



THE COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION

OF

IRELAND CHINA INSTITUTE

MEMORANDUM OF ASSOCIATION

1. Name:

The name of the Company (herein after called "the Institute") is "Ireland China Institute".

2. Register Office:

The Registered Office of the Institute will be situated in Ireland.

3. Company Type:

The Company is a Company Limited by Guarantee, registered under Part 18 of the Companies Act 2014.

4. Proviso to Objects Clause

The Institute shall not support with its funds any object or endeavour to impose or procure to be reserved by its members or others any regulation, restriction or condition which would make the Institute a trade union.

5. Main Objects

The main objects for which the Institute is established shall be:-

- a) The promotion of education, research and the advancement and the spread of knowledge of all aspects of Irish, Chinese and European political, cultural, social, economic and legal institutions and proceedings and relations, and in particular to the role and contribution of Ireland in the European, Chinese and wider international context and to the conduct and carry out of research either by its own officers, servants and staff, or any other persons or organisations, on all the aforesaid matters.
- b) Raising the level of knowledge of Ireland in China with particular regard to Ireland's membership and experience of the European Union; and
- c) Raising the level of knowledge of China in Ireland with particular regard to China's social and economic development and its role in international affairs.



6. Powers

The Institute shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the main objects and which powers may only be exercised in promoting the main objects. Any income generated by the exercise of these powers is to be applied to the promotion of the main objects:

- a) To provide an organisation to act as a forum for the benefit and service of the main objects and to stimulate public debate and informed public opinion in all relevant matters.
- b) To print, publish and circulate any newspapers, magazines, periodicals, books and pamphlets which may further the objects of the Institute.
- c) To act as trustee of any irrevocable trust established under Section 439(2) (a) (ii) of the Income Tax Act 1967 and the purpose of which serves to promote the main objects of the Institute.
- d) To promote, organise and/or fund private and public conferences both in Ireland and elsewhere, such conferences having as their subject matter topics relevant to the main objects of the Institute.
- e) To apply for and to collect contributions, subscriptions, and funds to aid research into all matters relevant to the primary objects.
- f) To collaborate with similar bodies and persons in Ireland and elsewhere for the purpose of furthering the main objects of the Institute.
- g) To establish and maintain a library and collection of literature, films, records and other materials relating to the main objects of the Institute and to afford facilities to approved persons for the use thereof.
- h) To establish and support or aid in the establishment and support of associations, institutions, funds and trusts for the benefit of or ancillary to promoting the main objects of the Institute.
- i) To make all practical arrangements for carrying on the work of the Institute including but not limited to engaging and providing in whole or in part for the remuneration or maintenance of servants and employees or any other person or persons engaged in promoting the main objects of the Institute.
- j) To receive and apply donations and subscriptions from persons or bodies corporate for the purpose of promoting the primary objects of the Institute and to hold funds in trust for the same, and to receive gifts or monies subject to annual or other payments and to disburse such funds on terms as shall be thought desirable for the purpose of achieving the primary objects of the Institute.
- k) To perform any lawful duty, function or act whatsoever in compliance with and to carry into effect any lawful directions or instructions in relation to any trust property vested in the Institute which may be given to the Institute by any duly constituted body entitled to give such directions or instructions whether the same relate to the capital or to the interest of such trust property.
- l) To administer, manage and conduct as trustee factor or agent in accordance with any trust expressed or implied affecting the same any trust property vested in the Institute otherwise than as bare trustee, and to exercise any rights of ownership, and to give bonds or guarantees on account of any covenant title, trust, or agency which may be undertaken by the Institute.
- m) For the purpose of promotion of the primary objects of the Institute, to lease, purchase, acquire, hold, manage, improve, sell, exchange, demise, let, mortgage, or dispose of any lands, buildings, houses, goodwill, intellectual or other property of any nature for any estate or interest therein, and either with or without buildings on such land as may be deemed expedient with a view to the promotion of the main objects of the Institute.



