

COMPANIES ACT 2014
CONSTITUTION
OF
THE INSTITUTE OF CONSERVATOR-RESTORERS IN IRELAND
MEMORANDUM OF ASSOCIATION
(as amended by special resolution passed on 26 June 2016)

- 1 The name of the company is The Institute of Conservator-Restorers in Ireland (hereinafter called the "**Institute**").
- 1A The Institute is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
- 2 The main object for which the Institute is established is:
- To promote for the benefit of Ireland the preservation and conservation of historic and artistic works therein and provide an organisation to co-ordinate and advance the knowledge and standards of conservation practice needed to protect, preserve and maintain the condition and integrity of objects or structures which may because of their history, significance, rarity or workmanship have a commonly accepted value and importance, (hereinafter referred to as "**historic and artistic works**"). The term conservation entails the examination, assessment and treatment necessary to preserve an artefact. It may on occasion, include restoration.
- 3 The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only:
- (a) To educate by promoting the advancement and knowledge of conservation in all its branches.
 - (b) To promote the conservation of historic and artistic works in Ireland and Europe in accordance with the Professional Guidelines adopted by the general assembly of the European Confederation of Conservator-Restorers' Organisations on 1 March 2002.
 - (c) To raise the level of awareness, by educating the public in all matters relating to the conservation of historic and artistic works.
 - (d) To educate by organising courses in all subjects related to the conservation of historic and artistic works, to encourage study and research, to promote proficiency and skill in the practice of conservation of historic and artistic works and to disseminate technical and professional information related thereto.
- 3A In furtherance of its main object the Institute shall have the following powers:
- (a) To promote, organise, assist, participate in, contribute to conferences, seminars, lectures, courses and meetings tending directly to further the educational objects of the Institute.
 - (b) To print and publish, and to sell, lend and distribute any communications made to the Institute, or any other papers, treatises or communications relating to conservation and any reports of the proceedings and accounts of the Institute, and for this purpose to cause translations to be made of any such papers, treatises, or communications as shall be in a foreign language, and to illustrate any of the publications.

- (c) To seek active representation on bodies, statutory, elected or otherwise constituted which are charged with advising government directly or indirectly on matters relating to cultural heritage.
- (d) To advocate a conservation policy for Ireland to the relevant governmental bodies and general public.
- (e) To establish, maintain and promote internationally accepted standards of practice, professional relationships and a code of ethics for conservator-restorers and to oppose any influences which would tend to lower such standards and ethics.
- (f) To promote the provision of adequately staffed, equipped and funded conservation-restoration facilities in Ireland.
- (g) To represent the profession of conservation in Ireland and for this purpose to pursue its objects in any part of the world alone or in conjunction with others and/or either by or through its members or agents.
- (h) To keep a membership/appointments register.
- (i) To purchase, print, publish, sell, circulate and distribute books, magazines, publications, literature, audio and visual media material and to organise and otherwise participate in exhibitions dealing with the conservation of historic and artistic works.
- (j) To maintain a library of books, works or manuscripts on conservation or the applications thereof, or other subjects allied thereto for educational purposes.
- (k) To borrow or raise or secure the payment of money for the purposes of the Institute.
- (l) To collect, receive and hold funds and property of any description, real, personal or mixed, acquired by voluntary contributions, subscriptions, gifts, legacies, donations, endowments, grants or otherwise and to apply such funds as the Institute deems appropriate in pursuance of and to realise its objects and in particular but without prejudice to the generality of the foregoing to apply such funds to lectures, seminars, courses, studentships, scholarships, research or other activities of the Institute.
- (m) To affiliate the Institute with other bodies in Ireland and abroad concerned with different aspects of conservation of cultural material.
- (n) To apply for and obtain any legislative, municipal or other acts or authorisations for enabling the Institute to carry out any of its objects and which may seem expedient and to oppose any proceedings, or applications which may seem calculated directly or indirectly to prejudice the Institute's interest.
- (o) To enter into any arrangements with any government or authority local or otherwise that may seem conducive to the Institute's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges and concessions, and to carry out exercise and comply with such arrangements, charters, decrees, rights, privileges and concessions.
- (p) To do all or any of the above in any part of the world as an institute, or association, agent or through its members or otherwise and either alone or in conjunction with other persons.
- (q) To do all such other lawful things as are incidental or conducive to the attainment of the main object.

