

Memorandum and Articles of Association of The Institute of
Archaeologists of Ireland, Limited

The Companies Acts, 2014
Company limited by guarantee and not having a share capital

Company Registration Number:
346469

Address of the Registered Office of the company:
Fitzgerald and Associates, 6 Sullivan Quay, Cork City, Cork

Memorandum of Association of

The Institute of Archaeologists of Ireland, Limited

1. The name of the Company is “*The Institute of Archaeologists of Ireland, Limited*”.

2. The objects for which the Company is established are

I. To promote contact, collaboration and co-operation between professional archaeologists on the island of Ireland and the organisations to which they belong;

II. To express corporate professional opinions on archaeological matters throughout the island of Ireland;

III. To improve archaeological standards throughout the island of Ireland, including through the adoption of a Code of Practice and guidelines on professional practice, and the promotion of the continued professional development of its members;

IV. To establish contact with similar organisations of professional archaeologists, whether national or international in form or scope;

V. To promote by discussion and action the solution of practical and academic problems of archaeology on the island of Ireland;

VI. To publish a newsletter at least once annually to be known as ‘*IAI News*’;

VII. To hold at least one conference annually on a matter or matters related to archaeology, either in conjunction with the Annual General Meeting or otherwise, and to organise the holding of such other conferences, seminars, symposia and related meetings as may be considered appropriate;

and the doing of all such other things as are incidental or conducive to the attainment of the above objects.

3. The liability of the members is limited.

4. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while she or he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before she or he ceases to be a member, and 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 Euro.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this memorandum of association.

Names, Addresses and Descriptions of Subscribers

1. of in the County of
2. of in the County of
3. of in the County of
4. of in the County of
5. of in the County of
6. of in the County of
7. of in the County of

Dated the day of..... 20.....

Witness to the above signatures

Name:

Address:

Articles of Association of
The Institute of Archaeologists of Ireland, Limited
(Rev. April 2020)

Interpretation

1. In these articles:—

“**the Act**” means the Companies Act, 1963 (No. 33 of 1963), as amended or any statutory modification or amendment or re-enactment thereof for the time being in force;

“**the directors**” means the directors for the time being of the Company or the directors present at a meeting of the board of directors (“the Board”) and includes any person occupying the position of director by whatever name called;

“**secretary**” means any person appointed to perform the duties of the secretary of the Company; “the seal” means the common seal of the Company;

“**the office**” means the registered office for the time being of the Company;

“**simple majority**” means a plurality of votes cast.

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

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 Company.

Words importing the singular shall include the plural and words importing the masculine shall include the feminine and vice versa.

Members

2. The number of members of all classes with which the Company proposes to be registered is 500, but the directors may from time to time register an increase of members.

3. The subscribers to the memorandum of association and such other persons as the directors shall, subject to the provisions of these Articles, admit to membership shall be members of the Company.

4. Classes of membership of the Company

(a) Membership of the Company shall consist of the following classes:

Full Members

Early Career Members

Associate Members

Corporate Members

Student Members

Honorary Members

(b) A member shall not hold, or be of, more than one class of membership at any time, and on taking on, or becoming of, a particular class of membership shall cease to hold, or be of, any other class of membership.

5. The rights and liabilities attaching to any member of the Company may be varied from time to time by a Special Resolution of the Company.

6. Only Full Members and any Full Members of the Company who are transferred into the category of Honorary Members, shall be entitled, subject to the provisions of these Articles, to vote at Annual and Extraordinary General Meetings and at Ordinary Meetings of the Company and, subject to the provisions of these Articles, they shall have one vote each at any such meeting. Full Members and any Full Members of the Company who are transferred into the category of Honorary Members shall be entitled to attend Annual and Extraordinary General Meetings and Ordinary Meetings of the Company. Full Members and any Full Members of the Company who are transferred into the category of Honorary Members shall be entitled to speak at such meetings, subject to such rules of procedure as are for the time being in force and the necessity to maintain good order at meetings and conduct business in an expeditious manner.

