

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**CONSTITUTION
OF
THE DUN LAOGHAIRE-RATHDOWN
CHAMBER OF COMMERCE
AS RATIFIED AT THE BOARD MEETING
on the
21st DAY OF MARCH 2023
as adopted
AT THE ANNUAL GENERALMEETING
held on the
24th DAY OF MAY 2023**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL**

CONSTITUTION

OF

**THE DUN LAOGHAIRE-RATHDOWN
CHAMBER OF COMMERCE**

**AS RATIFIED AT THE BOARD MEETING
held on the
23rd DAY OF MARCH 2023**

**AS ADOPTED AT AN ANNUAL GENERAL MEETING
held on the
24th DAY OF MAY 2023**

1. MEMORANDUM OF ASSOCIATION

1.1 The name of the Company (hereinafter called "the Chamber") is (The Dun Laoghaire-Rathdown Chamber of Commerce).

1.2 The Chamber is a company limited by guarantee, registered under Part 18 of the Companies Act 2014. The Registered Office of the Chamber will be situated in the Republic of Ireland.

1.3 The objects for which the Chamber is established are:-

(a) To encourage economic development and growth across the Dun Laoghaire-Rathdown region.

(b) To provide the means whereby persons engaged in business can network and meet to grow and promote business activity

(c) (i) To formulate policy on issues of the day affecting the interests of members,
(ii) to advocate and lobby on behalf of members and
(iii) to acquire and disseminate useful knowledge to members.

(d) To consider all questions affecting the interests of members and to take such action as may be necessary to promote such interests.

(e) To purchase, lease, hire, occupy or otherwise acquire or dispose of land, houses, rooms, offices, buildings and other real and personal property and any right, easement, or privilege necessary or convenient for the purpose of the Chamber and for the like purpose to employ or dismiss any person or persons.

(f) To amalgamate, if thought fit, with any similar body having objects in common with the Chamber.

(g) To collate data from members in the overall interest of and for the benefit of members and the benefit of the Chamber as a representative organisation.

(h) To lend, borrow or raise or secure the payment of money in such manner as the Chamber shall think fit.

(i) To do all things necessary for the attainment of all or any of the above objects with full power to the Board of Directors, subject to the provisions of the Articles, to act for the Chamber; and for this purpose, to amend, vary or extend any of the foregoing objects as shall be thought necessary. Provided that the Chamber shall not support with its funds any object or endeavour which, if an object of the Chamber, would make it a trade union. Provided also that in case the Chamber shall take or hold any property subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests for Ireland, the Chamber shall not sell, mortgage, charge/or lease the same without such authority, approval or consent as may be required by law, and as regards any such property. In case the Chamber shall take or hold any property which may be subject to any trusts, the Chamber shall only deal with the same in such manner as allowed by law having regard to such trusts.

1.4 The income and property of the Chamber shall be applied solely towards the promotion of the objects of the Chamber 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 Chamber.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Chamber or to any member of the Chamber in return for any special services rendered to the Chamber, nor prevent the payment of interest at a rate not exceeding 5 per cent on money lent, or reasonable and profit rent for premises demised or let by any member of the Chamber, but so that no Director shall be appointed to any office of the Chamber

paid by salary or fees and that no remuneration or other benefit in money's worth shall be given by the Chamber to any Director, 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 the Chamber.

1.5 No addition, alteration or amendment shall be made to the objects of the Chamber, such that there would be non-compliance with the requirements of 1180 (1) (a) and (b) of the Companies Act 2014 as provided for in the provisions of this Constitution for the time being in force unless the same shall have been previously submitted and approved by the Registrar of Companies.

1.6 The fourth, fifth and ninth clauses of this Memorandum contain conditions in compliance with the requirements of section 1180(1)(b) of the Companies Act 2014 on which a license is granted by the Minister for Enterprise, Trade and Employment or other relevant Minister to the Chamber in pursuance of Section 1180(1)(a) of Companies Act, 2014.

1.7 The liability of the Members is limited.

1.7.1.1 Each Member of the Chamber undertakes to contribute to the assets of the Chamber in the event of its being wound up while he/she/they is a member, or within one year afterwards, for payment of the debts and liabilities of the Chamber contracted before he ceased to be a member, and of the costs, charges and expenses of winding-up, and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €5.

1.7.1.2 If upon the winding up or dissolution of the Chamber there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Chamber, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Chamber, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Chamber under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Chamber at or before the time of the dissolution, or in default thereof by such Judge of the High Court of Justice as may have jurisdiction in the matter, and if and as far as effect cannot be given to the aforesaid provision, then to some charitable object.