- n) To erect, maintain, alter, repair or restore any building, office, room or other building or any part of the same held by the Institute, or assist any such object and to provide the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences and accommodations.
- o) To borrow or raise money at interest, upon banking accounts or otherwise, by the issue of or upon bonds, debentures, bills of exchange, promissory notes, mortgages or other obligations or securities of the Institute.
- p) To invest all or any part of the funds held by the Institute temporarily or permanently, or any security (whether authorised for investment by trustees or not) or to invest in the purchase of land or stocks, shares or debentures of any company or corporation or generally on such securities and upon such terms as may be directed, or as the Institute may think fit and to vary such investments.
- q) To institute, conduct, defend or compromise legal proceedings by and against the Institute or its officers as such, and to do and authorise to be done all acts, deeds, or assurances which may be necessary to register the Institute or any of its properties in any such local or foreign register as may be found necessary or desirable
- r) To accumulate funds for any purposes of the Institute provided that the prior permission of the Revenue Commissioners is obtained in circumstances where the Institute intends to accumulate funds for a period in excess of two (2) years;
- s) To effect registration with the Charities Regulatory Authority of Ireland;
- t) To do all of the above things in any part of the world either as principal, agent, trustee or otherwise and either by or through agents, subcontractors, trustees or otherwise.
- u) To do all such other lawful things as are incidental to or may be found conducive to the promotion of the main objects of the Institute or any one of them.

Provided that:-

- a. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law having regard to such trusts, and
- b. Nothing hereinbefore contained shall be construed as including in the purposes for which the Institute has been established any purposes which are not charitable according to law

7. Income and Property

The income and property of the Institute shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution. No portion of the Institute's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Institute.

No Director shall be appointed to any office of the Institute paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Institute. However, nothing shall prevent any payment in good faith by the Institute of:

- a. reasonable and proper remuneration to any member or servant of the Institute (not being a Director) for any services rendered to the Institute;
- b. interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors 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 Director) to the Institute;



- d. reasonable and proper out-of-pocket expenses incurred by any Director 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 Director may be a member holding not more than one hundredth part of the issued capital of such company.
- f. Nothing shall prevent any payment by the Institute to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

8. Winding Up

Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the Institute being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.27.

If upon the winding up or dissolution of the Institute 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 Institute. 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 the Institute. 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 7 hereof. Members of the Institute 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.

9. Additions, alterations or amendments

The Institute must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Institute which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

No amendments of any kind shall be made to the provisions of clauses 6 and 7 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of Clauses 6 and 7 of the memorandum of association, such that there would be non-compliance with the requirements of section 971/1180 and of the Companies Act 2014.

10. Limited Liability

The liability of the members is limited.

11. Keeping of Accounts

True and proper Financial Statements shall be kept of the sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place, and of the property, the credits and the liabilities of the Institute and subject to any reasonable restrictions that may be made in accordance with the regulations of the Institute for the time being in force. Such accounts shall be open for inspection by the members. Once at least in every year the accounts of the



Institute shall be examined and the correctness of the balance sheets ascertained by one or more properly qualified auditors.

12. Interpretation

Words used in this Memorandum shall be constructed as having the same respective meanings as they have in the Companies Act 2014 and any amendments thereafter.



ARTICLES OF ASSOCIATION

1. The optional provisions of the Companies Act 2014 (as defined by Section 1177 of the Act) shall apply to the Company save and so far as they are dis-applied, modified or supplemented by this Constitution and such optional provisions together with the provisions of this Constitution shall constitute the Regulations of the Company.
2. In these Articles the following words shall have the following meanings (unless inconsistent with the context in which they are used):-
 - a. "the Institute" means Ireland China Institute.
 - b. "the Act" means the Companies Act 2014, and any amendments thereafter.
 - c. "the Seal" means the Common Seal of the Company
 - d. "the Secretary" means any person appointed to perform the duties of the Secretary of the Institute.
 - e. "the Board" means the Institute's Board of Directors.
 - f. "the Members" means the members of the Institute.
 - g. "the Annual General Meeting" means the Annual General Meeting of the Institute.

