

SPECIAL RESOLUTION

That this Annual General Meeting approve the amendments to the Memorandum and Articles of Association set out below.

Proposed on behalf of the Board by:

Anthony O'Shaughnessy, Chairman

Pat Mangan, Member

PROPOSAL TO AMEND THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE IRISH RAILWAY RECORD SOCIETY

PURPOSE OF PROPOSED AMENDMENTS

The amendments are proposed for the following reasons:

- To bring the Memorandum and Articles of Association into line with the provisions of the Companies Act 2014 which updated and consolidated company law in Ireland;
- To implement good corporate governance practice;
- To remove anomalies and ambiguities from the existing text and update it.

Each of the proposed amendments is set out in turn and accompanied by a short text explaining the reason for the proposal. Some amendments are grouped where they all refer to a particular paragraph or Article.

The Board approved these amendments at its meeting of 2 February 2017 and recommends them for adoption by the Annual General Meeting of the Society.

PROPOSED AMENDMENTS

Title of Document

Amendment No. 1

Delete the existing title and substitute the following:

“THE COMPANIES ACT 2014

CONSTITUTION

OF

THE IRISH RAILWAY RECORD SOCIETY COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION”

Reason: *To change the title of the company and the Memorandum and Articles to comply with section 1176 and Schedule 10 of the Companies Act 2014.*

Memorandum of Association

Amendment No. 2

Delete paragraph 1 of the existing Memorandum of Association, substitute the following paragraphs and renumber subsequent paragraphs:

1. The name of the company is: THE IRISH RAILWAY RECORD SOCIETY COMPANY LIMITED BY GUARANTEE (hereinafter called “the Society”).
2. The Society is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

Reason: *To comply with Schedule 10 of the Companies Act 2014.*

Amendment No. 3

In paragraph 2, delete the words “The objectives, permitted activities and duties of the Society.” and “**The objectives of the Society are:-**” and substitute the following: “The objects for which the Society is established are:”

Reason: *To comply with Schedule 10 of the Companies Act 2014.*

Amendment No. 4

In paragraph 2, sub-paragraphs f) and h), after “Irish” insert “, United Kingdom”.

Reason: To ensure that the text is consistent with that in sub-paragraphs (d) and (e). These sub-paragraphs make specific reference to the UK.

Amendment No. 5

In paragraph 2, renumber as a new paragraph the text from “**The permitted activities of the Society**” to the end of sub-paragraph p).

Reason: This is a drafting amendment consequential on earlier changes proposed to paragraph 2.

Amendment No. 6

In paragraph 2, under the heading “**The permitted activities of the Society**”:

In sub-paragraph a):

Delete “sub-boards” and substitute “committees”;

Reason: Committee of a board is the term more usually used.

Delete “members of the Board and members of the Society and others” and substitute “solely of members of the Board or of members of the Board and such other persons, whether members of the Society or otherwise”.

Reason: To comply with the existing text any subsidiary bodies would have to include members of the Board, members of the Society **and** others. The amendment will give the Board much greater discretion regarding the composition of any such bodies, subject to there always being some Board representation on the particular subsidiary body.

In sub-paragraph b), delete “aims and interests” and substitute “objects”.

In sub-paragraph c), delete “in the best interests of” and substitute “consistent with the objects of”.

Reason: To ensure that the text of these sub-paragraphs refers to the objects of the Society. This is consistent with the language used in Schedule 10 of the Companies Act 2014.

In sub-paragraph d), delete “Corporation, County Council, Conservancy, Fishery or other Board, or other Local Authority or” and substitute “State body, local authority or other”.

Reason: The purpose of this amendment is to update the references and make them more general. For example, corporations were abolished by the Local Government Act 2001. The term “local authority” will now cover all local government bodies whatever their title and the term “State body” will cover the wide range of public bodies now in existence.

In sub-paragraphs d), e), i) and l), delete “objectives” and substitute “objects”.

Reason: To ensure that the text refers to the objects of the Society throughout. This is consistent with the language used in Schedule 10 of the Companies Act 2014.

In sub-paragraph e), delete “secretaries, managers and”.

Reason: The paragraph contains a general power to employ such technical and administrative staff as may be necessary and this is sufficient. The amendment also deletes an obsolete reference to secretaries.

In sub-paragraph g), after “surplus”, insert “(or a part thereof)”.