PROVIDED THAT the Institute shall not support with its funds any object nor endeavour to impose on, or procure to be observed by its members or others any regulation or restriction which, if an object of the Institute, would make it a trade union.

- 4 The income and property of the Institute shall be applied solely towards the promotion of main object(s) as set forth in this constitution. No portion of the Institute's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Institute. No charity trustee shall be appointed to any office of the Institute paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Institute. However, nothing shall prevent any payment in good faith by the Institute of:
- (a) reasonable and proper remuneration to any member or servant of the Institute (not being a charity trustee) for any services rendered to the Institute;
 - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by charity trustees or other members of the Institute to the Institute;
 - (c) reasonable and proper rent for premises demised and let by any member of the Institute (including any charity trustee) to the Institute;
 - (d) reasonable and proper out-of-pocket expenses incurred by any charity trustee in connection with their attendance to any matter affecting the Institute;
 - (e) fees, remuneration or other benefit in money or money's worth to any company of which a charity trustee may be a member holding not more than one hundredth part of the issued capital of such company;

Nothing shall prevent any payment by the Institute to a person pursuant to an agreement entered into in compliance with Section 89 of the Charities Act 2009 (as for the time being amended, extended or replaced).

- 5 The Institute must ensure that the Charities Regulator has a copy of its most recent constitution. If it is proposed to make an amendment to the constitution of the Institute which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
- 6 No amendments of any kind shall be made to the provisions of clauses 4 and 9 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of clauses 4 and 9 of the memorandum of association, such that there would be non-compliance with the requirements of Section 1180 and of the Companies Act 2014.
- 7 The liability of the members is limited.
- 8 Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of its being wound up while he is a member or within one year after he/she ceases being a member, for payment of the debts and liabilities of the Institute contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.27.
- 9 If upon the winding up or dissolution of the Institute there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Institute. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Institute. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Institute under or by virtue of the clause 4 of this memorandum of association. Members of the Institute shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of

the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

- 10 Annual accounts shall be kept and made available to the Revenue Commissioners on request.

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

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Anthony G. Cains,
 17, Rathgar Avenue,
 Dublin 6.
 Occupation: Book and Manuscript Conservator

*Albans 17 Rathgar Avenue
 Rathgar Dublin 6
 book and manuscript
 Conservator*

John Kelly,
 39, Newton Park,
 Belfast BT8 4LL,
 Northern Ireland.
 Occupation: Stone Conservator

*J Kelly 39 Newton Park
 Belfast 8
 Stone Conservator*

Mary McGrath,
 12, St. Stephens,
 Leeson Lane,
 Dublin 2.
 Occupation: Paintings Conservator

*Mary McGrath
 12 St Stephens Leeson Lane
 Conservator*

Maighread McParland,
 20, Wellpark Avenue,
 Dublin 9.
 Occupation: Conservation Chemist

*Maighread McParland
 20 Wellpark Ave,
 Dublin 9
 Conservation Chemist*

Aighleann O'Shaughnessy,
 30 Larchfield Road,
 Dublin 14.
 Occupation: Conservation Architect

*A O'Shaughnessy
 30 Larchfield Rd, Dublin 14
 Conservation Architect*

Grellan D. Rourke,
 St. Mary's,
 Rostrevor Road,
 Dublin 6.
 Occupation: Conservation Architect

*Grellan D. Rourke, St. Mary's
 Rostrevor Rd,
 Dublin 6.
 Conservation Architect*

Julie-Anne Tolerton,
 1, Salisbury Court,
 Dublin Road,
 Belfast BT7 1DD,
 Northern Ireland.
 Occupation: Conservator

*Julie-Anne Tolerton
 1 Salisbury Court
 Dublin Road
 Belfast BT7 1DD
 Conservator*

 Dated the 18th day of May 1991

Witness to the above Signatures: J.K. Anderson

COMPANIES ACT 2014
CONSTITUTION
OF
THE INSTITUTE OF CONSERVATOR-RESTORERS IN IRELAND
ARTICLES OF ASSOCIATION
(as adopted by special resolution passed on 26 June 2016)

The following Regulations shall apply to the Institute.