Words importing the masculine gender include the female gender.

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

Unless the context otherwise requires, 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 of which these Articles become binding on the Institute.

The Institute is established for the purposes expressed in the Constitution.

MEMBERSHIP

3. The number of Members which the Institute proposes to be registered is eight (8). The minimum number of Members will not be less than three (3) and the maximum number of Members is unlimited.
4. The subscribers to the Memorandum and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall pay their annual subscription for the current year at the date of their admission to the Institute.
5. (a) Every application for admission to membership of the Institute shall be sent to the Board and an applicant for such admission shall be deemed to be admitted to membership of the Institute only if and when the Board shall so determine;

(b) The Board shall not be bound to give any reason for accepting or refusing the application of any person for admission to membership of the Institute.



6. The Board may, at their discretion, appoint Honorary or Life Members of the Institute on such conditions and with such rights, obligations and titles as they shall in each individual case think fit.
7. Every member not being an Honorary or Life Member shall pay to the Institute an annual subscription of such sum being not less than €1.00 as the Board shall from time to time determine and shall comply with and conform to the requirements and recommendations from time to time specified by the Board in relation to the principles upon which they conduct their business and to the promotion of the Institute.
8. The Board may institute such classes of membership of the Institute including but not limited to honorary members, life members, corporate members, platinum members, individual members, and foundation members as they may from time to time think fit, and may, subject to the provisions of these presents from time to time determine the minimum subscriptions which shall be payable by members of each such class, and subject as aforesaid, may from time to time determine the rights and obligations of Members of each such class.
9. All subscriptions shall be due and payable on the day or days appointed by the Board from time to time.
10. A member shall cease to be a Member:
 - a. If he shall have given three months notice in writing to the Board of his intentions to resign his membership; or
 - b. If any subscription payable by him as a Member shall have remained unpaid for three months after the same shall have become payable and the Board shall have determined to terminate his Membership.
 - c. If he is convicted of an indictable offence, or becomes of an unsound mind or is declared a bankrupt or enters into any arrangement or composition with his creditors generally, or
 - d. If the Board shall in writing request him to resign or determine his Membership as from the date of such request or determination, but the Board shall not make such written request without first giving to the member concerned reasonable notice of the proposal to determine his Membership, the reasons therefore and the opportunity to make representation thereon.
 - e. Any person who shall cease to be a Member shall not be relieved thereby from any liability to the Institute in respect of any subscription which shall have become payable by him before the date of his ceasing to be a Member unless the Board shall otherwise determine, and the Board may at any time, if they think fit, re-admit him as a Member.

GENERAL MEETINGS

11. The Institute shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it: and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Institute and that of the next, provided that so long as the Institute holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place, as the Board shall appoint, but not being less than 21 clear days notice in writing.
12. All General Meetings shall be held in the State.
13. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.



14. The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition as is provided by Section 175 of the Act. If at any time there are not within the State sufficient members of the Board capable of acting to form a quorum, any member of the Board or any two Members of the Institute may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

15. Subject to sections 181 and 192 of the Act, an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty one days' notice in writing, and a meeting of the Institute other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the Meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under the Articles, entitled to receive such notices from the Institute. Provided that a meeting of the Institute shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:
- (a) in a case of a meeting called as an Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent, of the total voting rights at that meeting of all the Members.
16. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the Financial Statements, Balance Sheets, and the Reports of the Board of Directors and Auditors, the election of the members of the Board in the place of those retiring and the appointment, and the fixing of the remuneration of the auditors.
18. 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, a quorum shall not be less than one-tenth of the members present in person or by proxy including at least two who are not honorary members.
19. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present any two Board Members who are personally present shall be a quorum, and may transact the business for which the meeting was called.
20. The Chairman of the Board of the Institute shall preside as Chairman at every General Meeting of the Institute. Should the Chairman of the Board not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Board present shall elect one of their number to be Chairman of the meeting.



