

CONSTITUTION

of

AN TAISCE – THE NATIONAL TRUST FOR IRELAND

As adopted by Special Resolution on [insert date here]

MEMORANDUM OF ASSOCIATION

- I.** The name of the company is: AN TAISCE – THE NATIONAL TRUST FOR IRELAND.
- II.** The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
- III.** The objects for which the company (referred to as “An Taisce”) is established are:
- To act as a voluntary environmental non-governmental organisation for purposes which are beneficial to the community and to the public generally in a charitable way.
 - To promote the preservation and protection of the environment, natural ecosystems and biodiversity as essential to human wellbeing, health and community resilience.
 - To lead public interest advocacy and community education in all aspects of environmental conservation and sustainable development including ecologically-informed land, marine and resource use and science-based climate action.
 - To promote the conservation, enhancement and permanent preservation for the benefit of the nation, of cultural heritage including archaeological-historical landscapes, monuments, buildings and other manifestations of architectural, historical, archaeological, artistic, cultural, scientific, social, technical, or other, relevant interest. To develop public awareness of their value as a non-renewable asset that is limited.
 - To cooperate with civil society and other organisations, internationally, nationally and locally, in advancing all aspects of sustainable development.

In pursuance of these objects:-

1. To develop and deliver environmental education or community education

programmes.

2. To form local associations.
3. To develop and publicise relevant policies.
4. To make submissions on planning and environmental matters.
5. To create and maintain a network of conservationists and environmentalists in Ireland in order to monitor the full implementation of, and assist in the development of heritage, built and natural environmental law.
6. To encourage the implementation of the rights to full public participation, access to information and access to justice in environmental decision-making.
7. To provide assistance to individuals, local groups, NGOs and Civil Society organisations in understanding environmental issues.
8. To seek proper implementation of environmental and planning law and to support sustainable communities including the pursuit of concerns and litigation in both the built and the natural environment.
9. To further the objectives of An Taisce by fundraising, advertising, the promotion of conferences and the sale of merchandise and services.
10. To collaborate and form partnerships with other environmental non-governmental organisations.
11. To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its objects.
12. To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the objects.
13. Subject to the prevailing legal provisions, to acquire by gift, purchase, fee farm grant, lease or otherwise, to hold, protect and preserve lands or any interest in land and any rights over land.
14. To acquire by gift, purchase, or otherwise, and to promote the preservation of furniture, fixtures and chattels of any description, having national, historical, scientific or artistic interest.
15. To acquire by gift, purchase, grant, lease or otherwise and to hold

(unconditionally, or subject to any conditions or restrictions) every kind of real or personal property, or any right or interest therein.

16. To assist in the protection, care and management (with or without the possession of any legal or equitable interest therein) of land, buildings, chattels or amenities as defined in the objects of An Taisce.
17. To devote to the use of the public (either in perpetuity or temporarily and on any terms and conditions) for purposes of recreation, art, or education, any lands, buildings, furniture, objets d'art or other property of national, historical, scientific or artistic interest held by An Taisce.
18. To devote for the purpose of the advancement of science or of the preservation of natural features and animal and plant life, any land or buildings held by An Taisce.
19. To enter contractual arrangements necessary to provide for the comfort and refreshment of persons frequenting the land and buildings of An Taisce.
20. To make charges (of such moderate amount as may, in the judgement of An Taisce, be necessary for the due preservation and maintenance of its property) for admission to any land or buildings of An Taisce.
21. To employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the objects.
22. To advise planning authorities, established under the Local Government (Planning & Development) Act 1963 and Planning and Development Act 2000, or any act extending or amending the same, in relation to matters which are within the province of the said planning authorities at any time and insofar as the said matters are necessary to the purpose of An Taisce.
23. To cooperate with any department of state, corporation, county council, conservancy, fishery or other board, or other local authority or body, public or private, incorporated or otherwise, now or hereafter constituted, or with any residents in the neighbourhood of property of An Taisce, as necessary for the purpose of An Taisce.
24. To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any

securities of the Company by a trust deed or other assurance.

25. To hold investments and to acquire in any manner (including by purchase out of any funds of An Taisce) any lands, buildings and hereditaments, and any rights, easements or interests therein or thereover, and any chattels or other moveable property, which it may be desirable to hold as investments with a view to the provision out of the income thereof of funds applicable for the maintenance and preservation of any other part of An Taisce property or for any particular purpose of An Taisce.
26. To exchange any land, buildings, or real or personal property held by An Taisce for other land, buildings, or real or personal property or to sell, lease, let, dispose of, or otherwise deal with any lands, buildings, or other real or personal property of An Taisce, and to mortgage or charge the same for the purposes of An Taisce. Provided that the exercise of such power of exchange, sale, leasing or letting shall have regard to the objects of An Taisce.
27. To exercise, in relation to any land or buildings held by An Taisce, all powers (including the power of letting on lease or otherwise) necessary to, or desirable for, the due management of such lands or buildings, and their preservation, for the benefit of the nation.
28. Land
 - a. To accept gifts or bequests of, and to hold land or other property (including money) on trusts and to fulfil such trusts.
 - b. To determine, by resolution of the board of directors of An Taisce (the “**Board**”), that any lands or other property which become vested in An Taisce, or which is the subject matter of a gift or bequest to An Taisce (or such portions thereof as may be specified in such resolution) are proper to be held for the benefit of the nation and that said lands or other property shall not be chargeable with any debts or liabilities and that such lands or buildings shall thereupon be so held by An Taisce and shall be inalienable.
 - c. To grant leases of the lands or other property held by An Taisce for such term of years at such rents, and subject to such provisions, reservations, covenants and conditions, as the Board from time to time thinks proper.
 - d. In particular, to grant a lease or leases of the lands or any part thereof or other property to the donor or donors to An Taisce of the said lands or any of the said property or to any member or

members of the family or families of the donor or donors as may be specified by the donor or donors having the power so to specify, the said lease or leases may be for a life or for such term of years at such rents and subjects to such provisions, reservations, covenants and conditions as may be agreed upon between the Board and such donor or donors or his/her or their representatives as aforesaid. In particular the lessee or lessees under the aforementioned lease or leases may be given the right to build upon the land so demised or the right to alter, reconstruct, or restore any building or part thereof so demised by the said lease or leases.