INTERPRETATION

1 In these Articles:

"**Act**" means the Companies Act 2014;

"**Articles**" means these articles of association;

"**Board**" means the board of directors of the Institute;

"**Bye-Laws**" means the bye-laws of the Institute for the time being in force pursuant to article 8 of these Articles;

"**Directors**" means the directors for the time being of the Institute and includes any person occupying the position of director, by whatever name called;

"**Institute**" means the above named company;

"**member**" means a member of the Institute as set out in these Articles and the Bye-Laws;

"**Office**" means the registered office for the time being of the Institute;

"**Regulations**" means regulations of the Institute made by the Board pursuant to article 78 and including any alterations, amendments or additions thereto;

"**Rules**" means the rules of the Institute as made by the Board pursuant to article 78 and including any alterations, amendments or additions thereto;

"**Seal**" means the common seal of the Institute;

"**Secretary**" means any person appointed to perform the duties of the secretary of the Institute; and

"**Voting Members**" means those members of the Institute who are entitled to attend and vote at general meetings of the Institute as provided for in the Bye-Laws.

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

Words importing only the masculine gender shall include the feminine; words importing the singular shall include the plural.

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

MEMBERSHIP

- 2 The number of members with which the Institute proposes to be registered is five hundred but the Directors may from time to time increase the number of members by admission of new members to the Institute in accordance with the Articles.
- 3 The number of members of the Institute shall not be less than three.
- 4 The subscribers to the Institute's memorandum of association and such other persons as the Directors shall admit to membership shall be ordinary members of the Institute.
- 5 The members of the Institute shall be the members of the Institute at the date hereof and such other persons as the Directors may admit to membership of the Institute in accordance with these Articles and the Bye-Laws.
- 6 All persons who become members of the Institute shall save as otherwise provided herein be bound by the Bye-Laws, the Regulations and the Rules.
- 7 Members of the Institute and applicants for membership shall be liable to pay such accreditation fees, annual subscriptions and levies at such rates as may from time to time be decided in accordance with the Bye-Laws.

BYE-LAWS

- 8 The Institute may, by ordinary resolution of the members in general meeting, adopt, and from time to time vary, the Bye-Laws to provide for any matter that may seem to the members in general meeting incidental or conducive to the attainment of the objects of the Institute to include but not limited to the following matters:
 - (a) The conditions to be satisfied by applicants seeking admission to membership of the Institute and the retention of membership and the procedure for the election of members to the Institute and the classification of membership in the Institute.
 - (b) Regulating the use of distinguishing letters signifying membership of the Institute.
 - (c) Regulating the payment of annual subscriptions or other sums to the Institute and providing for the suspension and termination of the membership of any member in arrears with payment of any subscriptions or other sums due to the Institute.
 - (d) Providing for educational courses, the conducting of examinations, and the awarding of prizes.
 - (e) Establishing proceedings for dealing with disputes between members of the Institute or between such members and members of the public.
 - (f) The rights and conditions including the voting rights which attach to classes of membership of the Institute.
 - (g) Dealing with such other matters as the Institute in general meeting may think proper.
- 9 The Bye-Laws shall be binding on the members of the Institute and save as otherwise provided herein no provision of the Bye-Laws may rescind or vary any provision of the Articles and where any conflict exists between any provision of the Bye-Laws and any provision of the Articles the relevant provision of the Articles shall prevail.

GENERAL MEETINGS

- 10 General Meetings of the Institute shall be at a place to be determined by the Board and shall be clearly specified in any notice calling such meeting and annual general meetings are subject to the provisions of Section 176 of the Act.
- 11
- (a) Subject to paragraph (b) the Institute shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Institute and that of the next.
- (b) So long as the Institute holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.
- 12 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 13 The Directors may, whenever they think fit, convene an extraordinary general meeting of the Institute. If, at any time, there are not sufficient Directors capable of acting to form a quorum, any Director or any member the Institute may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors. The Directors shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the total voting rights of all the members of the Institute having, at the date of the deposit, the right to vote at general meetings of the Institute, forthwith proceed duly to convene an extraordinary general meeting of the Institute.