1.8 True and fair accounts shall be kept of the sums of money received and expended by the Chamber and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Chamber, and such accounts shall be open to the inspection of the members at all reasonable times. Once at least in every year the accounts of the Chamber shall be audited by one or more properly qualified auditor or auditors.

2. ARTICLES OF ASSOCIATION

2.1 INTERPRETATION

In these Articles of Association, the words and expressions below shall have the following meanings: -

Unless the contexts otherwise demands, words importing any gender shall be interpreted to mean any or all genders.

"the Articles" means these Articles of Association, with such modification thereof or additions thereto, as may from time to time be in force.

"the Auditors" means such firm of external auditors appointed by the Board from time to time.

"the Board" means the Board of Directors of the Chamber constituted as hereinafter provided which will consist of the President, the Vice-President, the Honorary Treasurer, the Honorary Secretary and the past President in the year following his/her term of office as President and any other persons appointed to "the Board".

" Chair" means the party presiding over meetings as herein provided at Article 43

"the Chamber" means the above-named (The Dun Laoghaire-Rathdown Chamber of Commerce).

"Member" shall mean a paid up natural person, corporate or unincorporated body, state body or other organisation of the Chamber.

"Governance, Nominations and Remuneration Committee" means a committee of appointed board members who oversee board effectiveness and governance. The duties of the Governance and Nominations Committee include board succession and planning, including the sourcing of potential suitable candidates for election or co-option onto the Board. The Governance, Nominations and Remuneration Committee shall meet as requested by the Chair of the committee.

"Policy, Advocacy and Communications Committee" means a committee of appointed board members who oversee board Policy, Advocacy and Communications. The duties of the Policy, Advocacy and Communications Committee drafting policy, representing the Board at public forums and all official communications. The Policy, Advocacy and Communications Committee are responsible for making recommendations to the Board for approval on all Policy, Advocacy and Communications matters. The Policy, Advocacy and Communications Committee shall meet as requested by the Chair of the committee.

"Events Committee" means a committee of appointed Board members who oversee all Chamber events. The duties of the Events Committee include planning, communicating and managing all events on behalf of the Chamber and making recommendations to the Board for approval. The Events Committee shall meet as requested by the Chair of the committee.

"Finance and Risk Committee" means a committee of appointed board members who oversee board financial effectiveness and risk. The duties of the Finance and Risk Committee include financial controls, regulations and statutory compliance and making recommendations to the Board for approval. The Finance and Risk Committee shall meet as requested by the Chair of the committee.

"Seal" shall mean the Common Seal of the Chamber.

These Articles shall be construed with reference to the provisions of the Companies Act 2014 and terms used in these Articles shall have the same respective meanings as they have when used in that Act.

The headings of these Articles are for convenience of reference and shall not form part of or affect interpretation of the Articles. Unless the context clearly indicates otherwise, each pronoun herein shall be deemed to include the masculine, feminine, non-binary, singular and plural forms thereof.

3. MEMBERSHIP

3.1 The Board shall register, from time to time as they think fit, the maximum number of members of the Chamber.

3.2 The Chamber shall consist of persons (which description shall include a natural person, corporate or unincorporated body, state body or other organisation of any nature) involved in **commercial, economic and societal activity**, who, in the opinion of the Board, are eligible to become members as representing **commercial, economical, societal and industrial interests** of the Dun Laoghaire-Rathdown region.

3.3 Candidates, corporates and unincorporated for admission as members must be proposed and recommended by not less than two members of the Chamber or may be nominated by the Board. The proposal or nomination may be on such Form or Forms, if any, (whether in hard or soft format) as shall be prescribed by the Board.

At the Meeting of the Board at which the name of the candidate is submitted for election, if three-quarters of the officers of the Board present and voting shall vote in the candidate's favour, he/she, corporate or unincorporated, shall be declared a member of the Chamber.

3.4 Every member so elected shall, before his name is entered in the Register of Members of the Chamber, pay their annual subscription for the 12 months immediately following his election as member, provided that nothing in this paragraph shall prevent a member from paying his subscription annually or by regular payments by way of standing order.

4. REGISTER

4.1 The name and place or other address of every member shall be entered and maintained in the Register of Members.

4.2 For the purpose of determining the members of the Chamber entitled to receive notices and to vote at any general meeting of the Chamber, the said register shall be conclusive.