7. Early Career Members, Associate Members, Corporate Members, Student Members and any person not a Full Member of the Company when elected as an Honorary Member shall be non-voting members. Early Career Members, Associate Members, Student Members, one representative each of

Corporate Members and any person not a Full Member of the Company when elected as an Honorary Member shall be entitled to attend Annual and Extraordinary General Meetings and Ordinary Meetings of the Company. Early Career Members, Associate Members, one representative each of Corporate Members and any person not a Full Member of the Company when elected as an Honorary Member shall be entitled to speak at such meetings, subject to the rules of procedure as are for the time being in force and the necessity to maintain good order at meetings and conduct business in an expeditious manner. Student Members may speak at such meetings at the discretion of the chair for the time being of any such meeting.

8. Only Full Members may hold office as a director of the Company or hold an officership referred to in these Articles. Early Career Members, Associate Members, Corporate Members, Student Members and Honorary Members shall not be entitled to serve as directors of the Company or to hold any of the officerships referred to in these Articles.

9. Full Members

(a) The several persons who immediately before the date of adoption of these Articles of Association were Members of the Irish Association of Professional Archaeologists (which term does not include Graduate Members or Associate Members of that Association) shall be deemed to have entered the Company as Full Members and shall only cease to be Full Members in accordance with the provisions of these Articles.

(b) Without prejudice to the provisions of Article 9 (a) of these Articles and subject to the provisions of Articles 14, 16, 17 and

18 of these Articles, any professional archaeologist practicing and resident in either jurisdiction on the island of Ireland who meets or surpasses the minimum qualifications for the purposes of this Article shall be entitled to become a Full Member of the Company and shall only cease to be a Full Member in accordance with the provisions of these Articles.

(c) The minimum qualifications for the purpose of this Article shall be:

Early Career (formerly 'Graduate') Membership of the Company with at least three years membership of the Company and demonstrated appropriate experience and technical competence in the professional practice of archaeology, or expertise in archaeological research, such experience and competence or academic expertise to be assessed and validated by the Membership Secretary and the Membership Committee.

or

a primary degree in archaeology from a university or institution recognised by the Board, or such equivalent qualification as the Board shall from time to time determine, and at least three years demonstrated appropriate experience and technical competence in the professional practice of archaeology, or expertise in archaeological research, such experience and competence or academic expertise to be assessed and validated by the Membership Secretary and the Membership Committee.

or

a Masters degree in archaeology from a university or institution recognised by the Board, or such equivalent qualification as the Board shall from time to time determine, and two years demonstrated appropriate experience and technical competence in the professional practice of archaeology, or expertise in archaeological research, such experience and competence or academic expertise to be assessed and validated by the Membership Secretary and the Membership Committee.

or

a PhD degree in archaeology from a university or institution recognised by the Board, or such equivalent qualification as the Board shall from time to time determine, and one year demonstrated appropriate experience and technical competence in the professional practice of archaeology, such experience and competence or academic expertise to be assessed and validated by the Membership Secretary and the Membership Committee.

(d) The Board may draw up, and subsequently amend, guidelines and criteria as to what shall constitute ‘appropriate experience and technical competence in the professional practice of archaeology, or expertise in archaeological research’ for the purposes of this Article. Such guidelines and criteria, and any amendments to them, shall require to be approved by ordinary resolution of the Company at a General Meeting or Ordinary Meeting before being deemed to be in effect.

(e) Any person being a member of the Institute of the Archaeologists of Ireland Limited who has been duly nominated and elected as a Full Member in accordance with these Articles, or become a Full Member in accordance with the provisions of Article 9 (a) of these Articles, and only such a person, shall be entitled to be known as a Member of the Institute of the Archaeologists of Ireland and to describe her or himself as “Member of the Institute of the Archaeologists of Ireland” or “MIAI” and to use that description.

10. Early Career Members

(a) Any person elected as an Early Career Member, and who thereafter obtains the necessary experience to be eligible for Full Membership, shall make an application for Full Membership within five years.