29. The Board may from time to time authorise the formation of subsidiary companies as defined in company law to better carry out the aims and objects in this constitution, providing always that:
- a. The members of the Board or such persons as they shall appoint shall be the directors of the subsidiary companies.
 - b. The subsidiary companies shall remain in the ownership of An Taisce and that no shareholding shall be held by any other body unless approved at an annual general meeting (“AGM”) or extraordinary general meeting (“EGM”) of An Taisce following proper notification of the members.
 - c. Properly audited accounts shall be presented in the annual report furnished to the members of An Taisce prior to each AGM.
30. To appear and take part in special interest fora, legal proceedings, or participate in any decision making process, including planning applications and appeals therefrom and arbitration or mediation proceedings whenever that course shall appear proper to the Board having regard to the objects of An Taisce.
31. To do all such other lawful things as are incidental or conducive to the preservation and maintenance of the property of An Taisce, or to the attainment of the objects hereinbefore described, or any of them. Provided that in case An Taisce shall take or hold any property subject to the jurisdiction of the Charities Regulatory Authority (the “CRA”), An Taisce shall, if required by the CRA, vest the same in special trustees thereof, and provided that as regards any such property An Taisce shall not sell, mortgage, charge, lease, dispose of, or otherwise deal with the same without such consent as may be required by law.

IV. The income and property of An Taisce whencesoever derived shall be applied solely to the promotion of the objects of An Taisce as set forth in this memorandum of association. 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 An Taisce. No member of the council of An Taisce (the “**Council**”) or the Board shall be appointed to any office of An Taisce paid by salary or fees, or receive any remuneration or other benefit in money or kind from An Taisce. Nothing, however, shall prevent any payment in good faith by An Taisce of:

- a. reasonable and proper remuneration to any professor, lecturer, agent, officer or servant of An Taisce (not being a director of An Taisce or a member of Council) or to any member or other person in any way howsoever connected with An Taisce in return for any services actually rendered to An Taisce or undertaken by the authority of the Board to promote the objects of An Taisce.
- b. reasonable and proper rent for premises demised and let by any member of An Taisce (not being a director of An Taisce or member of Council) to An Taisce.
- c. reasonable and proper out of pocket expenses incurred by any director of An Taisce or member of Council in connection with attendance to matters affecting An Taisce.
- d. fees, remuneration or other benefit in money’s worth to any company of which a director of An Taisce or a member of Council may be a member holding not more than one hundredth part of the issued capital.

Nothing shall prevent any payment by An Taisce 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).

- V.** An Taisce 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 An Taisce 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.
- VI.** The liability of the members is limited.
- VII.** Every member of An Taisce undertakes to contribute to the assets of An Taisce 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 An Taisce 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 amongst themselves, such amount as may be required, not exceeding €6.35.

- VIII.** If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of An Taisce. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause IV hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.
- IX.** True accounts shall be made of the sums of money received and expended by An Taisce and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of An Taisce, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of An Taisce for the time being, shall be open to the inspection of its members. Once at least in every year, the accounts of An Taisce shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors. Annual audited accounts shall be kept and made available to the Revenue Commissioners or CRA on request.

ARTICLES OF ASSOCIATION

INTERPRETATION

- 1) In the construction of these Articles, unless repugnant to the context, the singular shall include the plural, masculine pronouns shall include the feminine, and vice versa, and the following terms shall have the following meanings for the purposes of these Articles of Association:-

“the Act” shall mean the Companies Act 2014.

“AGM” shall mean Annual General Meeting “EGM” shall mean Extraordinary General Meeting

“Board” means the board of directors of the Charity;

“By-laws” includes rules, standing orders and instructions;

the “Charity” shall mean An Taisce - The National Trust for Ireland;

“Council” means the council of the Charity;

“In writing” shall include written communication by electronic means.

“Member” shall mean members in good standing, whose subscriptions have been paid up to date and whose membership has not expired or been terminated.

“month” shall mean a calendar month;

“year” shall mean the period between one AGM and the next, except where “calendar year” is specified; “calendar year” shall mean a period of twelve months from the first of January to the thirty-first of December.

- 2) 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 Charity.

GENERAL

- 3) The “optional provisions” (as that term is defined by s. 1177(2) of the Act) shall apply to these articles of association of the Charity save to the extent

that they are dis-applied, modified or supplemented.

- 4) The proceedings and decisions of the Board, Council, or of a committee shall not be invalidated by a defect in qualification, election or appointment of any person acting as a member of such Board, Council or committee.
- 5) 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 notice shall not invalidate the proceedings at that meeting.

MEMBERSHIP

- 6) The number of members of the Charity with which the Charity proposes to be registered is 500,000.
- 7) Council shall determine the categories and terms of membership, including the subscriptions payable, and may alter such categories and terms from time to time. A record of the current categories and terms of membership shall be published by the Charity in its by-laws.
- 8) Membership shall be due each calendar year on the 1st of January.
- 9) New members joining after 1st August shall be given membership for the remainder of that calendar year and until 31st December of the next calendar year.
- 10) If a member has not paid their subscription by the 28th of February their membership shall be considered lapsed and they shall not be eligible to vote or enjoy other benefits of membership until they have paid their subscription.
- 11) If a member has not paid their subscription by the 1st of July they shall cease to be a member of An Taisce and may be asked to apply to join as a new member if they wish to reinstate their membership.
- 12) Only persons who support the objects of An Taisce and the future good of the Charity are eligible for membership. The Council may draw up a declaration of adherence to the objects of An Taisce (“Declaration”) and/or a code of conduct (“Code”) for members or applicants for membership. Membership may be refused or terminated by the Council for any substantive breach of, or refusal to accept, such Declaration or Code.
- 13) The members of the Charity shall be those persons whom the Council shall admit to membership following their application.
- 14) The Council shall not consider any criteria other than the applicant’s likely support for An Taisce’s objects and the applicant’s support for the

future good of the Charity when deciding an application for membership. The Council shall be obliged to minute and state its reasons for declining an application for membership.