Reason: This amendment will give the Board the flexibility to donate all **or part** of a surplus to charity.

Insert the following paragraphs after sub-paragraph m) and renumber subsequent paragraphs:

“To seek and to receive voluntary contributions, donations or bequests or money for any of the objects aforesaid.

To make application on behalf of the Society to any body, whether governmental, local, philanthropic or otherwise, for financial or other assistance of any kind.

To insure the Society against any foreseeable risk.

To insure any or all of the members of its Board or any subsidiary body established under sub-paragraph a) above against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he, she or they acted in good faith and in the performance of his, her or their functions.”.

Reason: These proposals are based on provisions in the model Articles of Association for companies limited by guarantee published by the Charities Regulator. They make it explicit that the Society can accept money or apply for grants to aid its activities and that it can take out insurance to protect against risk.

In sub-paragraph n), delete “on” in the first line and substitute “in” and delete “main object” in the fifth line and substitute “objects”.

Reason: The first amendment is purely editorial. The second amendment is to ensure that there is a consistent reference to the Society’s objects throughout the text.

Amendment No. 7

In paragraph 3, delete the sentence before sub-paragraph (a) and substitute the following: “However, nothing shall prevent the making in good faith by the Society of any of the following payments:”

Reason: This amendment corrects a drafting error in the existing text.

Amendment No. 8

Delete the existing paragraph 5 and substitute the following:

“Every member of the Society undertakes to contribute to the assets of the Society, if the Society is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for-

- a) The payment of the debts and liabilities of the Society contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
- b) The adjustment of the rights of contributories among themselves,

such amount as may be required, not exceeding one Euro.”.

Reason: To bring the existing text into line with Schedule 10 of the Companies Act 2014.

Amendment No. 9

In the existing paragraph 6, delete “which shall prohibit” and insert “whose Constitution (or any equivalent governance document) shall prohibit”.

Reason: The purpose of this amendment is to clarify the existing text.

Amendment No. 10

Delete the existing paragraph 7.

Reason: The Revenue Commissioners have confirmed that their approval is not required for amendments to the Memorandum of Association where the company concerned is not a charity.

Articles of Association

Amendment No. 11

Delete the existing title page and substitute the following:

“ARTICLES OF ASSOCIATION”.

Reason: To comply with Schedule 10 of the Companies Act 2014.

Amendment No. 12

In Article 1:

In the definition of “The Act”, delete “the Companies Act 1963” and substitute “the Companies Act 2014”.

Reason: *To update the reference to the current Companies Act.*

Delete the existing definition of “The Society” and substitute the following: “means the Irish Railway Record Society Company Limited by Guarantee”.

Reason: *To amend the name of the Society to reflect the requirements of the Companies Act 2014.*

In the definition of “in writing” and “written” delete “email” and substitute “email or any other form of electronic communication”.

Reason: *This amendment allows for communication by forms of electronic communication apart from email to cover the continuing and very speedy evolution of this particular means of communication.*

Delete “Words importing the masculine gender shall include the feminine gender and vice versa;”.

Reason: *It is proposed that the Constitution should be modernised by including masculine and feminine references throughout the text. See Amendment No.58.*

Amendment No. 13

Before Article 2, insert a new heading: “**MEMBERS OF THE SOCIETY**”.

Reason: *This is a drafting amendment.*

Amendment No. 14

Delete the existing text of Article 4 and substitute the following:

“Membership of the Society shall consist of two categories: ordinary members and honorary members.

Persons who have rendered exceptional service to the Society, who hold or have held a distinguished position in or connected with railways, tramways or other forms of transport or who have otherwise made an exceptional contribution to the achievement of the objects of the Society may be made honorary members by the Board. Honorary membership may be granted for life or for a specified period. Honorary members shall not be liable to pay any entrance or annual subscription fee. Persons who were ordinary members immediately before being made honorary members shall retain their right to vote at general meetings and

shall be regarded as ordinary members for that purpose. All other honorary members shall not have a right to vote at general meetings.

All other members of the Society shall be ordinary members and shall have a right to vote at general meetings.

The Board may determine sub-categories for any category of membership.”.

Delete “special member” or “special members” wherever they occur in these Articles and substitute “honorary member” or “honorary members” as appropriate.