5. SUBSCRIPTIONS

5.1 Save in relation to members first elected to the Chamber after the adoption of this amended Constitution, the annual subscription is payable on the 1st day of January in each year. For members first elected to membership after the adoption of this Constitution, the annual subscription shall become due on each anniversary of their election to membership. The amount or amounts of the annual subscriptions (which may vary according to categories of members) shall be fixed from time to time by Ordinary Resolution of the Chamber in General Meeting, provided that the Board shall be entitled to increase such subscriptions by an aggregate amount across all categories of membership taken collectively not exceeding 10 per cent thereof in any one year. A subscription shall be deemed to be in arrears if unpaid three months after it shall have become due.

6. MEMBERS' VOTES

6.1 Each member, whose subscription is not in arrears, shall be entitled at General Meetings:

- (i) to a maximum number of one vote per member whether a natural person, corporate or unincorporated will apply,
- (ii) to be represented at all Annual and other General Meetings of the Chamber by a nominee to be appointed by the member in accordance with the procedure for the appointment of a nominee which shall be determined by the Board from time to time. The said nominee shall be entitled to cast one vote to which the member is entitled.

6.2 Every member whose subscription is not in arrears shall be entitled:-

- (i) To receive all notices issued to members; and
- (ii) To be elected or co-opted to any of the Offices of the Chamber.

7. TERMINATION OF MEMBERSHIP

7.1 Any member choosing not to renew their membership may do so by communicating his resignation in writing to the Chamber.

7.2 If the subscription of any member is found to be three months in arrears, the Chamber, on giving the member concerned one month's notice, shall have the power to strike the name of the member off the Register six months after it has become due. If the subscription shall then remain unpaid he/she, corporate or unincorporated shall thereupon cease to be a member of the Chamber but shall remain liable for any arrears of subscriptions which shall be due at the date of his/her, corporate or unincorporated terminating their membership.

7.3 Any person or corporate or unincorporated whose name shall have been struck off under the foregoing Article may, on payment of the arrears, be re-admitted as a member of the Chamber.

8. EXPULSION OF MEMBERS

8.1 If it appears to the Board, or shall be presented to the Board by a written statement signed by three or more members of the Chamber, that there is reason to believe that any member has been guilty of conduct which in the absence of satisfactory explanation would render them unfit to remain a member, the Board shall send to the member a statement in writing of the alleged conduct to them, and shall afford him/her an opportunity of giving an explanation in writing or in person as he/she may elect.

8.2 If, on consideration of such explanation, or in the absence of any explanation, the Board shall be of opinion that such member ought to be cautioned, suspended, or expelled from the Chamber, they shall pass a resolution accordingly.

8.2 At least fifty percent of the officers of the Board must be present at the meeting at which the resolution on the alleged conduct shall be resolved

Notice of the passing of the resolution (the "Relevant Notice") shall be served on the relevant member within 5 days of the passing of the resolution. The relevant member shall have a right to appeal the decision by notice in writing to the Honorary Secretary within 15 days of services of the Relevant Notice.

Any such appeal shall be heard by a committee (the "Appeal Committee") comprising any two past Presidents of the Chamber and the Auditor of the Chamber. The Appeal Committee shall be appointed by the Board and shall endeavour to meet within 21 days or as soon as possible thereafter of such appointment to consider the matter under appeal. The decision of the Appeal Committee shall be final and binding on all parties and such decision shall be communicated in writing to the Board and the relevant member.

9. HONORARY MEMBERSHIP

9.1 The Board shall have power on a 70% majority to elect as Honorary members persons proposed by the President, following a recommendation of the Governance, Remuneration & Nominations Committee, who are eminent in any field of activity which shall be deemed to be of assistance in promoting the objects of the Chamber without the ordinary formalities of election and without payment and such Honorary membership shall continue for such period as the Board may determine. Honorary members shall be entitled to attend all General Meetings of the Chamber but may not vote.

10. OFFICERS OF THE CHAMBER BOARD

THE PRESIDENT

- 10.1 The President shall be elected annually at the Annual General Meeting of the Chamber by a majority of the members of the Chamber present and voting.
- 10.2 The term of any person so elected as President shall not exceed two years (the "Maximum Term") provided that the Board shall have the discretion, acting in the best interests of the Chamber, to extend the Maximum Term for a further period of 1 year but in any event that the Maximum Term shall not run beyond 3 years.
- 10.3 The President shall not be eligible for re-election to the office for at least three years after expiry of the Maximum Term.
- 10.4. Nominations for the office of President must be made in writing signed by at least 25% of the officers of the Board or by at least twenty members of the Chamber. Such nominations shall be delivered to the Honorary Secretary not less than ten days prior to the date of the Annual General Meeting. The election shall take place by ballot of the members present if there shall be more than one nomination.
- 10.5. The President in the year immediately following his Term shall remain on the Board, however, following that year he shall resign and shall not again be eligible for re-election to the Board until the period of 3 years has elapsed.