- 15) Membership of the Charity may be terminated by the Council for stated reasons. A proposal to terminate membership, stating the grounds, shall be notified to the member concerned at least 21 days before the Council meeting at which the proposal is to be decided, and the member shall be entitled to attend that meeting during the discussion of the proposal, and to speak. The member may also make written representations to the Council for consideration at the meeting; the Secretary must receive such representations at least 5 days before the meeting.
- 16) Membership of the Charity is conditional on observing the terms and conditions of membership, including the Declaration and/or Code and the payment of subscriptions due.
- 17) No person shall be eligible for election as Chairperson or Vice-Chairperson, or as a member of the Council unless that person is a member of the Charity.

PRESIDENT

- 18) The Members shall elect the President of An Taisce. If the appointee is not already a member of the Charity, the appointee shall be admitted as a member of the Charity upon their election to the role of President. The role of the President is to foster the objectives and development of An Taisce on behalf of the membership as a whole. The President shall chair General Meetings of the Charity. The President is also entitled to attend meetings of, and participate in discussions of any committee of the Charity including the Board of Directors. To the extent that the President is in a position to do so the President acts as a figurehead for the Charity.
- 19) The term of office of the President shall be five years. The President shall then retire from office but shall be eligible for re-appointment for a second term. When the President's term of office expires, and if not re-elected, the President shall be entitled to membership of Council ex officio as Past President for as long as he or she remains the most recent Past President. The President shall not be a director of the Charity or a subsidiary company of the Charity. A person is not eligible to be appointed President if they have been employed by the Charity in the previous three years.
- 20) If no candidate stands for election as President, the Council may appoint the President.

- 21) Members may by resolution remove or suspend the President from office provided that the resolution is supported by at least 66% of the Members present at the meeting and eligible to vote.

CHAIRPERSON, VICE-CHAIRPERSON AND SPEAKER

- 22) The Chairperson and Vice-Chairperson provide leadership of the Charity, maintaining links with stakeholders and representing the Charity at functions, meetings and in the media as appropriate.
- 23) Meetings of the Board and the Council shall be chaired by the Chairperson of the Charity.
- 24) The Vice-Chairperson shall deputise for the Chairperson in his or her absence.
- 25) Council shall elect one of its members, who shall not be a member of the Board, to act as Speaker. The President shall preside over the election of the Speaker. In the absence of the President, the Council shall appoint one of its members to preside over the election of the Speaker.
- 26) The Speaker shall chair any part of any meeting of the Council at which the Council considers:
- (1) any proposal to remove or change the office of a member of the Board;
 - (2) any proposal to censure or criticise the Board; or
 - (3) any other business which, in the opinion of a majority of members of the Council present at the meeting, is such as to make it inappropriate for the Chairperson or Deputy Chairperson to chair that meeting while that business is being considered.

In the absence of the Speaker, the Council can elect from their members a temporary Speaker to chair any such part of the meeting of Council.

27) APPOINTMENT OF CHAIRPERSON, VICE-CHAIRPERSON AND SPEAKER

Subject to regulation 28 below, the members of the Council shall elect from their number:

- (1) a chairperson (to be known as ‘the Chairperson of An Taisce’);
- (2) a deputy chairperson (to be known as ‘the Vice-Chairperson of An Taisce’); and

- (3) a person (the “Speaker”) who shall not be a member of the Board, to exercise the functions conferred on him or her by these regulations.
- 28) The Council may elect as Chairperson or Vice Chairperson a person who is not a member of the Council at the time at which the appointment of that person is made.
- 29) Where a person to whom regulation 28 above applies is elected as Chairperson or Vice Chairperson:
- (1) that person shall become a member of the Council; and
 - (2) the total number of members of the Council accordingly shall be increased for as long as that person remains as Chairperson or Vice Chairperson and has not been elected to the Council by the members of the Charity or has not become a delegate.
- 30) A person who before being appointed as Chairperson or Vice-Chairperson is not a member of the Board shall become a member of the Board upon becoming Chairperson or Vice-Chairperson and shall remain a member of the Board for as long as he or she remains Chairperson or Vice-Chairperson.
- 31) The Chairperson, Vice-Chairperson and the Speaker shall hold office for one year and shall then retire from office, but shall be eligible for re-election.
- 32) **REMOVAL OF CHAIRPERSON, VICE-CHAIRPERSON AND SPEAKER**
- (1) The Council may by resolution remove the Chairperson or the Vice-Chairperson provided that the resolution is supported by at least 60% of the members of the Council or at least 66% of the members of the Council present at the meeting and eligible to vote.
 - (2) A resolution under sub-regulation (1) above will only have the effect of removing a Chairperson or Vice Chairperson from the Council if he or she was appointed to the Council as a result of his or her election to the position of Chairperson or Vice Chairperson.
 - (3) The Council may by resolution remove the Speaker provided that the resolution is supported by at least 40% of the members of the Council or more than 50% of the members of the Council present at the meeting and eligible to vote, whichever is the greater.
 - (4) A resolution under sub-regulation (3) above shall not have the effect of

removing a Speaker from Council.

33) CASUAL VACANCIES FOR CHAIRPERSON, VICE-CHAIRPERSON AND SPEAKER

(1) On a casual vacancy occurring in the office of the Chairperson, Vice-Chairperson or Speaker, the Council shall appoint a person to fill the vacancy.

(2) At the time it makes an appointment under sub-regulation (1), the appointment is to be only for the remainder of the term of the former Chairperson, Vice-Chairperson or Speaker whose office is to be filled.