***Reason:** The purpose of this amendment is to define more clearly the two categories of membership provided for in the existing Article 4. It is proposed to substitute the term “honorary member” for “special member” as a more appropriate description of this membership category. Ordinary members who are given honorary status in recognition of their contribution to the Society should not lose their voting rights and it is proposed to make provision to ensure this.*

Amendment No. 15

In Article 5, insert “ordinary” before “member” and insert “sub-“ before “category”.

***Reason:** Only persons applying for ordinary membership should have to complete an application form.*

Amendment No. 16

In Article 6, insert “of” after “notice” in the second line and delete the first “or” in the penultimate line.

***Reason:** These are drafting amendments.*

Amendment No. 17

In Article 7(a):

Delete “those present when voting at a meeting” and substitute “those present and entitled to vote at a meeting”.

***Reason:** This is the more usual language used and it is considered to be more accurate.*

Insert the following before the last sentence: “The member concerned shall be entitled to be accompanied by not more than one person, who may or may not be a member of the Society, when attending the Board meeting to state his case. The accompanying person may advise the member concerned but not speak on his behalf. ”.

Reason: *In the interests of natural justice and fair procedure it is proposed that a member threatened with expulsion should have the right to be accompanied and advised by one other person when making his case to a Board meeting considering an appeal.*

Amendment No. 18

Delete Article 7(b) and insert the following:

“The Secretary shall notify the member concerned in writing of the decision by the Board to expel him, of the grounds for the decision and of his right to appeal that decision. The member concerned shall be entitled to appeal the decision to the next Annual General Meeting or, at his own expense, to an Extraordinary General Meeting convened in accordance with Article 15 and, provided two thirds of the members present and entitled to vote allow the appeal, the decision of the Board shall be rescinded and the member concerned shall continue to be a member. The member concerned shall be entitled to be accompanied by not more than one person, who may or may not be a member of the Society, when attending the Meeting to state his case. The accompanying person may advise the member concerned but not speak on his behalf. Where the member concerned gives written notice to the Secretary of his intention to appeal, the member shall stand suspended from membership pending the determination or withdrawal of that appeal. Where the Extraordinary General Meeting allows the appeal, the member concerned shall not be liable to pay the expenses associated with calling the Meeting and shall be refunded any payments already made by him to the Society for that purpose.”.

Reason: *The purpose of this amendment is to clarify the appeal process and make it fairer and more procedurally sound. It proposes that a member will stand suspended until his appeal has been decided or withdrawn and that a two thirds (rather than three fourths) majority should be required for the appeal to be successful, which is the same as required for the original Board decision to expel him. It further proposes that where an appeal succeeds the appellant will not be liable for the expenses incurred in calling an EGM.*

Amendment No. 19

In Article 9(c):

Delete “member (other than an Honorary member)” and substitute “ordinary member”.

After “terms” insert “relating to the payment of any outstanding entrance or subscription fee or any future subscription fee”.

Reason: *The purpose of this amendment is to make the text consistent with Article 4 and to make it clear that, when re-admitting members who failed to pay their fees, the Board can only impose terms relating to the payment of any outstanding entrance or subscription fee or concerning the payment of any future subscription fee.*

Amendment No. 20

In Article 10, delete the clause after “stated period;” and insert the following: “, not exceeding twelve months. The Secretary shall notify the member concerned in writing of a decision by the Board to suspend him, of the grounds for the decision and of his right to appeal the decision. The member concerned shall have the right to appeal in writing to the Board within 10 days from the date of notification. The suspension shall not take effect until the end of that ten day period or until the appeal has been refused or withdrawn, whichever is the later.”.

***Reason:** The purpose of this amendment is to specify a maximum suspension period of twelve months because it is considered inappropriate that the Board should have an unfettered power to suspend a member for a lengthy period. The amendment also makes the appeal provisions more explicit and ensures that the process is fairer and more procedurally sound. An appeal against a suspension will be in writing.*

Amendment No. 21

In Article 11, delete the words after “March” and substitute the following: “the person concerned shall cease to be an ordinary member of the Society”.

***Reason:** The purpose of the amendment is to remove the ambiguity in the existing text. It will now be clear that any person who has not paid his or her subscription by end March will automatically cease to be a member. Article 9(c) permits the Board to re-admit a person.*

Amendment No. 22

In Article 12:

Wherever the phrase “the annual subscriptions” occurs insert the following before it: “any entrance fee on first becoming a member of the Society and ”.

