

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

-of-

AN CUMANN EOLAÏOCHT TALMHAÏOCHTA
(The Agricultural Science Association)

Date of Incorporation: 6th. day of April, 1972

Amended

Company Number: 36980

FORM OF CONSTITUTION OF COMPANY LIMITED BY GUARANTEE

COMPANIES ACT 2014

CONSTITUTION

-of-

**AN CUMANN EOLAÏOCHT TALMHAÏOCHTA
(The Agricultural Science Association)**

(As amended by Special Resolution dated 20th. day of February 2018)

MEMORANDUM OF ASSOCIATION

1. The name of the Company is AN CUMANN EOLAÏOCHT TALMHAÏOCHTA (THE AGRICULTURAL SCIENCE ASSOCIATION) hereinafter called “the Association” or “ASA”.
2.
 - i) The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
 - ii) In accordance with Section 1176 of the Act, the Memorandum of Association and Articles of Association are together referred to herein as the “Constitution”.
 - iii) Any reference to the singular includes a reference to the plural and vice versa and reference to the masculine includes a reference to the feminine and vice versa and “at any time” includes from time to time.
 - iv) Reference to “the Act”, shall refer to the Companies Act 2014.

3. The objects for which the Company is established are:-
 - (i) The Agricultural Science Association was established in 1942 in Dublin and is a voluntary organisation representing the professional interests of graduates in the Sciences and Economics of Agriculture, Horticulture, Forestry, Food Science and other specialties within the agricultural science degree. The core values of the Association are scientific integrity, professionalism, excellence, collegiality and diversity. Currently the Association has over 1800 Members.
 - (ii) The ASA creates opportunities for networking, knowledge exchange, communication and professional development among its existing and potential Membership Base. These opportunities are facilitated primarily through an annual calendar of organised events spanning across the various elements of the agri-food sector. The ASA facilitates a number of dedicated undergraduate events annually to encourage the professional development of its young Members.
 - (iii) The ASA has strong links with the education sector and works with Universities and Institutes of Technology to establish and maintain the standards of education in agricultural science and related fields.
 - (iv) The ASA provides representation on behalf of its Members on key policy and sector-related issues and provides a forum for informed debate throughout the year on topical issues relevant to its Members.
4. The liability of the Members is limited.
5. The Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation or restriction, which if an object of the Association, would make it a trade union.
6. The income and property of the Company shall be applied solely towards the promotion of the objects as set forth in this Constitution. No portion of the Company'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 Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
 - (a) reasonable and proper remuneration to any Member or servant of the Company (not being a Director) for any services rendered to the Company;
 - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other Members of the Company to the Company;
 - (c) reasonable and proper rent for premises demised and let by any Member of the Company (including any Director) to the Company;
 - (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;

- (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a Member holding not more than one hundredth part of the issued capital of such company.
 - (f) Nothing shall prevent any payment by the Company 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).
7. Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he/she is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association 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 €10.
 8. If upon the winding up or dissolution of the Company 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 Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company. 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 Company under or by virtue of Clause 6 hereof. Members of the Company 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.
 9. The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
 10. No amendments of any kind shall be made to the provisions of the Memorandum and Articles of Association of the Company to such extent that there would be non-compliance with the requirements of section 1180 of the Companies Act 2014.

ARTICLES OF ASSOCIATION

of

AN CUMANN EOLAÏOCHT TALMHAÏOCHTA (The Agricultural Science Association)

(As amended by Special Resolution dated 20th. day of February 2018)

INTERPRETATION

1. (a) Reference to "the Company" shall refer to: **AN CUMANN EOLAÏOCHT TALMHAÏOCHTA (The Agricultural Science Association)**.
- (b) The following Regulations shall be supplemental to the provisions of Chapter 4, Part 18 of the Companies Act 2014, which are stated therein to apply to a company limited by guarantee and shall together apply to the Company except as varied, modified, or disapplied herein.
- (c) Reference to "the Act", shall refer to the Companies Act 2014.
- (d) The individual Articles herein shall, where applicable, be referred to as "Regulations".
- (e) In accordance with Section 1176 of the Act, the Memorandum of Association and Articles of Association are together referred to herein as the "Constitution".
- (f) Reference to the use of electronic means such as e-mail in Regulations 17 and 62(d) herein shall require the written consent of Member(s).
- (g) Reference to "the Association" means the above-named Association; "the unincorporated Association" means the unincorporated body known as the Agricultural Science Association.
- (h) Reference to "the Board of Directors" shall be synonymous with references to "the Board", which shall mean those named officers of the Board of Directors of the Company as legally and properly constituted at any time.
- (i) Reference to "the Council" shall mean the Council for the time being of the Association and includes the Directors. Council decisions are deemed to include the consent of the Directors.
- (j) Reference to "Secretary" means any person appointed to perform the duties of the secretary of the Association.
- (k) Reference to "the office" the registered office for the time being of the Association.
- (l) Any reference to the singular includes a reference to the plural and vice versa and reference to the masculine includes a reference to the feminine and vice versa and "at any time" includes from time to time.