11. THE VICE-PRESIDENT

- 11.1. An appointment of a Vice-President shall be made by the Board from amongst its members at the first meeting immediately following the Annual General Meeting and not later than the commencement of the second year of office of the President, on the nomination of the President following (a) consultation by the President with the three most recent past presidents ready and willing to act and (b) a recommendation by the Governance, Nominations and Remuneration Committee.
- 11.2. The Vice-President shall hold office for a period not exceeding two years following which he shall not thereafter be eligible for re-election to the Board (save as President immediately following the termination of his/her term as Vice-President) until a period of three years shall have elapsed.

12. HONORARY SECRETARY

- 12.1. The Honorary Secretary shall be elected at the Annual General Meeting of the Chamber by a majority of the members of the Chamber present and voting to hold such office for a period of four years provided however that, at any time during the said four year term of the Honorary Secretary, the Board may, with or without cause, by way of ordinary resolution of the Board, terminate the term of the Honorary Secretary. The Honorary Secretary shall be elected, as and when required, by nomination and postal or electronic vote if necessary, as in the same manner as that provided for officers of the Board of the Chamber.

- 12.2. A person who has served as Honorary Secretary for a period of four (4) years shall not thereafter be eligible for re-election to the Board other than as Vice President or President until a period of three years shall have elapsed.
- 12.3. The Honorary Secretary shall not spend more than six (6) years on the Board taking the years as Honorary Secretary and ordinary board member combined and shall not thereafter be eligible for re-election to the Board other than as Vice President or President until a period of three years shall have elapsed.
- 12.4 The Honorary secretary shall report to the Board on matters relating to the Chamber statutory duties; duty of disclosure; duty to exercise due care, skill and diligence, and administrative duties.

13. HONORARY TREASURER

- 13.1 The Honorary Treasurer shall be elected at the Annual General Meeting of the Chamber by a majority of the members of the Chamber present and voting to hold such office for a period of four years provided however that, at any time during the said four-year term of the Honorary Treasurer, the Board may, with or without cause, by way of ordinary resolution of the Board, terminate the term of the Honorary Treasurer. The Honorary Treasurer shall be elected, as and when required, by nomination and postal or electronic vote if necessary, as in the same manner as that provided for officers of the Board of the Chamber.
- 13.2. A person who has served as Honorary Treasurer for a period of four (4) years shall not thereafter be eligible for re-election to the Board other than as Vice President or President until a period of three years shall have elapsed.
- 13.3. The Honorary Treasurer shall not spend more than six (6) years on the Board taking the years as Honorary Treasurer and ordinary board member combined and shall not thereafter be eligible for re-election to the Board other than as Vice President or President until a period of three years shall have elapsed.

14. BOARD

- 14.1 Subject to the provisions of any Statute and of this Constitution, the general control and direction of the policy and affairs of the Chamber shall be vested in the Board. The composition of the Board should be balanced and reflect, as far as possible, the Chamber membership having regard to company size, diversity, and skillset. In its communications with members on the issue of the composition of the Board and the election to the Board, the Chamber shall clearly promote the objectives as to the composition of the Board as identified in this Article.

14.2 All members of the Board are deemed to be Directors of the Chamber with fiduciary responsibilities of a director in compliance with Part 5 of the Companies Act 2014. There is a requirement on each and every director of the Chamber to act in good faith, to act honestly and responsibly and to act according to the company's constitution. There is a requirement for the directors to have regard to the interests of the company's employees as well as to the interest of the members of the Chamber Under section 231 of the Act, there is a duty on directors to disclose any interest they have in contracts made by the company.

14.3 The Board shall consist of not more than 12 members as follows:-

- The President,
- The immediate past President,
- The Vice-President (if appointed),
- The Honorary Secretary,
- The Honorary Treasurer,
- elected members if a Vice-President has been appointed and otherwise 8 elected,
- members in addition to members co-opted 'under Articles 24 and 25,
- Not more than 7 co-opted members as provided for under Article 24 and not being,
- members co-opted under Articles 25.

14.4 The election of officers to officers of the Board shall take place annually in the manner set out hereunder and the result of the election shall be declared at the Annual General Meeting.