Delete the last sentence of the Article and substitute the following: “The Board shall have discretion to offer discounted entrance and subscription fees to new members as a way of promoting and encouraging persons to join the Society.”.

***Reason:** The purpose of these amendments is to clarify what is meant by an entrance fee and to reserve the setting of these fees to the AGM. Entrance fees should be set by the AGM just as annual subscriptions are. The amendment also empowers the Board to offer discounts to attract new members.*

Amendment No. 23

In Article 13, delete “the Companies Acts 1963 to 2012” and substitute “the Act”.

Reason: *The amendment is a drafting change which allows us to rely on comprehensive definition of “the Act” in Article 1.*

Amendment No. 24

Delete Article 14 and substitute the following:

The business of the Annual General Meeting shall be:

- a) To consider and approve the minutes of the previous Annual General Meeting and any Extraordinary General Meeting held during the year;
- b) To consider the Society’s statutory financial statements and the report of the Board and, save where the Society has availed itself of the audit exemption under section 360 of the Act, the report of the statutory auditors on those statements and that report;
- c) To consider the report of the Board on the Society’s activities for the past year and to review the Society’s affairs;
- d) Save where the Society has availed itself of the audit exemption under section 360 of the Act, to appoint the statutory auditors and fix their remuneration for the ensuing year or determine the manner in which that remuneration is to be fixed;
- e) To approve annual subscriptions for the ensuing year and any entrance fee;
- f) To elect members of the Board to fill vacancies occurring in accordance with these Article of Association;
- g) To vary the size and/or composition of the Board and, where appropriate, to determine the arrangements for the filling of places on the Board arising from that decision;
- h) To consider any ordinary resolution proposed and seconded by ordinary members, notice of which has been given in writing to the Secretary at least fourteen days before the date fixed for the meeting;
- i) To discuss any other business proper to an Annual General Meeting.

Reason: *This amendment reflects the requirements of section 186 of the Companies Act 2014 which specifies the business of an AGM. It also ensures compliance with Section 381 of the 2014 Act which requires that the remuneration of auditors must be fixed at the Annual General Meeting or in such other manner as the members of the Society may from time to time resolve. There are also a number of drafting amendments.*

Amendment No. 25

In Article 15:

In paragraph (c), insert “ordinary” before “members” wherever it occurs.

In paragraph (c)ii, delete “are”.

Reason: *These are drafting amendments.*

In paragraph (d), delete “subject to Section 132 of the Act”.

Reason: *This reference is obsolete following the repeal of the Companies Act 1963.*

At the end of paragraph (d), insert the following: “The requisitionists shall be given access to the names and contact details of all ordinary members solely for the purpose of notifying them of the convening of the meeting and the Board shall comply forthwith with any request for such information.”.

Reason: *The purpose of this amendment is to ensure that members wishing to call an EGM cannot be stymied by lack of access to the contact details of members and to ensure compliance with the Data Protection Acts.*

At the end of paragraph (e), insert the following: “Any reasonable expenses incurred by the requisitionists by reason of a failure of the Board to convene a meeting shall be repaid to the requisitionists by the Society.”

Reason: *The purpose of this amendment is to make it clear that if the requisitionists have to convene the Extraordinary General Meeting themselves, the costs associated with the convening and holding of the meeting will be covered by the Society. It would be grossly unfair and anti-democratic to expect the members quite properly requisitioning the meeting to have to meet any of these costs. This is consistent with section 178(6) of the Companies Act 2014.*

Amendment No. 26

Delete the existing text of Article 16 and substitute the following:

“A meeting of the Society, other than an adjourned meeting, shall be called:

- (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days’ notice;
- (b) in the case of any other extraordinary general meeting, by not less than 7 days’ notice.

Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of an ordinary member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.

In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

The notice of a meeting shall specify:

- (a) the place, date and time of the meeting;
- (b) the general nature of the business to be transacted at the meeting;
- (c) in the case of a proposed special resolution, the text or substance of that proposed special resolution.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.”.

Reason: *This amendment aligns the notice provisions with those of section 181 of the Companies Act 2014 and is based on model Articles of Association for companies limited by guarantee published by the Charities Regulator.*

Amendment No. 27

In Article 17, delete “half hour” and substitute “fifteen minutes” and delete “15 minutes” and substitute “thirty minutes”.