NOTICE OF MEETINGS

- 14 Subject to Sections 181 and 191 of the Act an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the Institute (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. 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, the date and the 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; and
- (d) with reasonable prominence a statement that:
- (i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in article 32 to attend, speak and vote instead of him or her;
- (ii) a proxy need not be a member; and
- (iii) the time by which the proxy must be received at the Office or some other place within the State as is specified in the statement for that purpose,

and shall be given in manner hereinafter mentioned to the Voting Members who are entitled to attend and vote at such meeting and to receive such notice from the Institute.

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

PROCEEDINGS AT MEETINGS

- 16 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the following:
- (a) the consideration of the Institute's statutory financial statements and the report of the Directors and, unless the Institute is entitled to and has availed itself of the audit exemption under section 360 or 365 of the Act, the report of the statutory auditors on those statements and that report;
 - (b) the review by the members of the Institute's affairs;
 - (c) the authorisation of the Directors to approve the remuneration of the statutory auditors (if any);
 - (d) the election and re-election of Directors;
 - (e) save where the Institute is entitled to and has availed itself of the exemption referred to in paragraph (a) of this regulation 16, the appointment or re-appointment of statutory auditors; and
 - (f) the confirmation of any charges recommended by the Directors in relation to the amount of the subscription fee and/or application fees.
- 17 No business shall be transacted at any general meeting unless a quorum of those members entitled to vote is present in person or by proxy at the time when the meeting proceeds to business; save as herein otherwise provided fifteen (15) per cent of the total number of Voting Members of the Institute for the time being shall be a quorum. Section 182(2) of the Act shall not apply.
- 18 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Voting Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Voting Members present shall be a quorum. Section 182(5) of the Act shall not apply.
- 19 The chairperson of the Board shall preside as chairperson at every general meeting of the Institute, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.
- 20 If at any general meeting the chairperson is not in attendance and no Director is willing to act as chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Voting Members present shall elect one of their number to be chairperson of the meeting. Section 187(3) of the Act shall not apply.
- 21 The chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. However no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting 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.

- 22 Unless a poll is demanded in accordance with Section 189 of the Act, at any general meeting:
- (a) a resolution put to the vote of the meeting shall be decided on a show of hands;
 - (b) a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it). A demand for such a poll may be made by:

- (a) the chairperson of the meeting;
- (b) at least 3 members present in person or by proxy; or
- (c) any member or members present in person or by proxy and representing not less than 10 per cent of the total voting rights of all the members of the Institute having the right to vote at the meeting.

A demand for such a poll may be withdrawn by the person or persons who have made the demand.

- 23 Subject to article 25, if a poll is duly demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
- 24 Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 25 A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

- 26 Members of the Institute shall have such voting rights, if any, as are set out in the Bye-Laws from time to time. Section 188(2) of the Act shall not apply.
- 27 Each of the following:
- (a) a member of unsound mind;
 - (b) a member who has made an enduring power of attorney;
 - (c) a member 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 or her committee, donee of an enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.

- 28 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due

time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

29 Votes may be given either personally or by proxy.

30 The instrument appointing a proxy shall be in writing:

- (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
- (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

31 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the Office or at such other place within the State as is specified for that purpose in the notice convening the meeting not later than:

- (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll,

and if this procedure is not complied with, the instrument of proxy shall not be treated as valid.