At least six weeks before the date of the Annual General Meeting, nomination papers shall be issued to all valid members of the Chamber, except Honorary members, indicating that the number of vacancies on the Board, as are due to retirement by rotation of officers of the Board or any other cause. The names of all the continuing members who wish to go forward and are eligible, shall be set out in the Nomination Paper. Members shall be invited to nominate such number of persons as shall not exceed the number of vacancies for election to the Board. To be eligible for election, a candidate must be a valid member of the Chamber and nominated by a Nomination Paper signed by two valid members of the Chamber, and by the nominated candidate by way of assent to nomination.

14.4.1 The Nomination Papers must be lodged with, or emailed to, the Honorary Secretary at the Registered Office of the Chamber (or at the general email address of the Chamber) no more than fourteen days after the date of issue of the Nomination Papers.

14.4.2 Each member of the Chamber shall thereafter be advised by the Chamber, whether by post or by electronic means as to the existence of a secure link to an e-voting platform and to the number of votes to which each member is entitled as is outlined in 9 (i) and to the deadline for the casting of such votes by members. Votes shall be cast by the members of the Chamber in accordance with the instructions accompanying the e-voting platform. Members shall be allowed to vote in accordance with said instructions which may include e-voting or postal vote.

14.4.3 The Scrutineers of the Chamber shall supply a certified written statement of the result of the election to the Secretary.

14.4.4 An election will be held only if more than the number of vacancies are validly nominated for the Board.

If not more candidates are validly nominated for the Board than the number of vacancies the Chair at the Annual General Meeting shall declare all the validly nominated candidates duly elected as officers of the Board. If fewer candidates are nominated for the Board than there are vacancies, the Board may fill the remaining places at the next Board Meeting following the Annual General Meeting by co-option of a member or members of the Chamber who would have been eligible for election to the Board. Any such co-opted member shall hold office until the next Annual General Meeting but one of the Chamber and shall thereafter be eligible for election to the board.

- 14.4.5 In case of an equality of votes for two or more persons, when an election is held, the election as between the persons having such equality of votes shall be decided by the Scrutineers by lot
- 14.4.6 The Board may provide that Nomination and Voting Papers be issued and Votes cast by post, by electronic communication or other electronic means.
- 14.4.7 The decision of the Scrutineers regarding all questions arising out of the Election shall be final.
- 14.5 The Elected officers of the Board shall hold office for an initial period of up to four years and may be eligible for re-election and to continue as members of the Board subject to adherence of 'Election of Officers' as defined in 14.4 of the constitution, except for the President who can hold the office provided that (a) in relation to any person who has served as President the period shall be 4 years plus the term served as President (b) in relation to any person who has served as Vice President the period shall be 4 years plus the term served as Vice President c) in relation to the Honorary Secretary the provisions of Article 18 shall apply and (d) in relation to Honorary Treasurer the provisions of Article 19 shall apply.
- 14.6 The Board, at a meeting at which a member retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default of the Company doing so, the retiring member shall, if offering themselves for re-election, be deemed to have been re-elected, unless (a) at such meeting it is expressly resolved not to fill such vacated office; or (b) a resolution for the re-election of such member has been put to the meeting and lost.
- 14.7 The Board shall have power to co-opt not more than seven members (subject to said members being existing members of the Chamber whose nomination papers have been signed by two existing members of the Chamber and by the nominated member by way of assent to nomination) , following a recommendation of the Governance, Remuneration & Nominations Committee, to its number, but this power shall not be deemed to be mandatory and need not be exercised by the Board unless thought fit. Any member so co-opted must be eligible for election to the Board. Any such co-opted member shall only hold office until the next but one Annual General Meeting and shall thereafter be eligible for election to the Board. In the event that any such co-opted member is elected, the period of office as provided for in Article 23 shall commence on the date of the Annual General Meeting at which such co-opted member is elected to the Board. In identifying suitable persons for co-option, the Chamber shall have regard to principles of diversity and to the objectives identified in Article 20.
- 14.8 Casual vacancies on the Board may be filled by co-option of a member or members of the Chamber eligible for election to the Board following a recommendation of the Governance, Remuneration & Nominations Committee, Any such co-opted member shall hold office until the next but one Annual General Meeting of the Chamber and shall thereafter be eligible for election to the Board. In identifying suitable persons for co-option, the Chamber shall have regard to principles of diversity and to the objectives identified in Article 20.
- 14.7.1 Meetings of the Board shall be held at such place or premises as the Board shall from time to time declare. The directors calling such meeting, may determine that the meeting may be held, subject to compliance with the Companies Act 2014, entirely by electronic means, telephone or other communication facility that permits all participants to communicate adequately with each other during the meeting.