Reason: *Section 182 of the Companies Act 2014 provides that a general meeting will be adjourned if a quorum is not present within 15 minutes of the appointed time. The adjourned meeting can go ahead after half an hour even if a quorum is not present. This is the reverse of what our current Article 17 says. There is a logic to the sequence in the Act in that it provides for a longer delay before proceeding without a quorum.*

Amendment No. 28

In Articles 17 and 19, insert “ordinary” before “members”

Reason: *Drafting amendment consistent with the proposed revisions to Article 4.*

Amendment No. 29

In Article 19, delete the final sentence.

Reason: *An adjourned meeting does not need to wait for a quorum as it was already quorate when originally convened.*

Amendment No. 30

Insert a new Article after Article 19:

“When a general meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.”.

Reason: *This amendment is based on a similar provision in model Articles of Association for companies limited by guarantee published by the Charities Regulator and requires that a new notice be issued where a general meeting is adjourned for a lengthy period of 30 days or more.*

Amendment No. 31

In Article 20:

In paragraph (a), delete “Article 26(1)” and substitute “Article 26”.

In paragraph (d), delete “Article 20(1) and substitute “Article 20(f)”.

Reason: *The purpose of these amendments is to include the correct references.*

At the start of paragraph (c), insert the following:

“A poll may be demanded before or on the declaration of the result of the show of hands by (a) the Chairman or (b) not less than three ordinary members present in person.”.

Reason: *The purpose of this amendment is to clarify who is entitled to demand that a poll be taken on a vote at a general meeting of the Society. The text of the amendment is based on section 189 of the Companies Act 2014.*

In paragraph (f), delete “times” and substitute “time”.

Reason: *This is a drafting amendment.*

Amendment No. 32

Delete the existing text of Article 21 and substitute the following:

“Ordinary members as defined in Article 4 and who are on the register of members on the date on which the meeting is called shall be entitled to vote at a general meeting of the Society and shall have one vote. As permitted under section 1205(a) of the Act, an ordinary member shall not be entitled to vote by proxy.”.

Reason: *The purpose of this amendment is to bring the text into line with the earlier amendment proposed to Article 4 and to provide for a cut-off date for entitlement to vote at an AGM or EGM.*

Amendment No. 33

Delete the existing text of Article 22 and substitute the following:

“An ordinary member of unsound mind or who has made an enduring power of attorney or in respect of whom an order has been made by any court having jurisdiction in cases of unsound mind may vote, whether on a show of hands or on a poll, by his committee, donee

of an enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.”

Reason: *This amendment brings the wording into line with section 188(4) of the Companies Act 2014.*

Amendment No. 34

In paragraph a. of Article 24:

Delete the first two sentences and substitute the following:

“The Board shall consist of 10 members or such other larger or smaller number as may be determined by ordinary resolution of the Annual General Meeting of the Society. Five members (or such other number not being less than half the total membership of the Board) shall retire in one year and the balance in the next year.

Reason: *This amendment clarifies and simplifies the existing text and includes an explicit provision enabling the AGM to increase or reduce the size of the Board. The amendment also addresses an ambiguity in the existing text which could be read as meaning that the Secretary once appointed becomes, ex officio, a member of the Board. Under the Society’s Articles of Association, directors must be elected by members or co-opted by the Board and subsequently elected by members. This is also the default position in section 144 of the Companies Act 2014. The Secretary to a company can only be appointed by the Board in one of two ways. A person who is already a member of the Board can be appointed by the Board to act as Secretary or a person who is not a Board member can be so appointed.*

At the end of the paragraph insert the following “All such appointments and transfers shall be notified by the Secretary to members in the next mailing.”.

Reason: *This amendment reinstates a provision from an earlier edition of the Articles of Association to ensure that members are notified of the current office holders in the Society.*

Amendment No. 35

Delete the existing text of paragraph b. of Article 24 and substitute the following:

“An ordinary member seeking election to the Board shall submit a notice in writing to the Secretary not later than fourteen days before the Annual General Meeting indicating that he wishes to be a candidate. The notice shall be signed by two ordinary members indicating their intention to propose the candidate for election and shall contain a signed statement from the candidate indicating his willingness to be elected.

Reason: *The purpose of this amendment is to clarify the drafting of the paragraph and remove ambiguity. The text is consistent with section 144(4) of the Companies Act 2014.*

Amendment No. 36

Delete paragraphs c. and i. of Article 24 and substitute the following for paragraph c:

“Between Annual General Meetings, the Board may co-opt an ordinary member of the Society to fill a vacancy on the Board and that person shall cease to be a member of the Board at the next Annual General Meeting. The Secretary shall notify the members of any co-option in the next mailing.”.