BOARD

34) The business of the Charity shall be managed by the Board, who may exercise all such powers of the Charity as are not required to be exercised by the Charity in general meeting or by Council, subject to the provisions of the Act and these articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Charity in general meeting: but no direction given by the Charity in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.

35) The Board shall endeavour to manage effectively the activities and resources of An Taisce and to implement its strategy. The Board shall consult with Council in the preparation and approval of the strategy and have regard to the comments of Council.

36) The Board shall appoint the secretary of the Charity (the “Secretary”) in accordance with the requirements of the Act for a fixed term of up to three years as stipulated by the Board. The Secretary may be, but is not required to be, a member of the Board and/or the Council. Subject to the requirements of the Act, the Board may remove the Secretary from the role at any time.

37) Council shall fix the number of directors on the Board within the range of a minimum of five and a maximum of eleven, including the offices of Chair, Vice-chair and Treasurer.

38) The Charity may by ordinary resolution increase or reduce the maximum and minimum number of directors, and the terms of their tenure of office and such changes shall be published in the by-laws.

39) Directors may not be employees of An Taisce or a subsidiary company of An Taisce. If a director is appointed and is not already a member of the

Charity, the appointee shall be admitted as a member of the Charity upon their appointment as a director.

- 40) The Chairperson and Vice-Chairperson shall automatically be members of the Board.
- 41) Other than the Chairperson and Vice-Chairperson, the Council in accordance with published procedures decided by the Council shall elect all members of the Board.
- 42) Except as provided in article 44 below, every member of the Board shall be appointed for three years, and retiring members shall be eligible for re-election once.
- 43) The Council shall endeavour to exercise its powers with the object of ensuring that, so far as is practicable, approximately 20% of the members of the Board will retire each year.
- 44) The Council may, exceptionally, appoint a member of the Board for a short term where this is necessary to fill a casual vacancy on the Board.
- 45) No person may be appointed or elected as a director without their written consent.
- 46) **TERM AND VACANCIES**
 - (1) No director or Secretary shall serve for more than six years in succession, and there must be a gap of at least two years before they can become eligible again to be a member of the Board or Secretary.
 - (2) A vacancy arising in the offices of Treasurer or one or more of the ordinary directors, other than at the normal expiry of their term of office; may be filled by Council using the same procedure outlined for the re-election of all the directors. No person may hold more than one of these offices at any one time.
- 47) **ESTABLISHMENT OF COMMITTEES AND ADVISORY PANELS**
 - (1) The Board may from time to time establish and dissolve committees and advisory panels. A committee established under this article: -
 - a. may consist of three or more persons
 - b. may include persons who are not members of the Board, and
 - c. except in the case of an advisory panel, must include at least one

member of the Board

- (2) The Board may delegate any of its functions to any committee established under this article.
- (3) A committee established under this article shall report to the Board in accordance with any instructions given by the Board.
- (4) A committee established under this article shall keep a proper record of its proceedings.

48) EMPLOYEES

- (1) The Board may appoint employees of the Charity and fix their remuneration and conditions of employment.
- (2) The Board shall appoint a Chief Executive Officer as an employee and fix their remuneration and conditions of employment.
- (3) The Board may delegate any of its functions to any employee of the Charity.
- (4) Employees shall report to the Board in accordance with any instructions given by the Board.

49) REGULATION OF PROCEDURES

- (1) The Board may from time to time make by-laws for the management and administration of the Charity, the holding of meetings (which may take place either in person or using an electronic meeting system) and the conduct of the business of the Charity, the Board, and any committee or advisory panel.
- (2) Council shall make by-laws under its specific powers. Board shall publish these particular by-laws in the general by-laws noting that they are made by Council.
- (3) Without prejudice to the generality of sub-article (1) above, by-laws made under that paragraph may specify the quorum for any committee, sub-committee or advisory panel.
- (4) Subject to any by-laws made under sub-article (1) above, the Board, and any committee, sub-committee or advisory panel shall each have the power to regulate its own procedures.
- (5) The Council shall have the power to regulate its own procedures subject

to compliance with the by-laws.

50) APPOINTMENT OF DIRECTORS

- 1) A meeting of Council shall be held not less than two months and not more than three months after the date of upon which the AGM takes place at which retiring directors shall retire or resigning directors resign and an election shall be held for new directors.
- 2) Candidates shall have the right to address the meeting of Council prior to the vote on their candidacy, subject to any time limit or other conditions decided by the Speaker.
- 3) Any member of An Taisce is eligible to seek election as a director (provided the member was not an employee of the Charity or a subsidiary of the Charity within the past three years and/or provided the member is not disqualified from acting as a director or as a 'Charity Trustee' as defined in the Charities Act, 2009.).
- 4) The Secretary shall give notice to members of Council of the meeting of Council at least one month in advance. This notice shall note that, as applicable, the Chairperson and Vice Chairperson, Treasurer and ordinary directors shall be elected in that order. The notice shall also note the number of further directorships that are available for election.
- 5) The Council's Nominations Committee shall provide a list of nominees in writing to the Secretary at least 14 days before the date of the meeting. The nominees must have confirmed their willingness to be nominated in writing. Nominations shall list the position or positions (Chair, Vice-Chair, Treasurer, ordinary director) that the nominee is being nominated for.
- 6) The Secretary shall circulate a list of valid nominations to Council and all valid nominees within 7 days of the meeting of Council. The list shall include the names of the proposer, seconders and the position or positions for which the nominee is being nominated.
- 7) The Secretary shall present to the meeting of Council the names of the eligible candidates for each office.
- 8) The meeting shall proceed to the election of the Chairperson, Vice-chairperson, Treasurer and ordinary directors, in that order, as applicable.
- 9) In the event that there is only one candidate for any of these offices,

that candidate shall be deemed elected, unless a poll is called for.