MEMBERS

2. The number of Members with which the Association proposes to be registered is 2,500 but the Directors may from time to time register an increase of Members.
3. Save as herein provided no persons shall be a Member of the Association unless he/she is first approved by the Council and the Directors, who shall have full discretion as to the admission of any person to Membership of the Association.
4. Every person holding a Level 8 or equivalent approved degree in Agricultural, Horticultural, Forestry, Dairy or Food Science from an Irish University, including IT Colleges approved by Council and every person holding an approved degree in Agricultural, Horticultural, Forestry or Food Science from a recognised foreign University and who is resident in the Island of Ireland and every person as was on the 31st day of December 1969 a Member of the unincorporated Association shall be qualified to be a Member of the Association. The Council, at its discretion, may also admit other persons who it deems to hold a qualification at a level equivalent to the above and whose work is directly supportive of the objectives of the Agricultural Science Association. Such persons may at the discretion of Council be awarded Full or Associate Membership.
5. Membership of the Association shall be personal to the Member and shall not be transferable or transmissible by the act of the Member or by operation of law.
6. Every Member of the Association shall be bound to further to the best of his/her ability the objects, interests, and influence of the Association and shall observe all the Rules of the Association made pursuant to the powers in that behalf hereinafter contained.
7. (i) A Member of the Association shall cease to be a Member:-
 - (a) If by one month's notice in writing to the Secretary at the office such Member resigns.
 - (b) If he/she is found of unsound mind or is declared bankrupt or carries a composition with his creditors.
 - (c) If he/she shall be in default for a period of three months (or such period as the Council may determine) in the payment of any subscription or other contribution payable to the Association.
 - (d) If he/she is excluded from Membership under Regulation 7 hereof.
- (ii) Any Member who ceases to be a Member shall remain liable for all subscriptions and contributions due from or imposed upon him/her up to the date when he/she shall cease to be a Member, unless otherwise agreed by Council.

Section 1199 of the Act shall be amended accordingly.

8. Any Member who shall fail in observance to any of the Regulations or Rules of the Association may be excluded from the Association by resolution of a majority of at least three-fourths of the Members of the Council present and voting at a special Council meeting at which not less than eight Members shall be present. Such a Member shall have seven clear days' notice sent to him/her of the Council meeting and he/she may attend the meeting and be heard but shall not be present at the voting or take part in the proceedings otherwise than as the Council shall permit. A Member excluded from the Association by such meeting may, within seven days' after notice of this exclusion appeal from the decision of the Council to a special meeting of the Association which shall thereupon be convened by the Council.

9. A majority of not less than three-fourths of the Members present at such last mentioned meeting shall have the power to annul the exclusion, or to annul it subject to the performance of any conditions which the meeting may think fit to impose.
10. A Member so excluded shall forfeit all claim to a return of the money paid by him/her to the Association on his/her admission as a Member thereof, or by way of annual subscription.
11. The annual subscription for Members shall be such as may be determined from time to time by the Council and shall fall due on the first day of March each year or at a time otherwise agreed by Council.

ASSOCIATE MEMBERSHIP

12. Subject to Regulation 3, Associate Members are those Members who do not have the required professional qualification as stated in Regulation 4, but who have worked in the Agriculture, Horticulture, Forestry or Food business, have an approved level 8 degree or higher from an Irish University or IT College or a recognised foreign University and who are resident in Ireland and have an active interest in the primary activities of the association. Associate Members may attend any meeting of the association, including the Annual General Meeting or other such meetings, but shall not have voting rights. A representative of the Associate Membership may be invited to attend Council meetings, but unlike Full Members shall not have a vote at said meetings. The number of Associate Members to be registered is 500 but the Council may in its sole discretion, if it believes it is in the interests of the Association to do so, increase the number of Associate Membership from time to time. Save as provided for in this Regulation the general rules are applicable and rights and obligations of full Members, as outlined in Regulation 5 through 11, shall apply to Associate Members.

