COMPANIES ACTS, 1963 TO 2009

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

THE ROYAL INSTITUTE OF THE ARCHITECTS OF IRELAND

Amended as per Special Resolution approved at AGM of 27/09/12
COMPANIES ACTS, 1963 - 2009

COMPANY LIMITED BY GUARANTEE AND
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MEMORANDUM OF ASSOCIATION

-OF-

THE ROYAL INSTITUTE OF THE ARCHITECTS OF IRELAND

1. The name of the company is “The Royal Institute of the Architects of Ireland” (hereinafter referred to as ‘The Institute’).

2. The main object for which the Institute is established is to undertake and encourage the general advancement of architecture for the benefit of the community and to promote and facilitate the acquirement of the knowledge of the various arts, sciences and skills connected therewith. The Institute seeks to achieve this object by being a centre of excellence for the advancement of education, information, advice and support in all matters related to architecture.

3. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only:

(a) To develop outreach programmes to achieve a wider social, cultural, political and public awareness and appreciation of architecture.

(b) To promote the need for research and development in architecture, conservation, construction, urban design, the built environment and associated arts and sciences.

(c) To provide professional education and training to architects and to support architects practising in Ireland.

(d) To foster and promote union, professional integrity, and honourable practice and relations in the architectural profession (the “Profession”) and discourage and bring an end to any dishonourable and unprofessional conduct or practices which may arise in the Profession.

(e) To promote good feeling and friendly intercourse among architects and afford means of adjusting professional differences (including differences with clients of members), and to decide all questions of usage or courtesy in connection with the Profession.

(f) To do all such things necessary to carry out and give full effect and purpose to the Institute’s role as “Registration Body” as defined in the Building Control Act 2007, the aims of which Act include the betterment of the quality of the built environment and for the protection of consumers generally, and as “Competent Authority” in Ireland as defined in the EU Mutual Recognition of Professional Qualifications Directive (2005/36/EC),
4. The following are the powers of the Institute:

(i) To obtain and consider information respecting competitions and other matters affecting architects or architecture, and, where practicable, to advise committees and others desiring professional aid.

(ii) To confer with and advise kindred institutes, associations, and societies, public bodies and others, on all matters affecting architects and architecture.

(iii) To establish, form, and maintain a museum, gallery, and library, or other collection of architectural works, and objects of art, and to acquire by purchase, donation, or otherwise, books, designs, pictures, prints, drawings, scientific and other instruments, and other articles of interest or of use in connection with the profession or the training thereof.

(iv) To increase the confidence of the public, and advance and encourage professional study, either directly or through the medium of kindred institutes, associations or societies, by organising classes for study, competitions for prizes to be given by or with the approval of the Institute, and the delivery of lectures, and by examinations, accreditation or such other means as may be thought expedient.

(v) To subsidise, assist, accept assistance from, undertake the functions and work of, co-operate, or enter into arrangements with any other institutes, associations, societies, or public bodies or departments, with the view of achieving or furthering any of the objects of the Institute, provided that no breach shall be committed of Clause 5 of this Memorandum.

(vi) To collect, receive, earn and hold funds and property of any description, real, personal, or mixed, acquired by voluntary contribution, subscriptions, gifts, legacies, donations, endowments, or otherwise, for prizes, medals, exhibitions, studentship, scholarships, or for all or any of the objects of or connected with the Institute.

(vii) After complying with all the requisites from time to time required by law in that behalf, to receive and hold any donations or endowments consisting of property of any description, real, personal, or mixed, which have been or may be given for any benevolent purposes, connected with Architecture.

(viii) To acquire by purchase, lease, exchange, donation, or otherwise, any real or personal property, and to construct, alter, maintain, and furnish any buildings required for any of the purposes of the Institute, or for any library, gallery, or museum connected therewith, and to sell, let, or lease, mortgage or charge or otherwise deal with any part of the property real or personal, movable or unmovable of the Institute in such manner as may from time to time be determined.

(ix) To raise, borrow and secure money, and to issue debentures, deposit, pledge, mortgage, or charge all or any part of the property of the Institute, present or future, and to indemnify and give security to any person contracting on behalf of, or incurring, or about to incur, any responsibility or liability for the Institute, or guaranteeing loans, advances, or overdrafts made or about to be made to the Institute.
(x) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Institute, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or company or the dividends or interest of any securities.