- 10) In the event that there is no candidate for any of these offices, that office shall remain vacant pending its filling at a later date by Council.
- 11) In the event that there are no more candidates than the number of other directorships for appointment, the candidate or candidates shall be deemed elected, unless a poll is called for, in which case each candidate will be voted on individually.
- 12) In the event that there are more candidates than the number of other directorships for appointment, the Speaker shall take a poll whereby members vote for each candidate in order of preference. The votes shall be counted according to method prescribed in the by-laws of the Charity.
- 13) Candidates, who are members of Council, are eligible to participate in any poll except the poll on their own appointment.
- 14) The Council shall ensure that each new member of the Board is given within a reasonable period of his or her election, an appropriate induction in the affairs of the Charity and the responsibilities of the Board.
- 15) The Council shall ensure that each member of the Board is given a copy of these articles and any amendments made to them, and a copy of the Charity's latest report and statement of accounts.

51) TERMINATION OF MEMBERSHIP OF BOARD

- (1) A person shall cease to be a member of the Board if he or she:
 - a. is removed by ordinary resolution of which extended notice is given in accordance with section 181(1)(a) of the Act, notwithstanding anything in these articles or in any agreement between the Charity and such director;
 - b. is disqualified from acting as a 'Charity Trustee' under section 55 of the Charities Act, 2009;
 - c. is absent without the permission of the Board from three consecutive Board meetings and the Board resolve that his or her office be vacated;
 - d. applies for or holds any paid employment in the Charity or a subsidiary of the Charity;

- e. becomes of unsound mind;
- f. is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest;
- g. is subject to any other disqualification as provided by law;
- h. gives notice in writing of his or her intention to resign to the Chairperson;
- i. is removed by the Council under the power granted to it under article 57(4); or
- j. is perceived to be in contravention of the by-laws and the Board resolve that his or her office be vacated.

52) DUTIES OF DIRECTORS

The directors shall cause proper minutes to be made: -

- (1) of the names of the directors present at each meeting of the Board and of any committee of the directors; (b) of the proceedings and resolutions at all meetings of the Charity, of Council, of the Board, and of committees of directors and of Council.
- (2) the minutes of all meetings shall be made available to members of Council on request

53) PROCEEDINGS OF DIRECTORS

The Board shall meet together for the dispatch of business, and may regulate their meetings as they think fit.

- (1) Questions arising at any such meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote, save to the extent that the company's by-laws provide otherwise.
- (2) Directors may, and the Secretary on the requisition of two directors shall, at any time summon a meeting of the Board.
- (3) The Board shall usually meet at least once every month, and must meet not less than ten times each year.
- (4) The quorum necessary for the transaction of the business of the Board shall be four members of the Board, unless there are less than four Board members, in which case the quorum shall be all the members of the

Board.

- (5) All acts done by any meeting of the Board 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 election 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.
- (6) A resolution in writing, signed or agreed by email by all the directors for the time being entitled to receive notice of a Board meeting shall be as valid as if it had been passed at a Board meeting duly convened and held.
- (7) A director may not vote in respect of any contract, appointment, matter or arrangement in which he or she is interested or any matter arising therefrom, and he or she shall not be counted in the quorum present at the meeting.

54) SECRETARY AND TREASURER

The offices of Secretary and Treasurer shall have principal responsibilities as follows:

- (1) The Secretary shall carry out the functions required by law of a company secretary. The Secretary shall also act as secretary to the Council. The Secretary shall supervise the keeping of registers, records and minutes.
- (2) The Treasurer shall report to the Board on the Charity's financial management, accounting, reporting and controls, for which the Board has collective responsibility.

COUNCIL

- 55) The Council shall elect the members of the Board and hold them to account.
- 56) The Council's responsibilities shall include: -
 - (1) monitoring the fulfillment by the Charity of the objects stated in its Constitution;
 - (2) electing and, if necessary, removing the Chairperson and Vice-Chairperson of the Charity;
 - (3) electing and, if necessary, removing members of the Board;
 - (4) monitoring the performance of, and calling to account the Board in its

control and management of the administration of the Charity;

(5) arranging the procedures for election of members of the Council;

(6) making available annually to the members of the Charity a report on the activities of the Council;

(7) to regulate the membership of the Charity.

57) The powers of the Council are as follows:

(1) To call an EGM (in addition to the power of members to do so)

(2) To establish a committee of inquiry to investigate any aspect of the affairs of the Charity.

(3) To pass motions of confidence or no confidence in the members of the Board individually or collectively.

(4) To remove members of the Board individually or collectively by a resolution of Council supported by at least 51% of the members of the Council or at least 66% of the members of the Council present at the meeting and eligible to vote, whichever is greater.

58) The Council and its Speaker will not communicate externally on behalf of An Taisce without prior approval of the Board. External communications will be managed by the Board and the President.

COMPOSITION OF THE COUNCIL

59) Council shall be comprised of the following: -

(1) delegates of Local Associations;

(2) members elected at an AGM;

(3) co-opted members;

(4) the Chairperson;

(5) the Vice-Chairperson;

(6) the President; and

(7) the immediate Past President

Council may co-opt up to five other members. All members of Council must be members of An Taisce.