(b) The several persons who immediately before the date of adoption of these Articles of Association were Graduate Members of the Irish Association of Professional Archaeologists shall be deemed to have entered the Company as Graduate Members and shall only cease to be Graduate Members in accordance with the provisions of these Articles.

(c) Without prejudice to the provisions of Article 10 (a) of these Articles and subject to the provisions of Articles 14, 16, 17 and 18 of these Articles, any professional archaeologist practicing and resident in either jurisdiction on the island of Ireland who meets or surpasses the minimum qualifications for the purposes of this Article shall be entitled to become an Early Career Member of the Company and shall only cease to be an Early

Career Member in accordance with the provisions of these Articles.

(d) The minimum qualifications for the purposes of this Article shall be:

a primary degree or a Master's and PhD degree, in archaeology or an equivalent qualification in a relevant subject from a university or institution recognised by the Board, and demonstrated ongoing achievement of appropriate experience and technical competence in the professional practice of archaeology, or expertise in archaeological research, such commitment to be assessed and validated by the Membership Secretary and Membership Committee.

(e) The Board may draw up, and subsequently amend, guidelines and criteria as to what shall constitute 'appropriate experience in the professional practice of archaeology' for the purposes of this Article. Such guidelines and criteria, and any amendments to them, shall require to be approved by ordinary resolution of the Company at a General Meeting or Ordinary Meeting before being deemed to be in effect.

11. Associate Members

(a) The several persons who immediately before the date of adoption of these Articles of Association were Associate Members of the Irish Association of Professional Archaeologists shall be deemed to have entered the Company as Associate Members and shall only cease to be Associate Members in accordance with the provisions of these Articles.

(b) Without prejudice to the provisions of Article 11 (a) of these Articles, and subject to the provisions of Article 11 (c) and Articles 14, 16, 17 and 18 of these Articles, any person who in the opinion of the Full Members of the Company has made or is making a significant contribution to the advancement of archaeology on the island of Ireland shall be entitled to become an Associate Member of the Company and shall only cease to be an Associate Member in accordance with the provisions of these Articles.

(c) Without prejudice to the entitlement of the several persons referred to in Article 11 (a) to become and remain Associate Members of the Company in accordance with the provisions of Article 11 (a), the number of Associate Members of the Company shall not at any time exceed one quarter of the total membership of all classes of the Company.

12. Corporate Members

(a) Subject to the provisions of Articles 14, 16, 17 and 18 of these Articles, a company incorporated under the provisions of the Act or the equivalent legislation in Northern Ireland and which has as the primary object of that company the undertaking or provision of professional archaeological services and is actively engaged in the undertaking or provision of such services on the island of Ireland, or a university or other body established or recognised by or under statute in force in the State or Northern Ireland for the purpose of undertaking teaching and research at third level and which is actively engaged in teaching and research in the field of Irish archaeology, shall be entitled to become a Corporate Member of

the Company and shall only cease to be a Corporate Member in accordance with the provisions of these Articles.

(b) In addition to other circumstances in which a Corporate Member may cease to be a member of the Company, corporate membership shall be deemed to have ceased where a Corporate Member which is a company incorporated under the Act or the equivalent legislation in Northern Ireland is wound-up or otherwise dissolved, and where a Corporate Member which is a body established or recognised by or under statute is abolished or otherwise dissolved.

(c) Any company or body being a Corporate Member of the Institute of the Archaeologists of Ireland Limited, and only such a company or body, shall be entitled to be known as a Corporate Member of the Institute of the Archaeologists of Ireland and to describe itself as “Corporate Member of the Institute of the Archaeologists of Ireland” or “CMIAI” and to use that description.

13. Student Members

(a) Subject to the provisions of Articles 14, 16, 17 and 18 of these Articles, any person who is for the time being engaged in the full time study of archaeology at third level, and has been so engaged for a period of at least one year prior to applying for membership of the Company, shall be entitled to become a Student Member of the Company and shall only cease to be a Student Member in accordance with the provisions of these Articles.

(b) In addition to other circumstances in which a Student Member may cease to be a member of the Company, any such member shall cease to be a Student Member one year after ceasing to be engaged in the full time study of archaeology at third level.