(xi) To invest any entry fees, surplus income, funds, donations or endowments, in such securities as trustees are permitted by the High Court of Justice to invest in, or in such other securities as may be directed or authorized by any will, deed, or other document creating a trust in favour of the Institute, or under which the Institute derives any sum of money or other benefit.

(xii) To carry on any other business which may seem to the Institute capable of being conveniently carried on in connection with the main object.

(xiii) To accumulate capital for any purposes of the Institute, and to appropriate any of the Institute's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.

(xiv) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Institute's main object, and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.

(xv) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Institute’s main object by any person or company.

(xvi) To do all such lawful things as are incidental or conducive to the attainment of the above objects, or any of them. Provided always that it shall not be lawful for the Institute to impose on its members, or to support with its funds, or otherwise, or attempt to procure the observance by its members or others or any regulation or restriction which, if an object of the Institute, would make it a trade union.

Provided also that in case the Institute shall take or hold any property subject to the jurisdiction of the Commissioners of Charitable Donations and Bequests, the Institute shall, if required by the Revenue Commissioners, vest the property in special trustees thereof, and provided that as regards any such property the Institute shall not sell, mortgage, charge, lease, dispose of or otherwise deal with the property without such consent as may be required by law.

5. The income and property of the Institute, shall be applied solely towards the promotion of the main object(s) of the Institute as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, by way of profit to the members of the Institute. No member of the Council of Management or Governing Body shall be appointed to any office of the Institute paid by salary or fees, or receive any remuneration or other benefit in money or money’s worth from
the Institute. Provided that nothing herein shall prevent the payment in good faith by the Institute of:

(a) reasonable and proper remuneration to any member or servant of the Institute (not being a member of the Council of Management or Governing Body) for any services rendered to the Institute;

(b) interest at a rate not exceeding 5% per annum on money lent by a member of the Council of Management or Governing Body or other members of the Institute to the Institute;

(c) reasonable and proper rent for premises demised and let by any member of the Institute (including any member of the Council of Management or Governing Body) to the Institute;

(d) reasonable and proper out-of-pocket expenses incurred by any member of the Council of Management or Governing Body in connection with their attendance to any matter affecting the Institute;

(e) fees, remuneration or other benefit in money or money’s worth to any company of which a member of the Council of Management or Governing Body may be a member holding not more than one hundredth part of the issued capital of such company.

6. The liability of members is limited.

7. Every member of the Institute undertakes to contribute to the assets of the Institute in the event of the Institute being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the Institute, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding €1.

8. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the proceeds or property shall not be paid to or distributed among the members of the Institute, but if and so far as effect can be given to the next provision, shall be given or transferred to some other charitable institution or institutions having objects similar to the main objects of the Institute. The institutions 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 members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 5 hereof, to be determined by the members of the Institute, at or before the time of dissolution, and in default thereof, by such Judge of the High Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then the property shall be given or transferred to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Institute, and of the matter in respect of which such receipt and expenditure takes place, and of the property, credit, and liabilities of the Institute, and, subject to any reasonable restrictions as to the time and manner of inspecting the accounts that may be imposed in accordance with the regulations of the Institute for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Institute shall be examined, and the correctness of the balance
sheet ascertained by two duly elected auditors. The annual accounts of the Institute shall be made available to the Revenue Commissioners on request.

10. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum of Association for the time being in force unless the addition, alteration or amendment shall have been previously submitted to and approved in writing by the Revenue Commissioners.
THE COMPANIES ACTS, 1963 - 2009

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

OF

THE ROYAL INSTITUTE OF THE ARCHITECTS OF IRELAND

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PRELIMINARY

1. At the date of adoption of these Articles the number of members (described collectively as "Registered Members") of the Royal Institute of the Architects of Ireland, hereinafter called "the Institute", is declared to be 1000 but the Council may at any time register an increase in the number of Registered Members.

2. These Articles shall be construed with reference to the provisions of the Companies Acts, 1963 - 2009, and the terms used shall be taken as having the same respective meanings as they have when used in that Act.