21. If at any General Meeting no member of the Board is willing to act as Chairman or if no member of the Board is present within fifteen minutes after the time appointed for the holding of the meeting. The members present shall choose one of their number to be chairman of the meeting.
22. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of Members present in person or by proxy and entitled to vote unless a poll is (before or on the declaration of the result of the show of hands) demanded by any such Member.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the Minutes of Proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

24. Except as provided in Article 25 if a poll is duly demanded it shall be taken in such a manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
26. A poll demanded on the election of a Chairman of a meeting, or on any question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded with pending the taking of the poll.
27. Subject to the provisions of the Act, a resolution in writing signed by all the Members entitled to receive notice of and to attend and vote at the General Meeting (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Institute duly convened and held.

VOTES OF MEMBERS

28. Subject as hereinafter provided every Member not being an Honorary Member present in person or by proxy shall be entitled to vote at a general meeting. Each Life and Individual Member shall have one vote, each Corporate Member five votes, each Foundation Member shall have ten votes and each Platinum Member shall have twenty votes.
29. Save as herein expressly provided, no person other than a Member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable by him to the Institute shall be entitled to be present or to vote on any question either personally or by proxy for another Member at any General Meeting.



30. Votes may be given on a poll either personally or by proxy, and a Member present by proxy may vote on a show of hands. Subject to the provisions of Article 35 a corporation may vote by its duly authorised representative. A proxy shall be a Member of the Institute.
31. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in their behalf.
32. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or any notarially certified or office copy thereof shall be deposited at the registered office of the Institute not less than forty-eight hours before the time appointed 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 twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
33. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no information in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used
34. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit. "I of a Member of the Institute hereby appoint ... of... and failing him of to vote for me and on my behalf at the Annual or Extraordinary or adjourned as the case may be General Meeting of the Institute to be held on day of and every adjournment thereof as witnessed my hand this day of20".

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

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

HONORARY PRESIDENT

36. The Annual General meeting upon a proposal from the Board may appoint an Honorary President of the Institute for such period as the Annual General Meeting shall determine.

BOARD

37. Subject to the provisions of Article 40 the Board shall consist of not less than three nor more than twenty Members who shall be elected in General Meeting. Each year a third or if the number is not a multiple of three the number nearest to but not exceeding one third of the Board shall retire in rotation and by seniority of service on the Board but shall be eligible for re-election. Such a retirement shall take place at the Annual General Meeting in every year or if the Board shall so determine at such other General Meeting held that year as the Board may convene for the purpose. As between members of equal seniority the Members to retire shall in the absence of agreement be selected by lot.