14.7.2 Extraordinary meetings of the Board shall be convened by the Honorary Secretary at any time on the direction of the President, or of any seven officers of the Board.

14.8 The Board may make, vary and rescind resolutions for:

- (i) Board meetings and proceedings;
- (ii) the appointment and regulation of Committees; and
- (iii) generally for the management and administration of the Chamber, subject to the Articles of Association for the time being in force.

14.9 Seven officers of the Board shall form a quorum at all meetings of the Board. The continuing directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number herein fixed for or pursuant to the Articles of Association as the necessary quorum of directors, the continuing directors or director may act for the purposes of increasing the number of directors to that number or of summoning a General Meeting of the Chamber but for no other purpose.

15. CHIEF EXECUTIVE OFFICER

The Chief Executive Officer will attend Board and Committee meetings and shall sit on the Board in an ex-officio capacity, not being an Officer of the Board or holding voting rights.

16. DISQUALIFICATION / REMOVAL OF DIRECTORS

The office of a Director shall be vacated if the Director:-

- i. is adjudged bankrupt in the State or in any part of the World or makes any arrangement or composition with his creditors generally;
- ii. becomes the subject of a Restriction Order made under Section 819 of the Act,
- iii. becomes the subject of a Disqualification Order made under Part 4, Chapter 14 of the Act;
- iv. in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director;
- v. resigns such office by notice in writing to the Company;
- vi. is convicted of an indictable offence (other than an offence under the Road Traffic Acts for which he is not sentenced to imprisonment and actually imprisoned) unless the Directors otherwise determine; or
- vii. is removed from office by a resolution duly passed pursuant to Section 146 of the Act

17. MEETINGS

ANNUAL GENERAL MEETINGS

- 17.1 Year End- The year shall be deemed to end on the 31st December in each year and the Annual General Meeting shall be held on such date and at such time as the Board shall determine provided not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.
- 17.2 Notice of the Annual General Meeting shall be sent to every member at least twenty- one days previous to the holding thereof which notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business the general nature of that business and shall be given, in a manner hereinafter mentioned, to such persons as are under the Articles of Association entitled to receive such notices from the Chamber. The accidental omission to give notice of a meeting to or the non- receipted notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 17.3 A copy of the Annual Report of the Board and a copy of the Audited Financial Statements shall be made available to each member, either electronically or in hardcopy, at least twenty-one days prior to the Annual General Meeting.
- 17.4 The Business of the Annual General Meeting shall be to consider any business proper to the Annual General Meeting and thereafter carried out in accordance with Section 186 of the Companies Act 2014.
- 17.5 Discussion may also be allowed at any Annual or Extraordinary General Meeting of any subject which is properly before the Meeting subject to the power of the Chair to rule out of order any discussion which is not in his opinion properly before the meeting.
- 17.6 No formal resolution shall be adopted, or any public action be taken in the name of the Chamber on any subject unless it shall have been included in the formal agenda, duly issued by the authority of the Board.

18. EXTRAORDINARY GENERAL MEETINGS

18.1 All General meetings of the Chamber other than Annual General Meetings shall be termed Extraordinary General Meetings. The Board may convene an Extraordinary General Meeting at any time for any purpose they deem necessary and shall do so upon a requisition signed by not less than twenty members of the Chamber requiring the Board to call such Meeting and specifying the purpose for which the Meeting is to be called.

18.2 Subject to Section 191 of the Companies Act 2014 Extraordinary General Meetings may be convened by the Board on 14 days' notice to members, and upon not less than fourteen days' notice upon requisition served on the Board under Article 33 foregoing. The name of the requisitionist shall be shown in the notice given under this Article, together with the particulars set out in the requisition.

18.3 Subject to Articles 33 and 34, no business shall be transacted at an Extraordinary General Meeting other than the business of which notice has been given.

19. PROVISIONS COMMON TO ALL GENERAL MEETINGS

19.1 All General Meetings shall be held at such place or places as the Board shall from time to time appoint.

19.2 No one but members and Officers of the Chamber and persons specially invited by the Board to attend shall be present at any General Meeting of the Chamber.

19.3 No member whose subscription is in arrears shall be entitled to be present and speak and vote at any General Meeting.