3. The "By-Laws" shall mean the By-Laws of the Institute. The Institute shall have power in General Meeting to make and ordain, vary, suspend or rescind such and so many By-Laws, Rules, Orders or Regulations as to it shall seem necessary, convenient and proper for the regulation and good government of the Institute and of the members and officers thereof, and generally for the proper management of the affairs of the Institute. Provided that no By-Law, Rule, Order or Regulation of the Institute shall amount to such an alteration of or addition to the Articles as could only legally be made by a special resolution in accordance with Section 141 of the Companies Act, 1963, but subject to this restriction, the Institute shall be at liberty from time to time to make new By-Laws, Rules, Orders or Regulations or vary, suspend, or rescind any of its By-Laws, Rules Orders or Regulations in such manner as it shall deem expedient.

4. The Institute is established for the purpose expressed in the Memorandum of Association.
MEMBERSHIP

5. All persons at present registered as members of the Institute together with such other persons as shall be elected as hereinafter provided shall be the members of the Institute. They shall be placed in classes corresponding with those to which they respectively belong or to which they shall be elected as hereinafter provided.

SECTION I

THE CONSTITUTION OF THE INSTITUTE


7. Architectural Technologists shall be persons who have passed through such course of study, scheme of architectural technology education or curriculum as may, from time to time, be approved by Council and who shall have obtained such practical experience and passed such examinations or assessments as may from time to time be prescribed or approved by Council.

8. Architectural Technologist Graduates shall be persons who have passed through such course of study, scheme of architectural technology education or curriculum as may, from time to time, be approved by Council and shall be exempted from such examinations or assessments as may from time to time be prescribed or approved by Council.

9. The class of Associate member will cease to exist on the expiry of the six year term of the most recently admitted Associate member to the Insitute, having been replaced by the class of Architectural Graduate member. Until such time, Associate members and Architectural Graduate members shall be treated as being the one class of members and the rights and duties of Architectural Graduate members as provided for by these Articles of Association and the By-Laws shall apply mutatis mutandis to the remaining Associate members save that Associate members shall continue to be entitled to use the affix ARIAI. Any Associate members wishing to renew membership on the expiry of their six year membership term, shall be transferred to the Architectural Graduate class of membership.

Architectural Graduates shall be persons who have passed or been exempted from such examinations as may from time to time be prescribed or approved by the Council, or who have such other qualifications as may be prescribed by the Council from time to time.

10. Members shall be persons admitted as Members prior to 13th June, 1963 or persons of good repute who shall have passed through such course of study, scheme of architectural education or curriculum as may, from time to time, be approved by the Council, and shall have passed such examinations as may from time to time be prescribed or approved by the Council; provided always that the Council shall be satisfied that such persons shall before they become eligible for election as Members have had such practical experience as shall from time to time be approved by the Council.
11. Fellows shall be (a) all persons who have been admitted as Fellows of the Institute prior to 13th June, 1963, and (b) such persons as shall be elected by a general vote of Members and Fellows, provided that they shall be Architects of good repute and are, in the opinion of the Council, worthy of that distinction.

12. Members and Fellows, being subscribers to the Institute, shall, subject to the provisions hereinafter contained and to the provisions of the By-Laws, be privileged to attend and vote at the meetings of the Institute, and to vote for the election of President, Honorary Secretary, Honorary Treasurer, Auditors and Council, save that they shall not be entitled to vote in the election of the Technologists Representative on the Council. Members and Fellows only shall be Registered Members and shall be entitled to exercise all the powers and subject to all the liabilities of members under the Companies Act, 1963. The remaining classes shall have such powers, privileges and liabilities only as in herein expressly conferred or imposed on them.

13. An Architectural Technologist, Architectural Technologist Graduate, Architectural Graduate, Member or Fellow or a member of any other class as the Institute may hereinafter determine, shall be entitled to obtain the Certificate of that class, subject to such conditions as the By-Laws may from time to time prescribe.

14. A Member, whilst continuing to be a subscriber to the Institute, may use the affix MRIAI and a Fellow, whilst continuing to be a subscriber to the Institute, the affix FRIAI. An Architectural Technologist, whilst continuing to be a subscriber to the Institute, may use the affix RIAI (Arch.Tech.). An Architectural Graduate shall not be entitled to use any affix indicating a connection with the Institute. An Architectural Technologist Graduate shall not be entitled to use any affix indicating a connection with the Institute.