GENERAL MEETINGS

13. All General Meetings of the Association shall be held in the State.
14. (i) As provided for in section 1206 of the Act, at General Meetings each Member present in person and every proxy shall have one vote; so however, that no Member shall be entitled to vote at General Meetings unless all moneys immediately payable by him/her to the Company have been paid.

(ii) No other person(s) shall have voting rights at General Meetings of the Company.

Section 1206 of the Act shall apply and section 188 of the Act shall be amended accordingly.

- 15 (i) Subject to Regulation 15(ii) the Association 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 notice calling it; and not more than fifteen months shall elapse between the dates of one Annual General Meeting of the Association and that of the next.

(ii) So long as the Association holds it's 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. Subject to Regulation 13 the Annual General Meeting shall be held at such place in the State, as the Council shall appoint.
16. All General Meetings other than the Annual General Meetings and Council meetings shall be called Extraordinary General Meetings.

NOTICE OF GENERAL MEETINGS

17. Subject to Sections 181 and 218 of the Act, notices for General Meetings shall be given to every Member, Director, and Secretary of the Company and to statutory auditor(s) where the Company has not availed of audit exemption in accordance with Regulation 62(c) herein, and where applicable, personal representative(s) of a deceased Member and assignee in bankruptcy of a bankrupt Member and may be issued by way of e-mail or by post, so however, that in the case of e-mail delivery, the notice shall be deemed to have been received by such aforementioned persons, on the day of issue of such e-mail.

PROCEEDINGS AT GENERAL MEETINGS

18. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheet, and the reports of the Council and of their Auditors, the election of Members of the Council in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.
19. No business shall be transacted at any General Meetings unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty Members present in person shall be a quorum.

Section 182(2) of the Act shall be amended accordingly.

20. If within half an hour of the time appointed for the meeting, a quorum is not present, the meeting if convened upon requisition of 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 other time and place as the Council may determine. If at such adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the Members present shall be a quorum.

Section 182(5) of the Act shall be amended accordingly.

21. The President of the Association shall preside as Chairperson at every General Meeting of the Association, or if there is no such President, or if he/she is not present within 15 minutes of the time appointed for the holding of meeting or is unwilling to act the Members of the Council present shall elect one of its Members from those present to be Chairperson of the meeting.

Section 187(2) of the Act shall be amended accordingly.

22. If at any meeting no Member of the Council is willing to act as Chairperson, or no Member of the Council is present within 15 minutes of the time appointed for the holding of the meeting, the Members present shall choose one of their number to be Chairperson of the meeting.

Section 187(3) of the Act shall be amended accordingly.

23. A 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, but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as foresaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Section 187(4)(5)(6) of the Act shall be amended accordingly.

24. At any General Meeting a resolution to put to the vote of the meeting shall be decided on a show of hands unless a poll (before or on the declaration of the result of a show of hands) is demanded :-
- (a) by the Chairperson; or
 - (b) by at least five Members present, and
 - (c) unless a poll is so demanded, 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 Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn by the proposer(s).

Section 189(1)(2)(3) of the Act shall be amended accordingly

25. Subject to the provisions of Regulation 28, if a poll be demanded in manner, aforesaid, it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Section 189(4) of the Act shall be amended accordingly

26. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.

Section 189(5) of the Act shall be amended accordingly

27. 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 casting vote.

Section 187(8) of the Act shall be amended accordingly

28. Where a poll is demanded it shall be taken at such time as the Chairperson of the meeting directs and any business other than that upon which a poll has been demanded be proceeded with, pending the poll.

Section 189(6) of the Act shall be amended accordingly

29. 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.

Section 188(7) of the Act shall be amended accordingly

BOARD OF DIRECTORS

30. The general management of the affairs of the Company shall be vested in the Board of Directors, who shall perform all such acts as may be deemed necessary or expedient to further the objects of the Company. The Board shall have power to manage and control the affairs of the Company in all matters as provided by the Act.

Section 158 of the Act shall apply.

31. Unless and until the Company in General Meeting shall otherwise determine the minimum number of Directors shall be not less than two and the maximum number of Directors shall be ten.
32. The Board may from time to time and at any time appoint any person, who is a Member of the Company, as a Director, whether to fill a casual vacancy, or as an additional Director. Any such appointee shall hold office only until the next Annual General Meeting, but he/she shall be eligible for re-election. So however, that the minimum number of Directors as fixed by this Constitution and the number of Directors required to form a quorum for meetings of the Board, shall be maintained at all times.