19.4 The quorum for a General Meeting shall be twenty members personally or virtually present subject to compliance with the Companies Act 2014, permitting all participants to communicate adequately with each other during the meeting.

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

19.6 Every General Meeting at which a quorum is present shall have power to adjourn its proceedings to a future date, but no business shall be transacted at the adjourned Meeting other than the business left unfinished at the meeting at which the adjournment took place. If a meeting be adjourned under this Article for more than seven days, notice of the adjourned meeting shall be sent to each member of the Chamber.

20. LEAVE OF ABSENCE

20.1 In relation to any person holding office of the Chamber, the Board shall have the discretion, to grant to such person, on foot of a written application setting out the reason(s) for such an application (which may by way of example include but is not in any way limited to maternity or paternity leave, illness, wellness or secondment elsewhere in Ireland or abroad), a leave of absence from such office ("Leave of Absence") and the period of any Leave Of Absence shall not be counted as time spent in such office for the purposes of any Article under this Constitution. A person may seek more than one Leave of Absence.

20.2 In relation to a member of the Board, the Board shall have the discretion, to grant to such person, on foot of a written application setting out the reason(s) for such an application (which may by way of example include but is not in any way limited to maternity or paternity leave, illness, wellness or secondment elsewhere in Ireland or abroad), a leave of absence from such position as director ("Leave of Absence") and the period of any Leave of Absence shall not be counted as time spent in such office or as a Board Member for the purposes of any Article under this Constitution. A person may seek more than one Leave of Absence.

20.3 In the event that a Leave of Absence is granted to a Board member, the following consequential provisions shall apply:-

- i) The Board shall, on written application of such person, extend the term of such Board member to remain on the Board for a period equal to the Leave of Absence and if more than one, the aggregate period of the same ("Extension Period"). Such person shall be obliged to resign from the Board on the expiry of the Extension Period.
- ii) Any person whose term on the Board is extended under this Article shall not be counted as one of the twelve (12) Board members permitted under Article 23 and, for the duration of any Extension Period, the number of members permitted on the Board may be increased by the number of persons entitled to remain on the Board under and in accordance with sub-clause (i) of this Article 42.3.

21. OTHER PROVISIONS COMMON TO ALL MEETINGS

21.1 The President of the Chamber, if present, shall preside at all Meetings of the Board and of the Chamber, and failing him/her the Vice-President. In the absence of the President and the Vice-President, a Chair shall be appointed by the Meeting from amongst the Officers of the Board.

21.2 All questions arising at any Meeting of the Chamber and Board (except the expulsion of a member of the Chamber) shall be decided by a simple majority of votes, and in the case of an equality of votes, the Chair shall have the casting vote in addition to his previous vote.

21.3 The place and time of all Meetings of the Board shall be fixed from time to time by the Board.

22. SPECIAL COMMITTEES

22.1 Committees, may be appointed by the Board in connection with any of the matters in which the Chamber is interested. Payments, if any, to members appointed to any such Committee shall be restricted in like manner as payment to officers of the Board is restricted by Clause 4 of the Memorandum.

22.2 Unless and until acts, orders or resolutions of a Committee are ratified by the Board they shall not be deemed to bind the Chamber.

22.3 It shall be permissible for the Board to invite the co-operation of persons not members of the Chamber, but who are competent in relation to the matters upon which cooperation is sought, and to place such persons on any Committee which may be appointed.

23. FINANCES

23.1 The financial year of the Chamber shall be deemed to commence on January 1st and to end on December 31st of each year.

23.2 The finances of the Chamber shall be subject to the control and direction of the Board, and they shall cause to be kept full and proper Accounts of the receipts and expenditure of the Chamber and the matters in respect of which the receipt and expenditure takes place, of all sales and purchases of goods and services by the Chamber and the assets and liabilities of the Chamber and shall prepare and submit to the Annual General Meeting a Report and Statement of Accounts and Balance Sheet of the Chamber for their year of office and cause the same to be audited by a public Auditor or Auditors not being officers of the Board. All monies, except investments, and excepting a reasonable working sum for petty cash expenses, shall be kept at the Chamber's Bank(s), in the name of the Chamber, and payments made from accounts held at the Chamber's Bank(s) shall be made by cheque or electronic payment drawn on such Banks, signed by any two of the following:-

The President, Vice-President, Honorary Secretary, Honorary Treasurer, Chief Executive for the time being.