15. Persons not being in architectural practice in Ireland, who are eminent in or have rendered distinguished service to architecture or the allied arts and sciences, shall be eligible to be associated with the Institute as Honorary Members and Honorary Fellows without any contribution. Honorary Members and Honorary Fellows shall be entitled to use the affix Hon. MRIAI or Hon. FRIAI respectively.

16. Any Member or Fellow who has reached the age of fifty-five years and has retired from practice, may, if so desirous, subject to the approval of the Council, be transferred to the Class of Retired Members or to the Class of Retired Fellows as the case may be. A Retired Member or Retired Fellow may continue to use the affix "MRIAI" or "FRIAI" respectively.

17. Architectural Technologists, Architectural Technologist Graduates, Architectural Graduates, Honorary Members, Honorary Fellows, Retired Members and Retired Fellows shall not have any vote in the affairs of the Institute except that Architectural Technologists shall have the sole right to vote in the election of one member of the Council. Honorary Members, Honorary Fellows, Retired Members and Retired Fellows shall not have the right to join in any discussions other than those relating to the subject of Education, Art and Science, but subject to any restrictions contained in the By-Laws, they shall have the privilege of being present at General Meetings and of access to the rooms of the Institute. Architectural Technologists, Architectural Technologist Graduates and Architectural Graduates shall have the privilege of being present at General Meetings and shall have the right to join in any discussions and shall have access to the rooms of the Institute.
OFFICERS

18. The Officers of the Institute consists of a President, a First Vice-President, a Second Vice-President, an Honorary Secretary and an Honorary Treasurer and such other honorary or paid officers as may be hereafter prescribed by the Institute in General Meeting. The Officers of the Institute may delegate such of their administrative duties and responsibilities to employees of the Institute as they shall from time to time see fit.

SECTION II.

THE CONSTITUTION OF THE COUNCIL.

19. The Council shall consist of:

(a) the President, the First Vice-President, the Second Vice-President, the Immediate Past-President, the Honorary Secretary and the Honorary Treasurer provided that they be Fellows or Members of the Institute;

(b) nine other members to be known as “Ordinary members of Council” being either Fellows or Members of the Institute;

(c) four other members being either Fellows or Members of the Institute to be known as “Regional members of Council” elected from the following four regions, each of whom shall reside in the region from which that person is elected:

(i) The Northern Region comprising the counties of Antrim, Armagh, Cavan, Derry, Donegal, Down, Fermanagh, Monaghan and Tyrone.

(ii) The Southern Region comprising the counties of Cork, Kerry and Tipperary.

(iii) The Eastern Region, excluding the County of Dublin, comprising the Counties of Carlow, Kildare, Kilkenny, Laois, Longford, Louth, Meath, Offaly, Waterford, Westmeath, Wexford and Wicklow.

(iv) The Western Region comprising the counties of Clare, Galway, Leitrim, Limerick, Mayo, Roscommon and Sligo.

(d) One member elected by Council at its first Meeting in each year, being either a Fellow or Member of the Institute;
(e) a nominee of the Architectural Association of Ireland, a nominee of the Architectural Graduates Association of the National University of Ireland and a nominee of the Architectural Graduates Association of the Dublin Institute of Technology, provided that in each case the nominee be nominated annually by the relevant Association and be a Fellow or Member of the Institute;

(f) a member elected by the Architectural Technologist members of the Institute being at the time of election, an Architectural Technologist member of the Institute.

20. The President, the Honorary Secretary and the Honorary Treasurer, shall respectively continue to hold office for two years and shall not be eligible for re-election until the expiration of two years from the termination of their respective periods of office. The Vice-President and the other members of Council shall be re-elected or nominated annually unless they be ex-officio members of Council.

21. Should the position held by the President, Vice-Presidents, Honorary Secretary, Honorary Treasurer or any one or more of the said members become vacant by the death or resignation of the holder thereof or by reason of the holder ceasing to be a Registered Member of the Institute at any time before the expiration of the full period of office, then a new election shall be held, as prescribed by the By-Laws, and the person or persons elected shall serve for the balance of the term of the former holder and shall be eligible for re-election for the ensuing term.