Section 144 of the Act shall be amended accordingly.

33.
 - (i) Directors shall not be entitled to a fixed notice period for Director's meetings.
 - (ii) A meeting of the Board shall be convened by the Secretary.
 - (iii) A meeting of the Board may be convened by e-mail or by post, so however, that in the case of e-mail delivery, the notice shall be deemed to have been received by a Director, on the day of issue of such e-mail.
 - (iv) Meetings of the Board may be held by telephonic conference call, so however that where meetings are held in such a manner, the number of Directors connected simultaneously by a conference call at any one time shall not fall below the number of Directors required under these Regulations to form a quorum for meetings of the Board.
 - (v) Each of the Directors taking part in such meeting must be able to hear each of the other Directors taking part.
 - (vi) At the commencement of such meeting each Director must acknowledge his/her presence and that he/she accepts that the conversation shall be deemed to be a meeting of the Directors.
 - (vii) A Director may not cease to take part in such meeting by disconnecting his/her telephone or other means of communication, unless he/she has previously obtained the express consent of the Chairperson of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting, unless he/she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid.
 - (viii) A minute of the proceedings at such meeting by telephone, or other means of communication, shall be sufficient evidence of such proceedings and of the observance of all necessary formalities, if certified as a correct minute by the Chairperson of the meeting.

Sections 160 and 161 of the Act shall be amended accordingly.

34. Any director at any time may by notice in writing addressed to the registered office of the Company appoint any person, to be his/her alternate, subject to Regulation 32 and prior approval of the Board.

Section 165(1) of the Act shall be amended accordingly.

35. The quorum for meetings of the Board shall not be less than the majority of appointed Directors, or by their alternates.

Sections 160(6) of the Act shall be amended accordingly.

36. The Directors shall not be subject to retire by rotation at Annual General Meetings of the Company.

Section 1196 of the Act shall not apply.

PRESIDENT

37. The President, who is also Chairperson, has a strategic leadership role in representing the vision and purpose of the Association. The President chairs the Board of Directors, the Council, and meetings of the Members to make decisions and ensures that the Company functions properly, that there is full participation at the relevant meetings, that all relevant matters are discussed and that effective decisions are made and carried out.

Sections 160 and 187 of the Act shall be amended accordingly.

THE VICE PRESIDENT

38. Nominations for Vice President, which must be signed by twenty current paid-up Members of the Association, shall be notified to Council in writing at least thirty days prior to the Annual General Meeting.
39. Candidates to be nominated for election as Vice President shall currently be Council Members or have served at least one two year term on Council. In exceptional cases, the Council, at its discretion and provided it is in the best interest of the Association, may accept nominations from persons who have not served on Council.
40. When there is just one correctly nominated candidate for the position of Vice President, that person will be automatically elected at the Annual General Meeting. Where the number of nominated candidates is greater than one, the election of the Vice President shall be elected at the Annual General Meeting. The candidate who receives the highest number of single non-transferable votes shall be deemed to be elected.
41. The Vice President acts for the President when the President is unavailable and undertakes assignments at the request of the President.
42. The Vice-President shall chair all meetings of Directors and the Council where the President is not available to take the chair. Where the Vice President is not available in such a situation, those present shall nominate a Chairperson from within its number, provided that there are at least the majority of appointed Directors, or by their alternates present.

THE COUNCIL

43. The Council for company law purposes shall be deemed to be a sub-committee under Regulation 61 and the following Regulations 44 to 47 shall apply.
44. (i) Until otherwise determined by the Association at a General Meeting the number of Members of the Council shall be not less than fifteen and not more than twenty.
- (ii) The Members of the Council shall consist of:-
- (a) A President who shall be the outgoing Vice-President.
 - (b) A Vice-President who shall be elected