Procedure for admission to membership

14. (a) Applications to become a Full Member, Early Career Member, Associate Member, Corporate Member and Student Member shall be submitted in writing to the Membership Secretary and reviewed by the Membership Committee. Membership Committee shall comprise the Membership Secretary and a group of Full Members. The Membership Committee will be established in accordance with the provisions of Article 58.

(b) Such an application shall be accompanied by a Curriculum Vitae. An applicant shall be required to be nominated by two Full Members who shall have signed their names to the application declaring that they nominate the applicant. No Full Member shall be entitled to nominate an applicant unless at the time of nomination all moneys immediately payable by such Full Member to the Company have been paid.

(c) All valid applications received shall be reviewed by the Membership Committee and recommendations shall be made to the Board. Applicants whose candidature has been approved by the Board shall be deemed to be admitted to membership of the Institute.

Subscriptions and fees

15. Full Members, Early Career Members, Associate Members, Corporate Members and Student Members shall pay such subscriptions and fees as may, from time to time, be prescribed by the Company on the recommendation of the Board and payment shall be due on such date or dates as may, from time to time, be prescribed by the Company on the recommendation of the Board. A proposal in regard to the preceding shall be made by the Board, as and when it considers appropriate, to a General Meeting but if the first meeting of the Company following the adoption of these Articles is an Ordinary Meeting then the Board may make a proposal regarding fees and subscriptions (and the dates when such shall be due) to that particular Ordinary Meeting.

16. A Full Member, Early Career Member, Associate Member, Corporate Member or Student Member who has not paid the prescribed subscriptions or fees for the current year within a three months of the designated renewal date (1st March) shall cease to be a member of the Company three months after the giving to her or him or it of notice in writing from the Board advising her or him or it that she or he or it is in arrears, unless within that three months she or he or it has paid all outstanding subscriptions and fees. The onus of proof that such notice was not received shall rest with the member to whom it was given. A person or body whose membership of the Company ceases by reason of non-payment of prescribed subscriptions or fees shall be eligible to re-apply for membership in the manner set out in Article 14 of these Articles but, at the discretion of the Board, may be required as a condition of becoming a member of the

Company to pay all subscriptions and fees due at the time he, she or it ceased to be a member of the Company.

Resignation from membership of the Company

17. A Full Member, Early Career Member, Associate Member, Corporate Member or Student Member may resign from membership of the Company by submitting a letter of resignation to the secretary. Such resignation shall be deemed to take effect immediately on receipt of the letter of resignation by the secretary. A person or body whose membership of the Company ceases by reason of resignation shall be eligible to re-apply for membership in the manner set out in Article 14 of these Articles but, at the discretion of the Board, may be required as a condition of becoming a member of the Company to pay all subscriptions and fees due at the time he, she or it ceased to be a member of the Company.

Termination of membership of the Company on grounds of misbehaviour and other disciplinary sanctions

18.

(a) A Full Member, Early Career Member, Associate Member, Corporate Member or Student Member may have her or his or its membership terminated by majority vote of the Full Members conducted by means of a postal vote. Such a postal

vote shall only be conducted with the approval and under the authority of the Board. No Full Member shall be entitled to vote in any such postal vote unless at the time the Board approves the holding of such postal vote all moneys immediately payable by her or him to the Company have been paid. The Board shall only approve and authorise the holding of such a vote where

i. a complaint is made in writing to the Board stating that there is reason to believe that the member in question is guilty of or has been involved in stated misbehaviour (which term shall include but not be limited to breach of the Code of Practice and any guidelines on professional practice for the time being in force),

ii. the Board considers that such complaint merits consideration,

iii. the complaint and any supporting evidence has been submitted by the Board to a panel of five persons appointed by the Board, one of whom shall be a person not involved in the professional practice of archaeology but having other appropriate expertise, and none of whom shall have a personal or business interest in the case in question,