***Reason:** In the existing text both paragraphs c. and i. repeat essentially the same thing. They allow vacancies in the Board to be filled, however they arise, but the total size of the Board cannot be greater than ten or such other number as decided by the AGM under the amended Article 24a. The amendment restates the provision in a simpler form.*

Amendment No. 37

After paragraph d. of Article 24, insert the following new paragraph:

“A general meeting of the Society may by ordinary resolution remove any member of the Board before the expiration of his period of office and in so doing shall comply with section 146 of the Act. That meeting may elect another person in place of the person removed from office. A person elected in place of the Board member removed from office shall retire at the same time as the Board member he replaced would normally have retired.”.

***Reason:** This amendment proposes that a Board member may be removed from office by a general meeting as provided for in section 146 of the Act. That section requires 28 days’ notice of the meeting and gives the Board member concerned a right to make representations.*

Amendment No. 38

In paragraph d. of Article 24:

Delete “Company” wherever it occurs and substitute “Society”.

***Reason:** Drafting amendment.*

Delete the existing text of sub-paragraph iii and substitute the following:

“The President may attend and participate in meetings of the Board but not vote.”

***Reason:** This amendment permits the President to participate in Board discussions but not to vote. It is not considered appropriate that somebody who is essentially in an honorary position should participate in formal decisions of the Board.*

Amendment No. 39

Delete the first sentence of paragraph e. of Article 24 and insert the following:

“The Board shall meet at least four times annually and at such other times as are considered necessary by the Board itself or the Chairman for the effective discharge of the business of the Society”.

Reason: If the Board is to exercise effective stewardship over the Society, it is important that it meets regularly. The amendment proposes that it should meet at least quarterly.

Amendment No. 40

After paragraph e. of Article 24, add the following new paragraph:

“The continuing Board members may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the quorum fixed by this Article, the continuing Board members may act for the purpose of increasing the number of Board members to the quorum or of summoning a general meeting of the Society, but for no other purpose.”.

Reason: This amendment complies with section 160(7) of the Companies Act 2014 and is based on a similar provision in model Articles of Association for companies limited by guarantee published by the Charities Regulator. It ensures that the Board can take action to fill a vacancy it has become inquorate as a result of the death, resignation or disqualification of members. However it cannot transact other business until it is quorate again.

Amendment No. 41

Delete paragraph f. of Article 24 and substitute the following:

“In addition to his statutory duties, the Secretary shall carry out such functions as are assigned to him by the Board. In particular the Secretary shall be responsible for ensuring that the Society complies with the requirements of the Act and its own Constitution, that the statutory registers and minute books of the Society are maintained, that meetings of members and the Board are properly convened and minutes of such meetings kept. He shall also be responsible for attending to the correspondence of the Society.”.

Reason: The proposed amendment is a more accurate description of the role of the Secretary and is based on guidance published by the Companies Registration Office and the Office of the Director of Corporate Enforcement.

Amendment No. 42

In paragraph g. of Article 24, delete “therefore” and substitute “therefor”.

Reason: Drafting amendment.

Amendment No. 43

In paragraph j. of Article 24:

Delete “objectives and substitute “objects”.

Delete “invested and/or held by the Board” and substitute “vested in and/or held by the Board”.

Reason: *Drafting amendments.*

Amendment No. 44

In Article 26:

Delete “sub-boards” and substitute “committees” in sub-paragraphs (b) and (c).

Reason: *Drafting amendment consequential on an earlier change.*

Insert a new sub-paragraph:

“(d) Of any conflict of interest notified by a member to a meeting of the Board.”.

Reason: *The purpose of this amendment is to ensure that any conflict of interest notified by a Board member is recorded in the minutes.*

Amendment No. 45

Delete the existing text of Article 27 and substitute the following:

“A member of the Board shall vacate his or her office if:

- (a) he or she is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction;
- (b) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act;
- (c) the health of the member is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity;
- (d) he or she is sentenced to a term of imprisonment following conviction of an indictable offence.”.