38. At the General Meeting at which any Member of the Board retires by seniority in the manner aforesaid the vacancy thus created shall be filled by electing a successor thereto. Should no candidate other than the retiring Member have been proposed the retiring Member shall be deemed to have been re-elected unless in order to reduce the number of Members of the Board it is expressly resolved not to fill such vacancy or unless a motion for the re-election of such Member shall have been put to the Meeting and lost. A retiring Member shall remain a Member of the Board until the end of the Meeting or adjourned meeting at which his successor is elected.
39. No member other than a retiring Member of the Board shall be eligible for election unless either he is recommended by the Board or notice in writing proposing him for election thereto at the next General Meeting of the Institute at which elections are held has been given to the Secretary or other officer acting in that capacity by two or more Members whose subscriptions have been paid for the current year.
- The notice must reach the Secretary or other officer not less than twenty-eight days before the date appointed for the meeting and must be accompanied by the assent in writing to such proposal by the Member concerned. The foregoing provisions of this Article shall not apply in the case of an appointment made pursuant to Article 41 hereof.
40. The Institute may from time to time by ordinary resolution increase or reduce the number of Board Members and may also determine in what rotation the increased or reduced number is to go out of office, provided always that the maximum and minimum numbers set out in Article 37 are complied with.
41. The Board may at any time appoint a member of the Institute to be a Member of the Board either to fill a casual vacancy or by way of addition to the Board provided that the prescribed maximum is not thereby exceeded. A Member so appointed shall retain his office until the next General Meeting at which elections to the Board are held when he shall be eligible for re-election. A Member so seeking re-election shall not be counted in determining the number of Board Members then retiring by rotation under Article 37.
42. The members may by resolution at a duly convened Extraordinary General Meeting remove any Member of the Board before the expiration of his period of office and may in the same manner appoint another member to serve in his place. A Member of the Board so appointed shall retain office until the next General Meeting at which elections to the Board are held when he shall be eligible for re-election. A Member of the Board so seeking re-election shall not be counted in determining the number of Members of the Board then retiring by rotation under Article 37.
43. The continuing Members of the Board may act notwithstanding any vacancy in that body provided always that in the case the Members of the Board shall at any time be reduced to less than the minimum number prescribed by these Articles it shall be lawful for the continuing Board Members to act as the Board of Directors for the purpose of filling vacancies or for summoning a General Meeting but not for any other purpose.
44. No person who is not a Member of the Institute or the nominated representative of a Corporate Member or Foundation Member or Platinum Member of the Institute shall in any circumstances be eligible to hold office as a Member of the Board.
45. A Member of the Board shall vacate office:-
- If he absents himself from five consecutive meetings of the Board without special leave of absence and the Board thereafter resolves that his place be vacated;
 - If he is adjudged a bankrupt or makes an arrangement or composition with his creditors generally;



- c. If the health of the Committee Member is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity;
 - d. If he is convicted of an indictable offence
 - e. If he or the Corporate, Foundation or Platinum Member he represents ceases to be a Member of the Institute.
 - f. If by notice in writing he resigns his office;
 - g. If he is removed from office by an ordinary resolution duly passed in accordance with the Act;
 - h. If he is prohibited from holding office by virtue of any provision of the Act
46. The first Members of the Board are the subscribers to the Memorandum and Articles of Association all of whom have already consented to act.
47. Save as permitted pursuant to clause 7 of the Memorandum of Association, no Director shall be entitled to receive any salary, remuneration or fees for serving as a Director of the Company. Any such payments pursuant to clause 7 of the Memorandum of Association shall be approved in advance by Board.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

48. The business of the Institute shall be managed by the Board who may pay all expenses incurred in promoting and registering the Institute and may exercise all such powers of the Institute as are not, by the Act or by these Articles, required to be exercised by the Institute in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions as may be prescribed by the Institute in General Meeting; but no regulation made by the Institute in General Meeting shall invalidate any prior act of the Board which would have been valid if the regulation had not been made.
49. The Board may from time to time and at any time by power of attorney appoint any association, firm or person or body or body of persons whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Institute for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
50. The Board may exercise all the powers of the Institute to borrow money and to mortgage or charge its undertaking in property or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Institute or of any third party.
51. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments and all receipts for monies paid to the Institute shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time by resolution determine.
52. The Board shall cause minutes to be made in books provided for that purpose:
- a. A record of all appointments of officers made by the Board;
 - b. A record of the names of the Members of the Board present at each meeting of the Board and of any committee of the Board and;



- c. A record of all resolutions and proceedings at all meetings of the Institute and of the Board and of committees of the Board.

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 53. The Board of Directors shall each year, at the first Board meeting following the Annual General Meeting appoint one of their number to serve as Chairman of the Board for the ensuing year.
- 54. The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit questions arising at any meeting shall be decided by a majority of votes and each member of the Board present in person shall have one vote. In the case of an equality of votes the Chairman shall have a second or casting vote. A Member of the Board may and the Secretary on the requisition of a Member of the Board shall at any time summon a meeting of the Board.
- 55. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be five.
- 56. All acts done by the Board or by any member of the Board or any person acting as a member of the Board shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Member of the Board.
- 57. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- 58. The Board of Directors shall meet at least four times a year.