- 60) Each recognised Local Association is entitled to appoint a delegate as a member of Council, in accordance with any articles for the conduct of Local Associations. If an association has over 40 members it may appoint a second delegate. For each delegate a deputy shall also be appointed to serve in the absence of the delegate. If a Local Association has two delegates and two deputy delegates then either deputy delegate can deputise for either delegate. The names of the delegates and deputies appointed for the coming year shall be notified to the Secretary at least 35 days prior to the AGM. Local Associations may appoint a delegate or deputy delegate who is a director of the Charity. If the number of members in an Association falls below 40 the second delegate may continue until the following AGM.
- 61) Changes to delegates or deputy delegates shall be sent in writing to the Secretary at least 5 days before a meeting of the Council.
- 62) A number of members equal to the number of Local Association delegates plus one shall be elected to the Council.
- 63) The term shall be three years unless the member is required to resign by the requirement that 33% of elected members must resign each year.
- 64) 33% of the elected members of Council rounded up to a whole number shall retire each year but may be re-elected for a further three year period. The elected members of Council to retire in any year shall be those who have been longest in office since their last election, but as between persons who become members of the Council on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 65) Any member of An Taisce (other than a member who has been an employee of the Charity or a subsidiary company in the past three years) may seek election to Council. Candidates who are not already members of Council shall send their nomination in the prescribed form, proposed and seconded by two other members, to the Secretary at least 10 days prior to the AGM.
- 66) Members may not propose more than two members for election to Council. If they propose more than two members to Council all the nominations they have signed shall be considered void.
- 67) A report shall be circulated to the first Council meeting of each calendar year, listing the attendance of all Council members in the previous calendar year. Elected members of Council who fail to attend a minimum of 50% of the meetings in the previous calendar year shall be removed from Council at that meeting, unless Council decides otherwise. Council members removed

under this Article shall not be eligible for elections for two years.

- 68) Provided that they meet all other eligibility criteria, current members of Council are eligible to stand for re-election without proposal and seconding, but must notify the Secretary in writing of their intention to seek re-election at least 35 days prior to the AGM.
- 69) No Council member who is delegated, elected or co-opted shall serve more than six years in succession, and there must be a gap of at least two years before they can become eligible again to be a member of Council.
- 70) The Secretary shall state the following in the AGM notice:
 - (1) the current list of Local Associations;
 - (2) the names of the incoming Local Associations delegates and deputy delegates;
 - (3) the names of any members who were co-opted during the previous year and the dates they were co-opted and resigned, if they have since resigned;
 - (4) the names of the elected members who are continuing or resigning and the dates of their elections in the previous six years;
 - (5) the number of positions available for election;
 - (6) the name of the current President and the date of the President's election (and re-election if relevant); and
 - (7) notice of a vacancy in the office of President if it is vacant.
- 71) The Secretary shall present to the AGM the names of the eligible candidates for election to Council and election of President (if relevant). The Secretary shall state if any of the candidates are directors of the Charity or any subsidiary companies.
- 72) The election of Council members shall take place at the AGM. Candidates shall have the right to address the AGM, subject to any time limit or other conditions decided by the President, prior to the vote on their candidacy unless candidates have been given the opportunity to submit a statement to be published in advance on the Charity's website at a URL made available on the AGM notice, as set out in the by-laws.
- 73) In the event that there are more candidates than the number of Council places for election, the President shall take a poll whereby members vote for

each candidate in order of preference.

- 74) In the event that there are no more candidates than the number of members for appointment, the candidate or candidates shall be deemed elected, unless a poll is called for, in which case each candidate will be voted on individually.
- 75) Save to the extent that the company's by-laws provide otherwise, elections shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.
- 76) The term of office of Council members who are delegated or co-opted shall expire on the date of the AGM following their appointment.
- 77) Council members shall not be co-opted at an Annual General Meeting. No members shall be co-opted at a Council meeting without circulating notice of the proposed co-opting to the Council in advance.
- 78) A person who has an interest in another organisation whose ethos, mission, or strategy are incompatible with those of An Taisce or an organisation that may compete with An Taisce may not serve as a member of the Council unless the Council resolves that that person is a fit person to act as a member of the Council.
- 79) A person who would be disqualified from acting as a 'Charity Trustee' as defined in the Charities Act, 2009 may not serve as a member of the Council unless the Council resolves that that person is a fit person to act as a member of the Council.
- 80) If, whilst a person is serving as a member of the Council, an event occurs which would disqualify that person from acting as a 'Charity Trustee' as defined in the Charities Act, 2009:
 - (1) That person shall, immediately upon the event happening, cease to be a member of the Council, but
 - (2) That person may subsequently stand for re-election or re-appointment if the Council resolves that, notwithstanding the event, that person is a fit person to act as a member of the Council.
- 81) A member of the Council may resign at any time by giving notice in writing to the Secretary.

PROCEEDINGS OF COUNCIL

- 82) The Council shall meet for business at least five times a year, on dates to be fixed at least one month in advance by Council. The business of the meetings shall relate principally to matters arising from the powers and duties of the Council. Notice of meetings and the agenda shall be sent to all Council members by the Secretary.
- 83) The Secretary of the Charity, on the requisition of 25% or more members of Council, shall summon a special meeting of Council, in addition to any arranged in the usual way.
- 84) The quorum necessary for the transaction of business may be fixed by the Council in advance and, unless so fixed, shall be eight.
- 85) Save to the extent that the company's by-laws provide otherwise, questions arising shall be decided by a majority of votes. The Speaker shall have a vote. In case of an equality of votes, the President shall have a second or casting vote. In the absence of the President the person chairing the meeting shall have a second or casting vote.
- 86) In exceptional circumstances, the President, Chairperson or Speaker may put a resolution to Council in writing for a decision outside a formal Council meeting. Such a resolution must be sent by the Secretary to all members of Council with sufficient information as to the nature of the resolution and the necessity for holding a vote outside a Council meeting. The notice shall include a ballot paper or electronic form. The responsibility rests with the member to get a confirmation of receipt of the electronic or postal ballot before the deadline for responding. The decision shall be as valid and effective as if the resolution had been passed at a meeting of the Council. In case of an equality of votes, the President shall have a second or casting vote.
- 87) The Secretary shall ensure that the Charity keeps proper records of the attendance at meetings and the business conducted by Council.
- 88) The Council Agenda shall be sent out at least seven days in advance of the meeting.
- 89) Council may request a Director to attend a meeting of Council where matters being discussed directly affect that Director's area of responsibility.
- 90) Local Associations may be represented by a named deputy delegate in a delegate's absence.