SECTION III

ADMISSION, ELECTION OR EXPULSION OF MEMBERS

22. Subject to and without prejudice to the provisions of these Articles, the Institute may from time to time make By-Laws regulating the mode of admission and election or expulsion of Architectural Technologists, Architectural Technologist Graduates, Architectural Graduates, Members, Fellows, Honorary Members, Honorary Fellows, Retired Members and Retired Fellows. No By-Laws made shall be repugnant to the Memorandum or Articles of Association or amount to such an addition to or alteration of these Articles as could only legally be effected by special resolution of the Institute passed in accordance with the Companies Act, 1963.

23. Any Architectural Technologist, Architectural Technologist Graduate, Architectural Graduate, Member, Fellow, Honorary Member, Honorary Fellow, Retired Member or Retired Fellow contravening the provisions of these Articles, or the By-Laws of the Institute or Council or the Code of Professional Conduct as approved by the Institute, or behaving in a manner which, in the opinion of the Council, is derogatory to the professional character of the Institute or who shall engage in any occupation which, in the opinion of the Council, is inconsistent with the profession of an Architect shall be liable to suspension or expulsion in such manner as may be provided by the By-Laws. Any Architectural Technologist, Architectural Technologist Graduate, Architectural Graduate, Member, Fellow, Honorary Member, Honorary Fellow, Retired Member or Retired Fellow who may be convicted of felony shall ipso facto cease to be a member of the Institute.

SECTION IV
THE ELECTION OF PRESIDENT, VICE-PRESIDENTS, OFFICERS AND COUNCIL.

24 The election of President, Vice-President, Officers (other than auditors) and other members of the Council shall be held at such time or times and in such manner as may be prescribed by the By-Laws.

SECTION V
THE CONTRIBUTION OF MEMBERS.

25. The Institute shall from time to time in General Meeting fix the contribution and fees to be paid by any or all classes (excepting Honorary Members and Honorary Fellows) and the mode of payment.

SECTION VI
THE DUTIES AND POWER OF THE COUNCIL.

26. The Council shall have the management and direction of all the affairs of the Institute, and may exercise all such powers of the Institute as are noted by the Companies Act, 1963, or any statutory provision for the time being in force or by the Articles required to be exercised by the Institute in General Meeting, subject nevertheless to any regulations of the Articles and to the provisions of the said Act and to such regulations or By-Laws not being inconsistent with the aforesaid regulations or provisions as may be prescribed by the Institute in General Meeting, but no By-Law or regulation made by the Institute in General Meeting or by the Council shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

27. The Council may regulate its own proceedings by Standing Orders or otherwise as it may see fit, and any act or proceeding of the Council shall not be invalidated by any vacancy in the Council, provided always that the number of members of Council be not reduced below one-half of the full number prescribed by these Articles.

28. The Council shall, subject to limitations or restrictions as By-Laws may from time to time prescribe, have the sole management of the income of the Institute and also the entire management and superintendence of all the other affairs and concerns thereof and the exclusive right nominating or engaging such officers and servants as may be deemed necessary or useful to the Institute, and of removing them if it shall think fit, and shall prescribe their respective duties, salaries or remuneration.

29. The Council may, subject to such limitations or restrictions as By-Laws may from time to time prescribe, apply the funds of the Institute in furthering professional education and in conducting or accrediting all examinations which the Institute may hold or recognise under the authority of these Articles, or which the Institute now is, or may hereinafter be, empowered or required to hold, and such other
examination, or examinations, as the Institute may from time to time think fit to establish or accredit, and in extending and improving (itself or through other organisations) the Library, Museum and Collections, and for other purposes connected with Architecture and in otherwise promoting the objects of the Institute.

30. The Council may in consultation with and subject, if necessary, to the agreement of the Minister for the Environment, Heritage and Local Government, its nominee or such other person as be prescribed by legislation, regulate and determine the fees to be paid by candidates in respect of all examinations which the Institute may hold under the authority of these Articles, or which the Institute now is, or may hereafter be, empowered or required by Statute to hold, and such other examination, or examinations, as the Institute may from time to time think fit to establish or accredit.

31. The Council may, apply any donations or endowments which have been or may be given to the Institute for any benevolent purpose connected with the profession of Architecture, but subject to any trusts, terms and conditions upon or subject to which the donations or endowments may have been given.

32. The Council shall draw up and lay before the Annual General Meeting a report on the state of the property and affairs of the Institute, and shall give an abstract of its proceedings during the year, and an account of the funds, including a balance sheet of the receipts and disbursements properly audited.

