorum or of summoning a general meeting of ICOMOS Ireland, but for no other purpose.
55. At any meeting the where the Chairman is not present within 10 minutes after the time appointed for holding the same, the vice –president may chair the meeting and in his or her absence the directors present may choose one of their number to be chairman of that meeting.
56. The Directors may delegate any of their powers to committees as they think fit, any committee so formed shall, in the exercise of the powers so delegated conform to any regulations or directions that may be imposed on it by the Directors. The quorum necessary for the transaction of business by any Committee shall be fixed by the Directors when delegating powers to such Committee. The members of such sub-committee need not be members of the Board of Directors but must be voting members of ICOMOS Ireland.
57. A Committee may elect a chairman of its meetings if no such chairman is elected, or if at any meeting the chairman is not present within 10 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

58. A committee may meet and adjourn as it thinks proper. Questions arising at any 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.
59. All acts done by any meeting of the Directors or of a committee of directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or 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 and was qualified to be a Director.
60. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

61. The role of Secretary shall be designated by the directors to one of their members of the Board upon such conditions as they may think fit; and any Secretary so appointed, may be removed by them and another Director designated as Secretary.
62. A provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

SEAL

63. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

64. The Directors shall cause proper books of account to be kept relating to:-
- (a) all sums of money received and expended by ICOMOS Ireland and the matters in respect of which the receipt and expenditure takes place;
 - b) all sales and purchases of goods by ICOMOS Ireland; and
 - (c) the assets and liabilities of the ICOMOS Ireland.

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

65. The books of accounts shall be kept at the registered office or, subject to Section 147 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
66. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of ICOMOS Ireland except as conferred by statute or authorised by the Directors or by ICOMOS Ireland in general meeting.
67. The Directors shall from time to time in accordance with sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts income and expenditure 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 Company.
68. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of ICOMOS Ireland together with a copy of the Directors' 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

69. Auditors shall be appointed and their duties regulated in accordance with Part X of the Companies Act 1990.

NOTICES

70. Any notice may be given either personally or by sending it by post to the address of the person receiving such notice. When a notice is sent by post, service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and service shall be deemed to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other matter 48 hours after the same is posted or if hand delivered at the time of delivery.
71. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
 - (a) all members entitled to receive such notice;
 - (b) every person being the Official Assignee in bankruptcy of a member where the member but for bankruptcy would be entitled to receive notice of and attend and vote at the meeting; and
 - (c) the auditors for the time being of ICOMOS Ireland.

No other person shall be entitled to receive notices of general meetings.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. Grellan Rourke.
Address : 3, Rostrevor Road, Rathgar, Dublin 6.
Nationality : Irish.
Occupation : Architect.

2. Deirdre Conroy.
Address : 113 The Maples, Clonskeagh, Dublin 14.
Nationality : Irish.
Occupation : Architect/Historian/Building Conservation Consultant.

3. Margaret Gowen.
Address : Rath House, Ferndale Road, Rathmichael, Co. Dublin.
Nationality : Irish.
Occupation : Managing Director.

4. Peter Cox.
Address : 3 Ranelagh Mews, Ranelagh, Dublin 6.
Nationality : Irish.
Occupation : Managing Director.

5. Emmeline Henderson.
Address: Irish Georgian Society, 74 Merrion Square, Dublin 2.
Nationality : Irish.
Occupation : Architectural Conservationist.

6. Jane O'Halloran.
Address : 39 Court Apartments, Wilton Place, Dublin 2.
Nationality : Irish.
Occupation : Architectural Recorder.