iv. the member against whom the complaint has been made is afforded an opportunity to consider and respond to the complaint and all the evidence presented in support of it and in that regard is enabled to appear before and be heard by the panel considering the complaint and in doing so be accompanied by such legal advisers as she or he or it deems necessary,

v. the panel appointed by the Board forms a majority or unanimous view that the complaint should be upheld and so advises the Board in writing,

vi. the Board considers the recommendation of the panel that the complaint be upheld and enables the member against whom the complaint has been made to appear before and be heard by the Board for the purpose of responding to the recommendation of the panel, and in doing so be accompanied by such legal advisers as she or he or it deems necessary,

vii. the Board approves by majority or unanimous vote the recommendation of the panel that the complaint be upheld and further decides that the appropriate sanction against the member in question is termination of her or his membership and that a proposal in that regard should be made to the Full Members.

(b) Upon the Board deciding that a proposal for termination of membership on grounds of stated misbehaviour should be made to the Full Members, it shall give two months' notice in writing to the member against whom the complaint has been made that a postal vote is to be conducted in that regard. The postal vote shall, without prejudice to any of the provisions of this Article, be conducted in accordance with such rules and procedures for the conduct of such postal votes as may be adopted by the Company from time to time at a General Meeting, but in addition Full Members shall be advised in writing of the nature of the complaint against the member in question and of the procedures which have been followed in considering the complaint. In the event that a majority of Full Members who cast their ballots vote to approve the proposal for termination of the membership of the member in question then the Board shall advise the member in writing of that result as soon as may be practicable after the result of the vote has been determined, and

the member in question shall be deemed to have ceased to be a member of the Company on the date on which the result of the vote was determined. In the event that a majority of the Full Members who cast their ballots vote to reject the proposal, then all proceedings against the member in question in respect of the particular complaint shall cease and shall not be re-initiated.

(c) A person or body whose membership of the Company was terminated on grounds of stated misbehaviour in accordance with the provisions of Article 18 of these Articles shall only be eligible to re-apply for membership of any class with the prior written approval of the Board.

(d) In the event of the Board approving by majority or unanimous vote (and in accordance with the procedures set out above) the recommendation of the panel referred to above that a complaint against a member be upheld, the Board may decide by majority or unanimous vote to impose a sanction other than termination of membership, such sanction being in accordance with such rules as may be adopted by the Company at a General Meeting from time to time. In the event of such sanction being imposed the Board shall not propose termination of membership as a sanction.

General Meetings

19. Subject to the requirements of the Act, all General Meetings of the Company shall be held in the State or Northern Ireland.

20. The Company shall in each year between the 1st of March and 31st of May 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.

21. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

22.

(a) The directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act.

(b) Without prejudice to the provisions of paragraph (a) of this Article, the Board shall proceed to convene an Extraordinary General Meeting within four weeks of receipt by it of a written request for the holding of such a meeting, such request being signed by fifteen or more Full Members of the Company.

Notice of General Meetings

23. Subject to sections 133 and 141 of the Act, an Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, by post, facsimile, or by email, and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be

called by fourteen days' notice in writing at the least, by post, facsimile, or by email. 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 meeting and, in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned, to the members of the Company.

24. 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 that meeting.

Proceedings at General Meetings

25. 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 declaring a dividend, the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring, the re-appointment of the retiring auditors, and the fixing of the remuneration of the auditors.

26. No business shall be transacted at any General Meeting unless a quorum of Full Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty-five Full Members present in person shall be a quorum.

27. 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 Full 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 directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Full Members present shall be a quorum.

28. The Chairperson shall preside as chairperson at every General Meeting of the Company or if she or he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chairperson shall act as chairperson of the meeting until the Chairperson is present and willing to act, or if she or he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting until the Chairperson or Vice-Chairperson is present and willing to act.

29. If at any meeting no director is willing to act as chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the Full Members present shall choose one of their number to be chairperson of the meeting.

30. The chairperson 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.

31. At any General Meeting a resolution put to the vote of the meeting 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—

(a) by the chairperson for the time being of the meeting; or

(b) by at least three Full Members present in person or by proxy; or

(c) by any Full Member or Full Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Full Members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairperson of the meeting 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 Company 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.