THE COMMITTEES

- 59. The Board shall appoint such standing or other committees as the Board deem desirable but shall ensure that it appoints each year, at the first Board Meeting following the Annual General Meeting an Audit Committee, the Finance & Administration Committee and a Remuneration and Employment Committee, each reporting directly to the Board and with such terms of reference as the Board shall determine. Members of the Audit Committee and of the Remuneration and Employment Committee must also be members of the Board. The Board shall select such persons who need not be members of the Board as it shall think fit to form other committees and may remove the same. All committees shall have authority subject to the directions and in accordance with the principles laid down from time to time by the Board to exercise such powers as the Board may determine. The Chairman of the Board of the Institute shall be entitled ex-officio to attend all committee meetings.
- 60. All committees appointed by the Board shall remain in office until the first meeting of the Board next to be held after the Annual General Meeting of the following year, or for such shorter period as the Board may direct.
- 61. The Board shall from time to time make such regulations concerning the conduct and constitution of committees as it considers appropriate.



THE DIRECTOR GENERAL

62. The Board may appoint for such term and for such remuneration and confer such powers on the Director General and such other executives as they think appropriate to their functions and duties and subject to the terms of any agreement entered into in any particular case and may from time to time revoke or vary such powers. Such persons shall be under the control of the Board and may attend meetings and conduct correspondence and whatever other business of the Institute as may be necessary.

THE SECRETARY

63. The Secretary shall be appointed by the Board for such term and at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

THE SEAL

64. The Board shall provide for the safe custody of the Seal which shall only be used with the authority of the Board or of a committee of the Board authorised by the Board to use the Seal on its behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for that purpose

FINANCIAL STATEMENTS

65. The Board shall cause proper financial statements to be kept in accordance with the provisions of the Act
66. The financial statements shall be kept at the registered office of the Institute or subject to the Act at such other place or places as the Board think fit and shall always be open to the inspection of the Board.
67. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and the Financial Statements of the Institute or any of them shall be open to the inspection of Members of the Institute not being Members of the Board and no member not being a member of the Board shall have any right for inspecting any account or records or documents of the Institute except as conferred by statute or authorised by the Board or by the Institute in General Meeting.
68. At the Annual General Meeting in every year the Board shall lay before the Institute a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting together with a proper balance sheet made up to the same date. Every such balance sheet shall be accompanied by the proper reports of the Board and the auditors.
69. Copies of such Financial Statements, Balance Sheets and Reports all of which shall be framed in accordance with any statutory requirements for the time being in force and of any other documents required by law to be annexed thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting be sent to the auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereby directed to be served. The auditors' report shall be open to inspection and be read at the meeting as required by the Act



AUDIT

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

NOTICE

71. A notice may be given by the Institute to any member either personally or by sending it by post to him or to his registered address or if he has no registered address within the State to the address if any within the State supplied by him to the Institute or if the member has so elected by email to his email 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 in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, in any other case at the time at which the letter would be delivered in the ordinary course of post and at the time the message is sent in relation to emails.

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

- a. Every member except those members who having no registered address within the state have not supplied to the Institute an address either postal or email within the State for the giving of notice to them;
- b. Every person being legal personal representatives or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of meeting; and
- c. The auditors for the time being of the Institute.

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

DISSOLUTION

73. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

74. Every Member of the Board, agent, auditor, Secretary, or other officer of the Institute shall be entitled to be indemnified out of the assets of the Institute against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 233 of the Act in which relief is granted to him by the Court, and no Member of the Board or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Institute in the execution of his duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not contrary to Section 235 or any other section of the of the Act.