32 An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:

The Institute of Conservator-Restorers in Ireland (the " Institute ")			
[name of member] (the " Member ") of [address of member] being a member of the Institute hereby appoint/s [name and address of proxy] or failing him or her [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Institute to be held on the [date of meeting] and at any adjournment of the meeting.			
The proxy is to vote as follows:			
Voting Instructions to Proxy (choice to be marked with an 'x')			
Number or description of resolution:	In Favour	Abstain	Against
1			
2			
3			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			
Signature of Member:			
Dated:			

- 33 The instrument appointing a proxy to vote at a meeting of the Institute shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of article 22, a demand by a person as proxy for a member shall be the same as a demand by the member.
- 34 Subject to article 35, a vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed.
- 35 Article 34 does not apply if notice in writing of such death, insanity or revocation as is mentioned in that regulation is received by the Institute at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

- 36 A person may not be a Director unless he or she is an accredited conservator-restorer or a conservator-restorer with a minimum of 5 years professional practice as a conservator-restorer and Directors must, subject to the following exception, be practicing conservator-restorers.

In the event that a majority of the Directors identify skills which are not represented on the Board but which are relevant to the furtherance of the objectives of the Institute, the Directors may appoint a person with such skills to the Board (not necessarily being a practising conservator-restorer) to serve as a Director for a maximum term of three years. Not more than two such appointees may serve as Directors at any one time. The Director so appointed shall have full voting rights at meetings of the Board. Any such Director who has completed his or her three year term shall retire as Director and shall not be eligible for re-appointment as a Director for another two years from the date of his retirement as a Director. Such a Director shall not be liable to retire by rotation in accordance with article 47 during his appointment pursuant to this article 36.

- 37 The number of Directors shall not be less than nine and shall not be more than eleven.
- 38 No remuneration shall be payable to the Directors, but they may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Institute or otherwise in connection with the business of the Institute **PROVIDED ALWAYS** that such expenses are vouched to the Directors within one month of the date on which they were incurred. Section 1197 of the Act shall not apply to the Institute.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

- 40 The business of the Institute shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Institute and may exercise all such powers of the Institute as are not, by the Act or by this constitution, required to be exercised by the Institute in general meeting, but subject to:
- (a) any regulations contained in this constitution;
 - (b) the provisions of the Act; and
 - (c) such directions, not being inconsistent with the foregoing regulations or provisions, as the Institute in general meeting may (by special resolution) give.

However, no direction given by the Institute in general meeting under subparagraph (c) of this article 40 shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

- 41 The Directors shall have specific roles as designated to them by the Board. The Board shall after each annual general meeting of the Institute elect certain of their members to fill such designated roles, including Chairperson, Vice Chairperson, Secretary who will be the Secretary, Treasurer and Registrar (hereinafter called the "**Executive Directors**"). There must be a minimum of four accredited conservator-restorers on the Board at any one time. The remaining Directors, including those appointed under article 36 with special skills, will be non-executive Directors of the Board.
- 42 The function of the Board is to determine the policy of the Institute, to direct its activities and undertakings, to approve of any appointments made by the Institute and to deal with any questions referred to it by the members and all members shall be entitled to submit any query or representation they may have in writing to the Board who shall consider same and notify the member of the Board's decision.
- 43 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Institute, shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, by any two Directors one of whom shall be the treasurer of the Institute and in such manner as the Directors shall from time to time by resolution determine. Section 164 of the Act shall not apply.
- 44 The Institute shall, in accordance with Section 166 of the Act, cause minutes to be entered in books kept for the purpose of:
- (a) all appointments of officers made by the Directors;
 - (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) all resolutions and proceedings at all meetings of the Directors and of committees of Directors.

The Institute shall, in accordance with Section 199 of the Act, as soon as may be after their holding or passing, cause:

- (a) minutes of all proceedings of general meetings of the Institute; and
- (b) the terms of all resolutions of the Institute,

to be entered in books kept for that purpose; all such books kept by the Institute in pursuance of this regulation 44 shall be kept at the same place.

DISQUALIFICATION OF DIRECTORS

- 45 The office of Director shall be vacated if:
- (a) the Director is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
 - (b) the Director becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
 - (c) a declaration of restriction is made in relation to the Director and the Directors, at any time during the currency of the declaration, resolve that his or her office be vacated; or
 - (d) fraud or dishonesty is proved against such Director;

- (e) the health of the Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or
- (f) the director resigns his or her office by notice in writing to the Institute; or
- (g) is convicted of an indictable offence (other than an offence under the Road Traffic Act 1961 or any Act or order made thereunder) unless the Directors otherwise determine; or
- (h) is deemed to be in breach of the objects of the Institute by a majority of Directors of the Institute.