- (c) An Hon. Secretary and Hon. Treasurer to be elected annually by the Council from its Members at its first meeting following the Annual General Meeting.
 - (d) The immediate past President.
 - (e) Not more than fourteen ordinary Members of the Association hereinafter referred to as "elected Council Members", elected initially for a period of two years and are eligible for re-election, provided that he/she has not been a Member of Council for five or more consecutive years.
 - (f) A recent eligible graduate, as defined in Regulation 4 herein (one to three years graduated) who shall be elected by the Council at the first meeting following the Annual General Meeting, each year.
 - (g) A current Director of the Company in accordance with Regulation 61 herein.
- (iii) (a) The outgoing Council shall remain in office until the new Council is elected. Each retiring Council Member shall be eligible for re-election provided that he/she has not been a Member of Council for five or more consecutive years, except for the recent graduate Council Member, who shall remain on Council, until the first meeting following the Annual General Meeting each year and is eligible for nomination and re-election to Council in the normal way at future Annual General Meetings.
- (b) Where a Council Member is elected as Vice-President, that person shall remain a Council Member while serving as Vice-President, President and immediate past President.
- (c) Retiring Council Members are eligible for re-election once he/she is at least one year off Council.
- (iv) (a) Every candidate for election to Council must be nominated in writing by two Members of the Association. Nominations must be sent to the Hon. Secretary before the Annual General Meeting or handed to him/her at that meeting.
- (b) Where the number of nominated candidates is not greater than the number of vacant places on Council, all such nominated candidates shall be deemed elected at the Annual General Meeting.
- (c) Where the number of nominated candidates is greater than the number of vacant places on Council, the election of the Elected Council Members shall take place at the Annual General Meeting by secret ballot.
- (v) The Council at its discretion may also appoint full Members of the Association who are not Council Members to its subcommittees.
45. The Council shall have power at any time and from time to time to appoint any Member of the Association to be a Member of the Council, either to fill a casual vacancy or by way of addition to the Council but so that the total number of Council Members shall not at any time exceed the number fixed in accordance with Regulation 47 herein. Any Member so appointed shall retain his/her office until the next Annual General Meeting but he/she shall be eligible for re-election.
46. No person who is not a Member of the Association shall in any circumstances be eligible to hold office as a Member of the Council.

47. Every candidate for election as a Member of the Council (including a candidate for election to the office of President) shall be elected in accordance with regulations to be made by the Council.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

48. A Member of the Council shall cease to hold office:
- (a) If he/she is adjudged bankrupt in the State or in Northern Ireland or Great Britain **or** makes any arrangement or composition with his creditors generally; **or**
 - (b) If he/she becomes of unsound mind; **or**
 - (c) If he/she resigns his/her office by notice in writing to the Association; **or**
 - (d) If he/she is convicted of an indictable offence unless the Council otherwise determine; **or**
 - (e) If he/she is directly or indirectly interested in any contract with the Association and fails to declare the nature of his/her interest in a manner required by Section 231 of the Act.

POWERS OF THE DIRECTORS AND COUNCIL

49. In furtherance of the objects of the Association, the Council shall have power to organise sub-committee groups of Members and to make rules and regulations for the control, administration and proper functioning of such groups in accordance with the terms and conditions of Regulations 50 to 60.
50. (a) The Directors and Council shall have absolute control over all the affairs and property of the Association and shall prescribe, alter or cancel rules for the regulation of the Association, and shall exercise all such powers of the Association as they shall think fit as otherwise provided by these Regulations. Provided that no rule or regulation shall be made under this power which would amount to an addition to or alteration of these Regulations as could legally only be made by Special Resolution, passed in accordance with the Act.
- (b) The Council and Directors may appoint one of their number to exercise, subject to their directions, a general control over the work of the Association.
51. Subject to the approval of the Board and without prejudice to the general powers conferred on the Directors by the Act and by these Regulations, it is hereby expressly declared that the Council shall have the following powers, that is to say: —
- (a) To make Rules from time to time for the professional conduct of Members of the Association.
 - (b) To make any additional regulations for the election of the President, the Vice-President, the Hon. Secretary, the Hon. Treasurer, and the Elected Members of the Council.
 - (c) To make Rules from time to time for the participation of undergraduates and students of Agricultural, Horticultural, Forestry, Dairy and Food Science in the work of the Association.

Section 158 of the Act shall be amended accordingly.

52. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Council and/or the Directors shall from time to time by resolution determine.

Section 164 of the Act shall be amended accordingly.

53. The Board of Directors and the Council shall cause minutes to be made to provide for the purpose —
- (a) of all appointments of officers, Directors and Members of the Council;
 - (b) of the names of Directors and of the Members of the Council present at each meeting of the Board of Directors and Council and of any committees;
 - (c) of all resolutions and proceedings at all meetings of the Association and Board of Directors, and of the Council and of any committees.

Section 166(1) of the Act shall be amended accordingly.