SECTION VII

DUTIES OF THE PRESIDENT, HONORARY SECRETARY AND HONORARY TREASURER

33. The duties of the President, Honorary Secretary and Honorary Treasurer respectively, save where otherwise provided by these Articles, shall be those defined by the By-Laws.

34. The President shall take the Chair at all meetings, regulate and keep order in all the proceedings of the Institute, state and put questions according to the sense and intention of the meetings and carry into effect the regulations of the Institute.

35. In the case of illness of the President, or of the President’s inability to act, all Presidential duties shall devolve on and be exercised by the First Vice-President or in the case of the latter’s illness or inability to act, the Second Vice-President.

36. In the absence of a President at a General Meeting the First Vice-President, or in the absence of the First-President, the Second Vice-President, or in the event of both Vice-Presidents being absent a member of the Council, on being elected, shall take the chair; and if no member of the Council be present the meeting may elect any Registered Member as Chairman.
SECTION VIII
THE DUTIES OF THE AUDITORS

37. Auditors shall be appointed, and their duties regulated in accordance with Sections 160 to 163 of the Companies Act, 1963, or any Statutory modification thereof for the time being in force, and for this purpose the said Sections shall have effect as if the word "Council" were substituted for "Directors".

SECTION IX
THE PROPERTY OF THE INSTITUTE

38. The Property of the Institute shall be under the control and management of the Council, but the Council shall not sell or otherwise dispose of, or mortgage or encumber the lands, tenements, hereditaments, or effects of the Institute, nor enter any lease or agreement on account of the said Institute for a longer term than five years, nor surrender any lease or agreement without the sanction of a Special Resolution passed by the Registered Members of the Institute.

39. Every book, manuscript, paper, drawing or model which may be presented to the Institute shall in consequence of such presentation be considered the property of the Institute unless there shall have been any previous engagement with its author to the contrary; and the Council may publish the same in any manner and at any time that it may think proper, but should the Council refuse or neglect within twelve months from its reception to publish the book, manuscript, paper, drawing or model the author shall have a right to copy and publish it under the author's own directions. No other person shall publish any paper belonging to the Institute without the previous consent of the Council.

SECTION X
GENERAL MEETINGS

40. An Annual General Meeting of the Institute shall be held in each year at such date as the Council or President may appoint to receive and deliberate upon the report of the Council on the state of the Institute, and to elect the Auditors for the ensuing year and no more than 15 months shall lapse between the date of one Annual General Meeting and the next. An Extraordinary General Meeting shall be held in each year to receive the result of the annual ballots for Council.

41. In addition and without prejudice to the provisions of Section 132 of the Companies Act, 1963, the Council or the President may at any time call an Extraordinary General Meeting of the Institute for a specific purpose and shall do so on the written requisition of ten Registered Members, which shall specify the nature of the business to be transacted.

42. Not less than fourteen days' notice shall be given of an Extraordinary General Meeting or twenty-one days' notice in the case of such a meeting for the passing of a Special Resolution or in the case of an Annual General Meeting. Twenty Registered Members shall form a quorum.
43. Other Extraordinary General Meetings of the Institute shall be held at such times and places and for the transactions of such business as may be prescribed by the Council.

44. Subject to Section 140 of the Companies Act 1963 concerning Annual General Meetings, all other meetings (including Extraordinary General Meetings of the Registered Members of the Institute and all meetings of the Council including any committees of the Council) may be conducted by the use of a conference telephone or similar facility provided always that the chairman of the meeting notes his satisfaction that all of the Registered Members of the Institute (in the case of meetings of Registered Members of the Institute) and that all of the Members of the Council (in the case of meetings of the Council):

(a) have been notified of the convening of the meeting and have the availability of the conference telephone or similar facility for the meeting; and

(b) can hear and contribute to the meeting

and such participation in a meeting shall constitute presence in person at the meeting.