Section 148(2) of the Act shall not apply to the Institute.

VOTING ON CONTRACTS

- 46 A Director may not vote in respect of any contract, appointment or arrangement in which he or she is interested and he or she shall be counted in the quorum present at the meeting.

ROTATION OF DIRECTORS

- 47 At the first annual general meeting of the Institute, no more than two Directors voluntarily or by lot shall retire from office and at the annual general meeting in every subsequent year one-third of the Directors who are longest in office, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
- 48 The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 49 Subject to article 36, a retiring Director shall be eligible for re-election as a Director. However, he or she may only serve two consecutive full terms after which there must be a break of at least two years from the date of his or her retirement before he or she shall be eligible for re-election as a Director.
- 50 The Institute, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, subject to article 49, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.
- 51 No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than 2 nor more than 21 days before the date appointed for the meeting, there has been left at the Office notice in writing, signed by two members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such a person for election, and also a notice in writing signed by that person of his willingness to be elected.
- 52 The Institute may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
- 53 The Directors shall have power at any time, and from time to time, to appoint any member to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this constitution and provided that such appointees are accredited conservator-restorers or conservator-restorers with a minimum of 5 years professional practice as a conservator-restorer. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

- 54 The Institute may by ordinary resolution of which extended notice has been given in accordance with Section 146 of the Act remove any Director before the expiration of his period of office notwithstanding anything in this constitution or in any agreement between the Institute and such Director.
- 55 The Institute may by ordinary resolution appoint another member in place of a Director removed from office under article 54. Without prejudice to the powers of the Directors under article 54, the Institute in general meeting may appoint any member to be a Director either to fill a casual vacancy or as an additional Director. A member appointed in place of a Director so removed to fill such a vacancy shall be subject to retirement at the same time as if he or she had become a Director on the day on which the Director in whose place he or she is appointed was last elected a Director.
- 56 Section 1196 of the Act shall not apply.

PROCEEDINGS OF DIRECTORS

- 57 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting of the Directors shall be decided by a majority of votes with the exception of applications for membership which is specifically referred to in article 2. Where there is an equality of votes, the chairperson shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve, it shall not be necessary to give notice of a meeting of Directors to any Director who, being resident in the State, is for the time being absent from the State.
- 58 The quorum necessary for the transaction of business of the Directors may be fixed by the Directors, and unless so fixed shall be half or the nearest lower number to half the number of Directors, (for example if there were 9 Directors then the quorum will be 4) currently holding office at that time.
- 59 The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to this constitution as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number which represents a quorum or of summoning a general meeting of the Institute, but for no other purpose.
- 60 The Directors may elect a chairperson in accordance with article 41 of their meetings and determine the period for which he or she is to hold office, but, if no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of that meeting.
- 61 The Directors may delegate any of their powers to committees as they think fit, any committee so formed shall, in the exercise of the powers so delegated conform to any regulations or directions that may be imposed on it by the Directors. The quorum necessary for the transaction of business by any committee shall be fixed by the Directors when delegating powers to such committee. (The members of such sub-committee need not be members of the Board but must be Voting Members.)
- 62 A committee may elect a chairperson of its meetings if no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.
- 63 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
- 64 Section 158(4) and Section 160 of the Act shall not apply.

65 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

66 In accordance with Section 161 of the Act, a resolution in writing signed by all the Directors or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the Directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the Directors or such a committee duly convened and held.

SECRETARY

67 Subject to the provisions of the Act, the role of Secretary shall be designated by the Directors to one of their members of the Board upon such conditions as they may think fit; and any Secretary so appointed may be removed by them and another Director designated as Secretary.

68 A provision of:

- (a) the Act;
- (b) an instrument under the Act; or
- (c) this constitution,

requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

SEAL

69 The Seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and any instrument to which the Seal shall be affixed shall be:

- (a) signed by a Director or by some other person appointed for the purpose by the Directors or by a committee of Directors; and
- (b) countersigned by the Secretary or by a second Director or by some other person appointed for the purpose by the Directors or by a committee of Directors.