32. Except as provided in Article 34, if a poll is duly demanded it shall be taken in such manner as the chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

33. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote.

34. A poll demanded on the election of a chairperson, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

35. Subject to Section 141 of the Act, a resolution in writing signed by all the Full Members for the time being entitled to attend and vote on such resolution at a General Meeting shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

Votes of Full Members

36. Every Full Member and any Full Members of the Company who are transferred into the category of Honorary Members shall, subject to the provisions of these Articles, have one vote.

37. A Full Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by her or his committee, receiver, guardian, or other person appointed by that court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll. This Article shall be without prejudice to the provisions of other Articles.

38. No Full Member shall be entitled to vote at any General Meeting unless all moneys immediately payable by her or him to the Company have been paid.

39. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

40. Votes may be given either personally or by proxy.

41. The instrument appointing a proxy shall be in writing under the hand of the appointer or of her or his attorney duly

authorised in writing. A proxy need not be a member of the Company.

42. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State or Northern Ireland as is specified for that purpose in the notice convening the meeting not less than forty-eight 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 forty-eight hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

43. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit—

“The Institute of Archaeologists of Ireland, Limited
I/We,.....
of.....in
the County of,
being a Full Member/Full Members of the above-named
company, hereby appoint
of..... or
failing her/him,.....
of..... as
my/our proxy to vote of me/us on my/our behalf at the (Annual
or Extraordinary, as the case may be) General meeting of the
Company to be held on day of, 20.....
and at any adjournment thereof. Signed this..... day of.....,

20..... This form is to be used in favour of/against* the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.”

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

45. 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 of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Standing orders for General Meetings and method of election

46.

(a) Without prejudice to the provisions of Articles 23 to 45 of these Articles, General Meetings of the Company shall be conducted in accordance with such standing orders as may from time to time be adopted or amended at a General Meeting of the Company, always provided such standing orders are in full conformity with the provisions and requirements of Articles 23 to 45 of these Articles.

(b) Notwithstanding the provisions of the preceding paragraph, contested elections to the office of director and to any officership filled under the terms of these Articles by means of election shall in all cases be by secret ballot and the result shall be determined by simple majority of the valid votes cast.

Ordinary meetings

47.

(a) The Board may, in consultation (so far as may be practicable) with the members direct and organise the holding of Ordinary Meetings for any purpose for which the holding of an Ordinary Meeting is required to be held under or in accordance with the provisions of these Articles or for any purpose related to the objects of the Company, other than insofar as a General Meeting is required to be held. Such Ordinary Meetings shall be held at such times and places as may be determined by the Board in consultation (so far as may be practicable) with the members and shall be conducted in accordance with the provisions of Articles 26 to 46 inclusive of these Articles, and for that purpose any reference to a General Meeting in those Articles shall be taken to include an Ordinary Meeting.

(b) An Ordinary Meeting of the Company shall be called by fourteen days' notice in writing at the least. 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 meeting and shall be given, in

manner hereinafter mentioned, to the members of the Company.

(c) The accidental omission to give notice of a meeting to, or the non-receipt of notice of an ordinary meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Code of Practice and guidelines on professional practice

48. The Company shall by ordinary resolution at a General Meeting adopt a Code of Practice and guidelines on professional practice, and may subsequently amend or replace such Code of Practice and guidelines on professional practice by ordinary resolution at a General Meeting. The Code of Practice and guidelines on professional practice of the Irish Association of Professional Archaeologists in force immediately before the date of adoption of these Articles of Association shall become and be the Code of Practice and guidelines on professional practice for the purposes of these Articles and shall remain as such until replaced or amended by ordinary resolution at a General Meeting of the Company.