NOTICES

45. A notice or document to be given, served or delivered to a member in pursuance of these Articles may be given to, served on or delivered to any member by the Institute:

(a) by handing the notice or document to the member or his/her authorised agent;

(b) by leaving the notice or document at the member’s registered address;

(c) by sending the notice or document by post or other delivery service in a pre-paid cover addressed to the member at his/her registered address or;

(d) by sending with the consent of the member, the notice or document by means of electronic mail or other means of electronic communication (as defined in the Electronic Commerce Act, 2000 including the making of information and or documents available on a website or by delivery, giving or sending the notice or document by electronic email) approved by the Council, to the address of the member notified to the Institute by the member for such purpose (or if not so notified, then to the address of the member last known to the Institute). Address in relation to electronic communications includes any number or address used for the purposes of such communications.
46. Where a notice or document is given, served or delivered pursuant to Article 44(a) or 44(b), the giving, service or delivery thereof shall be deemed to have been effected at the time the notice or document was handed to the member or his/her authorised agent, or left at his/her registered address (as the case may be).

47. Where a notice or document is given, served or delivered pursuant to Article 44(c), the giving, service or delivery thereof shall be deemed to have been effected at the expiration of 24 hours after the cover containing it was posted. In proving such service or delivery, it shall be sufficient to prove that such cover was properly addressed, pre-paid and posted.

48. Where a notice or document is given, served or delivered pursuant to Article 44(d), the giving, service or delivery thereof shall be deemed to have been effected at the expiration of 12 hours after despatch.

49. Notwithstanding the provisions of these Articles, if at any time by reason of the suspension or curtailment of postal services within the State, the Institute is unable effectively to convene a General Meeting by notices sent through the post, a General Meeting may be convened by a notice advertised on the same day on a website maintained by or on behalf of the Institute and the appearance of such notice on such website shall be advertised in at least one national daily newspaper published in the State and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day on which the said advertisement or advertisements shall appear. In any such case the Institute shall send confirmatory copies of the notice through the post or electronic mail to those members whose registered addresses are outside the State (if or to the extent that in the opinion of the Council it is practical so to do) or are in areas of the State unaffected by such suspension or curtailment of postal services and if at least ninety-six hours prior to the time appointed for the holding of the meeting the posting of notices to members in the State, or any part thereof which was previously affected, has become practical in the opinion of the Council, the Council shall send forthwith confirmatory copies of the notice by post or electronic mail to such members. The accidental omission to give any such confirmatory copy of a notice of a meeting to, or the non receipt of any such confirmatory copy by, any person entitled to receive the notice or document shall not invalidate the proceedings at the meeting.

50. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

(a) every member; and

(b) the auditors for the time being of the Institute.

No other person shall be entitled to receive notices of General Meetings.

51. Any requirement in these Articles for the consent of the member in regard to the receipt by such member of electronic mail or other means of electronic communications approved by the Council, including the receipt of the Institute's audited accounts and the Council's and auditor's reports thereon, shall be deemed to have been satisfied where the Council has written to the member informing him/her of its intention to use electronic communications for such purposes and the member has not, within 4 weeks of the issue of such notice, served an objection in writing on the Institute to such proposal. Where a member has given,
or is deemed to have given, his/her consent to the receipt by such member of electronic mail or other means of electronic communications approved by the Council, he/she may revoke such consent at any time by requesting the Institute to communicate with him/her hard copy paper form PROVIDED HOWEVER that such revocation shall not take effect until 5 days after written notice of the revocation is received by the Institute.

52. A member present either in person or by proxy, at any meeting of the Institute shall deemed to have received notice off the meeting, and where requisite, of the purposes for which it was called.

SECTION XI

BOARDS AND COMMITTEES

53. The Council have the power to appoint such Boards and Committees as it may think fit, and define the constitution and duties of such Boards and Committees, and the reports of such Committees shall be submitted in writing to the Council.

SECTION XII

ACCOUNTS

54. The Council shall cause proper books of accounts to be kept relating to;

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

(b) all sales and purchases of goods by the Institute; and

(c) the assets and liabilities of the Institute.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.

55. The accounts and books of account of the Institute shall be kept at the registered office and subject to any reasonable restrictions as to the time and manner of inspection that may be imposed by the Institute in General Meeting, they shall be open to the inspection of the Registered Members at all times during the usual business hours.

56. The Council shall from time to time in accordance with Sections 148, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Institute such income and expenditure accounts, balance sheets and reports as are required by those sections to be prepared and laid before the Annual General Meeting of the Institute.

57. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Institute together with a copy of the Councils' report and Auditors report shall, not
less than twenty one days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

SECTION XIII

WINDING UP

58. The provision of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Institute shall have effect and be observed as if the same provision were repeated in full in these presents.