Reason: *Reasons (a) and (b) for the disqualification of a Board member from office are mandatory requirements of section 148(1) of the Companies Act 2014 while (c) and (d) are taken from section 148(2) which lists a number of other reasons which may be included in a company’s constitution. Section 148(2) also includes other reasons for disqualification – a declaration of restriction preventing a person acting as a company director and an absence without permission of six months or more from Board meetings. It is proposed to exercise a discretion permitted by the section not to include these in the Articles.*

Amendment No. 46

Insert a new Article after Article 27:

“All acts done by any meeting of the Board or of a committee, task force or panel to which it has delegated powers shall, notwithstanding that it is afterwards discovered that there was some defect in the election of any Board member, or that any member was disqualified from holding office as a Board member, be as valid as if every such person had been duly elected and was qualified to be a Board member.”.

Reason: *This amendment is based on a similar provision in model Articles of Association for companies limited by guarantee published by the Charities Regulator and ensures that decisions taken by a Board or its subsidiary bodies which inadvertently included a member who was disqualified from holding office are valid.*

Amendment No. 47

In Article 28, delete the first sentence and substitute the following:

“The Board may meet in person or by electronic means for the dispatch of business and may adjourn and otherwise regulate the conduct of its functions as it thinks fit. Between meetings the Board may make decisions by written procedure.”.

Reason: *The purpose of this amendment is to give the Board the necessary flexibility to meet using electronic communications and to make decisions by written procedure between meetings.*

Amendment No. 48

Insert the following at the end of Article 29: “The Board may issue a direction to a branch or area in relation to the keeping of accounts or any other matter and the branch or area shall comply with such direction.”.

Reason: *The Board is responsible for the good governance of the Society as a whole, including its branches and areas, and for compliance with the requirements of the Companies Acts and other legislation. While it is appropriate that branches and areas have a large degree of autonomy, it is also very important that the Board has the tools to ensure that they act in compliance with the law and good governance practice.*

Amendment No. 49

At the end of Article 30, insert the following:

“Where the Secretary is appointed from among the members of the Board, he or she shall cease to be Secretary on ceasing to be a member of the Board unless the Board decides otherwise.”

Reason: *The Board may appoint a person to be Secretary (a) from among its own members or (b) from outside the Board. The purpose of this amendment is to specify that where the*

Secretary is a member of the Board he or she ceases to hold that office when he or she ceases to be a Board member, unless the Board explicitly decides otherwise.

Amendment No. 50

In Article 31, delete the words “or the sub-board of the Board authorised by the Board in that behalf”.

***Reason:** It is proposed that authorising the use of the Society’s seal should be reserved to the Board alone as a control on the entry into formal legal commitments. It is something that happens infrequently and delegation to a sub-board is hardly warranted.*

Amendment No. 51

Delete the text of Article 32 to 35 and substitute the following:

“The Board shall keep or cause to be kept adequate accounting records. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Society’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 Society.

The accounting records shall be kept at the Office or, subject to Section 283 of the Act, at such other place as the Board thinks fit, and shall at all reasonable times be open to the inspection of members of the Board and by other persons entitled pursuant to the Act.

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 Society or any of them shall be open to the inspection of its members not being members of the Board. No member (not being a member of the Board) shall have any right of inspecting any financial statement or accounting record of the Society except as conferred by statute, this Constitution or authorised by the Board or by the Society in general meeting.

The Board shall in accordance with the Act cause to be prepared and to be laid before the Annual General Meeting of the Society the statutory financial statements of the Society, the report of the Board in relation to them and, save where the Society has availed itself of the audit exemption under section 360 of the Act, the statutory auditor’s report on those financial statements and the report of the Board as are required by the Act to be prepared and laid before the Annual General Meeting of the Society.

A copy of the statutory financial statements of the Society, the report of the Board in relation to them and, save where the Society has availed itself of the audit exemption under section 360 of the Act, the statutory auditor’s report on those financial statements and report of the

Board shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

***Reason:** This is an updated version of the existing text based on the model Articles of Association for companies limited by guarantee published by the Charities Regulator.*

Amendment No. 52

Delete the text of Article 36, and substitute the following:

“Save where the Society has availed itself of the audit exemption under section 360 of the Act, statutory auditors shall be appointed by the Annual General Meeting and their duties regulated in accordance with the Act.

The statutory auditors of the Society shall be sent notice of any general meeting of the Society and associated documentation in the same manner as ordinary members and shall be entitled to attend and be heard at that meeting on any part of the business which concerns them.”.