54. (a) The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson shall have a second or casting vote.
- (b) The President or the majority of elected council Members may, and the Secretary on the requisition of the President or the Council, shall at any time summon a meeting of the Council.
- (c) If the Council so resolve it shall not be necessary to give notice of a meeting of the Council to any Member of the Council who being resident in the State is for the time being absent from the State.

Section 160 of the Act shall be amended accordingly.

55. The quorum necessary for the transaction of the business of the Council may be fixed by Council and unless so fixed shall be eight, two of which must be directors.

Section 160 of the Act shall be amended accordingly.

56. The Members from time to time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the Members of the Council shall at any time be reduced in number to no less than the minimum number prescribed by or in accordance with these Regulations, it shall be lawful for them to act as the Council for the purpose of increasing the number of the Council to that number or of summoning a General Meeting of the Association but for no other purpose.

57. The President or in his/her absence the Vice-President shall preside at all meetings of the Council; in the absence of the President and the Vice-President or in the event of their being unwilling to act, the Members of the Council present may choose one of their own number to be Chairperson of that meeting.

Section 160 of the Act shall be amended accordingly.

58. The Council may delegate any of their power to committees consisting of such Member or Members of the Council as they think fit; any committee so formed shall, in the exercise of the power so delegated, conform to any regulations that may be imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Regulations for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
59. All acts done by any meeting of the council or a committee of the Council or by any person acting as a Member of the Council shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Council 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 Member of the Council.
60. A resolution in writing signed by all the Members for the time being of the Council or any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid as if it had been passed at a meeting of the Council or of such committee duly convened and held.

Section 161 of the Act shall be amended accordingly.

SUB-COMMITTEES

61. (i) The Board may delegate any of their powers to sub-committees consisting of such persons approved by the Board, as the Board shall from time to time designate, but comprising in number and composition not less than two persons and not more than ten persons.
- (ii) The quorum for the transaction of business at meetings of any sub-committee shall be one half plus one of the total number of Members of the relevant sub-committee.
- (iii) Meetings of sub-committees shall be chaired by a Member of the sub-committee referred to in paragraph (ii) of this Regulation.
- (iv) Decisions of any sub-committee shall require final approval by the Board before being effective.
- (v) A Member of any sub-committee shall be a Member of the Company.

BOOKS AND RECORDS AND ACCOUNTS

62. (a) The Board shall arrange to keep financial records in respect of all receipts and payments relating to the Company, together with statutory books required under the Act and minutes of all business transacted at Board Meetings, Committee Meetings and General Meetings and all financial records, statutory books, including minute books, shall be retained as permanent records and shall be the property of the Company.
- (b) The Board shall arrange for preparation of annual Accounts based on the Company's financial records.
- (c) The Company may, where at any time and from time to time it fulfils the conditions of Chapter 15 of the Act, avail itself of the exemption from the requirement to have its Accounts audited for the relevant financial period.

- (d) Where, pursuant to any provisions of the Act, Accounts are required to be sent to Members, they may, in accordance with Section 338 of the Act, be sent by electronic means such as e-mail and the Accounts shall be deemed to have been received by a Members on the day of issue of such e-mail.

INDEMNITY

- 63. Each Director, Member of any sub-committee, and any Officer or servant of the Company shall be indemnified against all claims, damages, costs or expenses which he/she may incur or become liable to pay by reason of any act or thing done by or to him/her in the proper discharge of his/her duties to the Company, and the Board shall decide the amount for which such indemnity is provided which shall immediately attach as a lien on the property of the Company, and have priority over all other claims.

We, the several persons whose names and addresses are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association.

NAME	ADDRESS	DESCRIPTION OF SUBSCRIBERS
SEAMUS DUKE,	Lanesboro Street, Roscommon	B.Agr.Sc
DONAL O'HANLON	60 Northumberland Road, Dublin 4	B.Agr.Sc
JAMES McGOVERN	Courthouse, Dundalk, Co. Louth	B.Agr.Sc
GERRY DE BRIT	9 Church Rd. Est., Sutton, Co. Dublin	B.Agr.Sc
JOHN McCULLEN	Beamore, Drogheda, Co. Louth	B.Agr.Sc
PAUL BROUGHAN	5 Foxrock Avenue, Co. Dublin	B.Agr.Sc
PIERCE RYAN	5 Sorbonne, Ardilea, Dublin 14	B.Agr.Sc

Dated this 6th day of April, 1970.

WITNESS to the above signatures:

NAME: FRANCIS RYAN
ADDRESS: 21 Upper Mount Street, Dublin 2