23.3 All investments of the Chamber shall be made in the name of the Chamber.

24. MINUTES

The Board shall cause Minutes to be duly entered in a book or books provided for the purpose:-

- i. of all appointments of officers;
- ii. of the names of members present at each Meeting of the Board;
- iii. of orders made by the Board;
- iv. of all Resolutions and proceedings of General Meetings, Meetings of the Board. and any such Minutes of any Meeting of the Board, if purporting to be signed by the Chair of such Meeting or by the Chair of the next succeeding Meeting shall be receivable as prima facie evidence of the matters stated in such Minutes.

V. The Minutes of the Annual General Meeting or of any Special Meeting shall be approved and signed by the Chair of the next succeeding Annual General Meeting.

25. SEAL

The Common Seal of the Chamber shall be kept at the Registered Office of the Chamber, and shall never be affixed to any document except in pursuance of a resolution of the Board or a Committee of the Board duly authorised by the Board and shall be so affixed in the presence of at least two officers of the Board or one member of the Board and the Honorary Secretary, or such other person as the Board appoint for the purpose, and such officers of the Board and the Honorary Secretary or other person aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

26. AUDITORS

Auditors shall be appointed, and their duties regulated in accordance with the Companies Act 2014 or any statutory modification thereof for the time being in force.

27. POWER TO ALTER ARTICLES OR TO MAKE NEW ARTICLES

No motion to vary, alter or revoke Articles or make any new Article, shall be considered or entertained by a General Meeting, except the same shall be proposed by the Board, unless notice in writing, signed by at least ten members of the Chamber, containing the proposed Motion for varying, altering, revoking, or making any Article shall have been given to the Honorary Secretary thirty days at least previous to the holding of such General Meeting.

28. WINDING UP

The provisions of Clause 8 and 9 of the Memorandum of the Chamber relating to the winding-up or dissolution of the Chamber shall have effect and be observed as if the same were repeated in full in these Articles.

29. CORPORATE GOVERNANCE

2.91 A Director who is in any way, whether directly or indirectly, interested in a contract, proposed contract or any other matter which is material and which conflicts or may conflict with the interest of the Chamber, shall declare the nature of his interest at a Meeting of the Board.

29.2 A Director shall not vote in respect of any contract, proposed contract, or other matter in which he is so interested, and if he shall so vote, his vote shall not be counted, nor shall he be counted in the quorum present at the Meeting and these prohibitions may at any time be suspended or relaxed to any extent in respect of any particular contract, arrangement or transaction by all the other Directors present, if they so agree.

29.3 The Board shall have power to appoint, suspend and dismiss, and determine the work of all staff that shall be deemed necessary to conduct the business of the Chamber; and fix and pay annual and other salaries or other remuneration for their services.

30. NOTICES

- 30.1 A notice or other document may be served by the Chamber upon any member, either personally, by sending it through the post in a pre-paid envelope or wrap addressed to such member at his address as appearing in the Register of members or by an electronic communication.
- 30.2 As regards those members who have no registered address in Ireland, a notice posted up in the registered office of the Chamber shall be deemed to be well served on them at the expiration of 24 hours after it is so posted up.
- 30.3 Any notice or other document if served by post shall be deemed to have to been served on the next working date after the envelope or wrapper containing the same was posted and in proving such service, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, stamped and put into the post or accepted by the post office for delivery. A certificate in writing signed by the Secretary or any other clerk official, officer or employee of the Chamber that the envelope or wrapper containing the notice was so addressed, stamped and put in the post or received by the post office shall be conclusive evidence of that fact.
- 30.4 Any notice or other document if served by an electronic communication or by electronic means shall be deemed to have been served at the time it is sent and in proving such service, a certificate in writing signed by the Secretary or any other clerk, official, officer or employee of the Chamber that the notice or other document was so sent shall be conclusive evidence of that fact.
- 30.5 Any notice or other document if served by being made available in an electronic communication or otherwise using electronic means shall be deemed to have been served when the notice of the fact that it has been made available is served.
- 30.6 A member present, either in person or by proxy, at any meeting of the Chamber shall be deemed to have received notice of the meeting and where relevant the purposes for which it is called.

Board of Directors as at 23rd March 2023

The several persons whose names and addresses are outlined below are the original Board of Directors on the 23rd day of March 2023.

- a) Dermot Ferris, President,*
 - b) Deirdre Kane, Vice President,*
 - c) Brian Kirwan*
 - d) Brendan O Donoghue*
 - e) Aileen Eglington*
 - f) Josephine Browne*
 - g) Orla Hogan*
 - h) Liam Madden*
 - i) John O' Toole*
 - j) Emma Hickey*
 - k) Steven Stocks*
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