***Reason:** This amendment clarifies who appoints the auditors and updates the text to reflect the provisions of the Companies Act 2014. It also provides, in accordance with section 180(6) of the Act, that the auditors receive notice of the AGM.*

Amendment No. 53

In Article 37:

Wherever “notice” or “notices” occurs add “or document”.

***Reason:** This amendment ensures that the Article covers all documentation which the Society is required to send to members, whether this involves the giving of notice or the transmission of documents such as the annual report and financial statements.*

In the first paragraph, delete “, by email to such email address provided to the Society (the sending of such email by the Society to any of the relevant address provided to it by the applicable member to be conclusive evidence of service without need for any form of receipt)” and substitute “or by email or other electronic means”.

Insert the following text at the end of the first paragraph: “Any notice or document sent by email or other electronic means shall be deemed to have been sent 24 hours after it was sent to the address provided to the Society by the applicable member provided that no notification of failed delivery has been notified to the Society during that period. A certificate in writing signed by the Secretary or other officer of the Society attesting to these facts shall be sufficient evidence thereof.”.

***Reason:** The purpose of this amendment is to allow for the service of notices and the transmission of documents by electronic means other than email. It will future-proof the*

Article and permit other means of electronic service to take account of the development of communication by social media and other electronic formats. The amendment also defines what constitutes valid service of notices by electronic means mirroring similar provisions already proposed in Amendment 26 for service by post.

In the first paragraph, delete “or by publication on the Society’s website” and add the following text immediately thereafter “Provided notice has been given as required above, the Society may publish a copy of any such notice and enable members to access documents on a section of its website accessible only to members or through a secure file sharing website. Where a member requests in writing that he be sent any notice or document to which he is entitled pre-paid by post, the Society shall comply with that request.”.

Reason: *It is not sufficient to give notices solely through the Society’s website, although it is perfectly acceptable to use a members-only section of the website or a file sharing website as an electronic repository for documents. Members could be sent a notice which includes a link to the relevant documents rather than sending them as an attachment. The amendment also provides that members should have the right to request service by post where they do not have access to email.*

In the first sentence of the second paragraph, delete “it” in the first line and substitute “he or she”.

Reason: *Drafting amendment.*

Amendment No. 54

Insert the following at the start of Article 38: “Save as provided for in Article 36,”.

Reason: *The purpose of this amendment is to draw attention to the fact that the Society’s auditor is entitled to notice of the AGM.*

Amendment No. 55

Insert a new Article after Article 38:

“The Society may pay reasonable out-of-pocket expenses to a member or any other person performing functions on a voluntary and unpaid basis for the Society. Such expenses shall be paid in accordance with any relevant guidance from the Revenue Commissioners and with any rules which the Board may adopt.”.

Reason: *This amendment gives the Society explicit power to pay expenses to persons doing work for it on a voluntary unpaid basis. Members of the Board may not be paid to perform their Board functions but are entitled to travel and subsistence expenses as provided for in paragraph 3 d) of the Memorandum of Association. There are specific Revenue guidelines (Income Tax Statement of Practice SP-IT/2/07) governing the payment of expenses which must*

be observed if the payments are to be treated as tax free. The Board will also have power under this amendment to set down rules governing the payment of expenses.

Amendment No. 56

In Article 39, delete “or” in the first line and substitute “and”. Delete “as to” in the second line and substitute “out of”.

Reason: *The first amendment makes it clear that both Board members and officers are entitled to be indemnified. The second is a drafting amendment.*

Amendment No. 57

Insert a new Article after Article 40:

“SOCIETY ASSETS

No person may publish, in any format or medium, any material from the Society’s archives or images of the Society’s possessions or premises without the prior written consent of the Board.”.

Reason: *The purpose of this amendment is to protect the intellectual property and security of the Society’s archives and other materials.*

Amendment No. 58

The Board is hereby authorised to make any drafting changes to the text of this Constitution which are incidental to the making of the above amendments, including but not limited to the insertion of both masculine and feminine references, the renumbering or reordering of paragraphs, the insertion of titles, the numbering of paragraphs, the insertion or deletion of punctuation and the pagination of the amended text: Provided that such drafting changes do not alter the meaning or intent of the approved amendments.

Reason: *The purpose of this amendment is to permit the Board to make incidental changes to tidy up the amended text of this Constitution provided they do not alter the meaning or intent of the amendments approved by the Society’s members.*