NOMINATIONS COMMITTEE

- 91) The Council shall appoint a committee to be known as a Nominations Committee to assist the Council in identifying, attracting and vetting suitably qualified candidates for immediate or future appointment to the Board, or to appoint the Chairperson or Vice-Chairperson.
- 92) The size and criteria for membership of each Nominations Committee shall be determined by resolution of the Council provided that at least one member of each Nominations Committee shall be a person who is external to the Charity.

COMMITTEES OF INQUIRY

- 93) The Council by resolution may establish a committee of inquiry to investigate any aspect of the affairs of the Charity. Save to the extent that the company's by-laws provide otherwise, a resolution under this article shall be decided by a majority of votes and where there is an equality of votes, the Chairperson shall have a second or casting vote.
- 94) The composition, procedures and terms of reference of a committee of inquiry established under this clause shall be specified in the resolution by which the committee is established.
- 95) A committee of inquiry shall report back to the Council and the Council shall then decide what action, if any, to take under its powers in article 57.

LOCAL ASSOCIATIONS

- 96) Members may join together to form Local Associations to further the objects of An Taisce.
- 97) The Board shall make regulations for the establishment and conduct of Local Associations, provided that such regulations do not contravene any of the provisions herein contained or amount to such an addition to or alteration of these articles as could only legally be made by special resolution of the Charity. Local Associations shall operate in accordance with the regulations established by the Board.
- 98) Each Local Association shall be responsible for its own finances. No Local Association may incur debts in excess of its net assets. Each Local Association shall keep proper records of its activities and finances. Such records shall be made available on request to Council or to the Board.
- 99) Each Local Association shall submit a report of its activities and a

financial statement annually to the Secretary of the Charity.

- 100) The accounts of An Taisce may exclude amounts held by Local Associations except where such amounts are considered material by the Board or by the auditors.
- 101) Any Local Association may be wound up by the Board provided that notice of such intention is given in the notice convening the meeting of the Board; but the Local Association concerned shall be given twenty-one days' notice of the proposal for its winding up, and the said Local Association's Chairperson and Secretary shall have the right to attend the meeting of the Board to hear the reasons for the proposed dissolution and shall be given reasonable opportunity to be heard. When a Local Association is wound up none of its members thereafter may purport to speak or act on behalf of the Charity or in its name. When a Local Association is wound up the delegates of the Local Association may continue to be members of Council until the holding of the next AGM.
- 102) No Member of the Charity may act as chairperson, vice-chairperson, secretary, treasurer or planning officer of a Local Association if such Member (i) holds any office of profit under the Charity; or (ii) is directly or indirectly, knowingly interested in any contract with the Charity and fails to declare to the association the nature of his/her interest therein; if disqualified from acting as a 'Charity Trustee' as defined in the Charities Act, 2009.
- 103) On request, the minutes, accounting records or correspondence files of any Local Association and of any committee shall be made available to the Board (or to any person or persons appointed by the Board) or to any committee to whom the Local Association or the committee concerned is responsible. No other person, other than the Auditor of the Charity, or any person authorised by a Court, shall have the right or access to the documents mentioned herein.
- 104) No person shall speak for a Local Association or act on its behalf without the authority of the committee of that Local Association, or a General Meeting of that Local Association.

SUBSIDIARIES

- 105) The Charity may form subsidiary companies to further its objects, providing always that:
- (1) Subsidiary companies shall remain in the ownership of the Charity, and no shareholding or interest in them shall be held by any other person or

body unless approved at a General Meeting of the Charity.

(2) The appointment and removal of directors of subsidiary companies shall be subject to the approval of the Board.

(3) Properly audited annual accounts of each subsidiary shall be presented to the members of the Charity by the Board at each AGM.

GENERAL MEETINGS

106) All general meetings of the Charity shall be held in the State, at such time and place (or using an electronic meeting system) as the Board shall appoint.

107) The Charity 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 15 months shall elapse between the date of one Annual General Meeting of the Charity and the next. Where it is lawful, natural disasters, national emergencies, public health emergencies, or other extreme events, will be deemed to constitute a force majeure event, and, accordingly, trigger the postponement of the AGM until such time as the aforementioned event has been resolved. Make sure remote meetings are across the board

108) All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

109) The Board may, whenever they think fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by Section 178 of the Act.

110) An Extraordinary General Meeting shall also be convened upon a requisition by a majority of the members of the Council, or the majority of Council members present at a properly convened Council meeting; in the same manner as provided by Section 177 of the Act.

111) The provisions in the Act on the convening of extraordinary general meetings on requisition of members, when members of the Charity representing not less than 50% of the total voting rights of all the members having at the said date a right to vote at general meetings of the Charity, shall also apply on the requisition of 100 members, using the procedures in the Act.

NOTICE OF GENERAL MEETINGS

112) Subject to Section 181(2) of the Act, the Annual General Meeting shall

be called by 21 clear days notice in writing at the least. The notice shall specify the place or electronic meeting system, the day and the hour of meeting and the general nature of the business for which the meeting is called, and shall be given to such persons as are under these articles entitled to receive notices from the Charity in such form and manner as the Board may prescribe in by-laws from time to time.

- 113) Notice of any motion proposed to be made at an Annual General Meeting shall be delivered to the Secretary of the Charity 35 clear days before the meeting at which the motion is to be proposed. Such notice shall be signed by the proposer and one seconder, being members of the Charity, and no motion shall be entertained by a general meeting unless notice thereof has been given as aforesaid. The Secretary shall publish all valid motions on the Charity's website seven days in advance of the Annual General Meeting.
- 114) The notice for Extraordinary General Meetings shall be 14 days. The Agenda must be published on An Taisce's website five days before the date of the meeting and the notice must give the link to the page where the agenda will be published. Any motions proposed to be made must be included on the Agenda. Motions must be received by the Secretary nine days before the meeting, signed by the proposer and one seconder being members in good standing.
- 115) The AGM Notice will note all changes to the Board since the previous AGM.