ACCOUNTS

70 The Institute shall keep or cause to be kept adequate accounting records in accordance with Part 6 of the Act.

71 The Institute's accounting records shall be kept at the Office or, subject to Section 283 of the Act, at such other place as the Directors think fit and shall at all reasonable times in accordance with Section 284 of the Act be available for inspection by the officers of the Institute and by other persons entitled pursuant to the Act to inspect the accounting records of the Institute.

72 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Institute or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Institute except:

- (a) as conferred by statute or by this constitution; or
- (b) as authorised by the Directors under this article 72 or by the Institute in general meeting.

73 The Directors shall from time to time in accordance with Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Institute such statutory financial statements and reports as are required by that Part to be prepared and laid before the annual general meeting of the Institute.

74 A copy of each of:

- (a) the statutory financial statements of the Institute for the financial year concerned;
- (b) the directors' report in relation to it, including any group Directors' report, for that financial year; and
- (c) the statutory auditors' report on those financial statements and that Directors' report unless the Institute is entitled to and has availed itself of the audit exemption under section 360 or 365 of the Act,

which are to be laid before the annual general meeting of the Institute in accordance with Section 341 of the Act, shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

75 Statutory auditors (if any) shall be appointed and their duties regulated in accordance with Chapter 18 of Part 6 of the Act.

NOTICES

76 Any notice may be given either personally or by sending it by post to the address of the person receiving such notice or by email to the last email address notified by the person receiving such notice to the Institute. When a notice is sent by post, service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and service shall be deemed to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other matter 48 hours after the same is posted or if hand delivered at the time of delivery and in the case of service by email upon transmission, subject to the correct email address being received on the transmission report or upon receipt by the sender of a mechanical confirmation of transmission or delivery receipt (as the case may be). Section 218 of the Act shall not apply.

77 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every member;
- (b) the Directors and Secretary; and
- (c) the statutory auditors for the time being of the Institute unless the Institute is entitled to and has availed itself of the audit exemption under section 360 or 365 of the Act.

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

REGULATIONS

78 The Board shall have power from time to time to make regulations and rules of member's professional conduct and discipline or for the purpose of carrying any provision of the Bye-Laws into effect and may at any time and from time to time repeal, alter or add to those regulations and rules for the time being in force.

 NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Anthony G. Cains, *A G Cains* 17 Rathgar Avenue
 17, Rathgar Avenue, Rathgar Dublin 6
 Dublin 6. *book & manuscript conservator.*
 Occupation: Book and Manuscript Conservator

John Kelly, *J Kelly* 39 Newton Park
 39, Newton Park, Belfast - 3
 Belfast BT8 4LL, Northern Ireland. *Stone Conservator.*
 Occupation: Stone Conservator

Mary McGrath, *Mary McGrath*
 12, St. Stephens, Leeson Lane, *12 St Stephens, Leeson Lane, D.2.*
 Dublin 2. *Conservator*
 Occupation: Paintings Conservator

Maighread McParland, *Maighread McParland*
 20, Wellpark Avenue, 20. Wellpark Ave, Dublin 9
 Dublin 9. *Conservation Chemist*
 Occupation: Conservation Chemist *Conservation Chemist.*

Aighleann O'Shaughnessy, *A O'Shaughnessy*
 30 Larchfield Road, 30 Larchfield Rd, Dublin 14
 Dublin 14. *Conservation Architect*
 Occupation: Conservation Architect

Grellan D. Rourke, *Grellan D. Rourke*, St. Marys,
 St. Marys, Rostrevor Road, Rostrevor Rd,
 Dublin 6. *Dublin 6*
 Occupation: Conservation Architect *Conservation Architect*

Julie-Anne Tolerton, *Julie-Anne Tolerton*
 1, Salisbury Court, 1 Salisbury Court
 Dublin Road, Belfast BT7 1DD,
 Belfast BT7 1DD, Northern Ireland. *Dublin Road*
 Occupation: Conservator *Conservator*

Dated the 18th day of May 1951

Witness to the above signatures:- *J. K. Macleod*

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