PROCEEDINGS AT GENERAL MEETINGS

- 116) 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 election of members of Council; the consideration of the audited accounts and auditors' report; the consideration of reports of the Board; the re-appointment of the auditors, and the remuneration of the auditors. Special business shall not be dealt with at any General Meeting of the Charity unless the nature of the special business is specified in the notice convening the meeting.
- 117) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided twenty Members personally present shall be a quorum.
- 118) 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 or

of Council, 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 electronic meeting system, or to such other day and at such other time and place or electronic meeting system 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.

- 119) The President shall chair every general meeting of the Charity, or if there is no President, 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 members present shall elect one of their number to chair the meeting. In what follows the term President shall be understood to mean also a duly appointed substitute for the President, in chairing a meeting.
- 120) The President may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting to another time at the same place or online meeting system on the same day, or to another time, day and place or online meeting system, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned to another day, at least 7 days notice of the adjourned meeting and the unfinished business to be transacted there shall be published on the Charity's website.
- 121) Save to the extent that the company's by-laws provide otherwise, questions arising shall be decided by a majority of votes. At any general meeting a resolution may be adopted and shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: -
- (1) by the President; or
 - (2) by at least ten members present in person and entitled to vote.
- 122) Unless a poll is so demanded, a declaration by the President that a resolution has, on a show of hands, been carried by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Charity, shall be conclusive evidence of the fact without proof of a number or proportion of votes recorded in favour of or against such resolution.
- 123) The demand for a poll may be withdrawn by the original requesters prior to the poll being conducted.
- 124) A poll demanded on the election of a chair of the meeting, or on a question of adjournment, shall be taken forthwith. Every other poll shall be

taken at such time and in such manner as the President directs.

125) In the case of an equality of votes, whether on a show of hands or on a poll, the President shall be entitled to a second or casting vote.

126) At general meetings the following parts of the proceedings shall take place in the following order. The Secretary shall note this on the AGM notice.

(1) Election of President, if the role is vacant; and

(2) Election and appointment of Council members.

VOTES OF MEMBERS

127) Every Member shall have one vote, unless specified otherwise in the by-laws.

128) Membership shall be granted to any qualifying person (as defined in article 12) over the age of 12 years.

129) 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 President of the meeting whose decision shall be final and conclusive. Complaints after the fact about a failure by a member to declare an interest shall be addressed by Council.

130) On a poll votes may be given either personally or by proxy. No proxy votes are allowed on a show of hands. If proxy votes are being used, then a poll must be used.

131) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a member of the Charity. A proxy can not act for more than one member at any meeting.

132) 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 registered office of the Charity or at such other place within the State or at a designated electronic system as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in

the case of a poll, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

133) 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. This does not apply if notice in writing of such death, insanity or revocation as aforesaid is received by An Taisce at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

134) An instrument appointing a proxy may be in the following form, or any other form which the Council shall approve:-

AN TAISCE – The National Trust for Ireland (the “Company”)

[Name of member] (the “Member”) of [Address of Member] being a member of An Taisce 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 An Taisce 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.

Name of Member.....

Signature of Member.....

Dated [date]

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS.

135) Any body corporate which is a member of the Charity may by resolution of its directors or other governing body authorise a person to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Charity.

SECRETARY

136) A provision of the Act or these Articles requiring or authorising a thing to be done by a director and the Secretary shall not be satisfied by its being done by the same person acting both as director and as the Secretary.

THE SEAL

137) The seal shall be used only by the authority of the Board, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director.

ACCOUNTS

138) The Board shall cause proper books of accounts to be kept relating to: -

- (1) all sums of money received and expended by the Charity and the matters in respect of which the receipt and expenditure takes place;

(2) all sales and purchases of goods by the Charity; and

(3) the assets and liabilities of the Charity.

Such books of account shall give a true and fair view of the state of the Charity's affairs and to explain its transactions.

139) The books shall be kept at the office or at such other places or electronic storage systems as the Board thinks fit, and shall be open to the inspection of the Members under conditions made by the Board.

140) The Board shall cause to be prepared and to be laid before the Annual General Meetings of the Charity such profit and loss accounts, balance sheets, group accounts and reports as are required by law.

141) A copy of such accounts and reports (including every document required by law to be annexed thereto) which are to be laid before the Annual General Meeting of the Charity together with a copy of the directors' report shall, not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled to receive them. Instead of sending the accounts with the reports, the accounts may be published on the Charity's website, not less than 21 days before the date of the Annual General Meeting, at a link referenced in the reports sent to every person entitled to receive them.

AUDIT

142) Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

143) A notice may be given by the Charity to any member either personally or by sending it by post to him at his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of one working day after the letter is posted.

144) A notice may be given by the Charity to any member by email, provided the member has supplied his e-mail address to the Charity and has not refused to accept communications by email. Where a notice is sent by email, it shall contain the same information as such notice given in person or sent by post, and shall be deemed to have been effected at the expiration of 24 hours after the e-mail message is sent.

145) Notice of every general meeting shall be given in any manner

hereinbefore authorised to: -

- (1) every member;
- (2) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (3) the Auditor for the time being of the Charity.

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

INDEMNITY

147) Every director or officer of the Charity:

- (1) shall be entitled to be indemnified out of the assets of the Charity against all losses or liabilities which he or she may sustain or incur in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any proceedings or application referred to in or under ss. 233 or 234 of the Act in which relief is granted to him or her by the court.
- (2) shall be entitled to be indemnified out of the assets of the Charity against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no director or officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Charity in the execution of the duties of his or her office or in relation thereto. This article shall have effect only insofar as its provisions are not void under s. 235 of the Act.

TRANSITIONAL PROVISIONS

148) If this Constitution is adopted at the 2020 AGM, the articles on the appointment of the Board and Council members will first apply to the election of members at the 2021 AGM. The relevant by-laws shall be published on the Charity's website at least 28 days in advance of the 2021 AGM.

149) The six-year rules on the rotation of directors and Council members will start counting from June 2017. Members who have already served for six years as at 1 June 2017 will not have to be rotated off due to six years service until 2023.