The Board of Directors

49. The executive authority of the Company shall be vested in the Board composed of the persons holding for the time being

the officerships of Chairperson, Vice-Chairperson, Honorary Secretary, Treasurer, Meetings Organiser, Public Relations Organiser, Membership Secretary, Editor of the IAI News, JIA Convenor and Representative of the Company on the Standing Committee for Archaeology of the Royal Irish Academy, in addition to which there shall be two Ordinary Board Members and such other Members of the Board not exceeding a total of two as may become so in accordance with the provisions of these Articles. No person other than a Full Member of the Company shall be entitled to serve as a director of the Company.

50. Notwithstanding the provisions of Article 49, the names of the first directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

51. The remuneration of the directors (if any) shall from time to time be determined by the Company in a General Meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or General Meetings of the Company or in connection with the business of the Company.

Borrowing powers of the Directors

52. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and

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 Company or of any third party.

General powers and duties of Directors

53. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in a General Meeting or an Ordinary Meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in a General Meeting or Ordinary Meeting: but no direction given by the Company in a General Meeting or an Ordinary Meeting shall invalidate any prior act of the directors which would have been valid if that direction had not been given.

54. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may 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 directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in her or him.

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

56. The directors shall cause minutes to be made in books provided for the purpose—

(a) of all appointments of officers made by the directors;

(b) of the names of the directors present at each meeting of the directors and of any committee of the directors;

(c) of all resolutions and proceedings at all meetings of the Company, and of the directors and of committees of directors.

57. Without prejudice to any other powers and duties conferred on it by or in accordance with these Articles, the Board shall, in consultation with the members (insofar as may be practicable), arrange for an annual conference or seminar, appoint where necessary or appropriate special delegations composed of members of the Company to represent the Company (but not to exercise executive authority on behalf of the Company or do anything required by these Articles to be

done by the Board or by resolution or adoption at a General Meeting or Ordinary Meeting), and issue statements on behalf of the Company, provided all such things are done in accordance with the provisions of these Articles.

58.

(a) Without prejudice to any other powers, functions or duties conferred on it by or in accordance with these Articles, the Board may (in consultation with the members insofar as may be practicable) establish where necessary and appropriate committees for the purpose of facilitating or advancing the work of the Company by considering, reviewing, advising on, undertaking research on or making proposals regarding, matters related to the objects of the Company, or carrying out specified administrative duties, or advising the Board on the undertaking of any of the powers, functions or duties conferred on the Board under or in accordance with these Articles. The Board shall, in any event, establish such a committee if directed to do so by an ordinary resolution adopted at a General Meeting or Ordinary Meeting of the Company.

(b) A committee established pursuant to this Article shall be composed of at least three and not more than five Full Members appointed by the Board subject to such direction, if any, as may be given by a General Meeting or Ordinary Meeting of the Company. Such a committee may, with the approval of the Chairperson, co-opt to it not more than two additional members, of whatever class, of the Company. Such a committee shall have as its chairperson one of the Full Members appointed to serve on the committee, and such person shall be appointed to serve as chairperson by the Board subject to such direction, if

any, as may be given by a General Meeting or Ordinary Meeting of the Company.

(c) Unless otherwise determined or specified by or in an ordinary resolution adopted at a General Meeting or Ordinary Meeting of the Company, a committee established pursuant to this Article shall be deemed to have ceased to be in existence one year after the date upon which it was established, such date being the date on which the Board first appointed members to the committee. A resolution extending the term of a committee shall specify the new term for that committee.

(d) The Board shall forward to a committee established pursuant to this Article copies of such correspondence or enquiries that the Board receives which, in the opinion of the Board, are relevant to the work of that committee, and the committee shall offer to the Board its views on such correspondence or enquiries.

(e) The business of a committee established pursuant to this Article shall be conducted in accordance with the instructions of the Board and under the supervision of the Board, subject at all times to any directives or standing orders regarding such committees (either in general or in respect of a particular committee) which may, from time to time, be set out in a resolution adopted by a General Meeting or Ordinary Meeting of the Company.

(f) A committee established pursuant to this Article shall, in addition to complying with the provisions of the preceding paragraph, elect a member of it to liaise between it and the Board and shall, whenever requested by the Board, provide the

Board with a report on its work, such report being presented in such manner as the Board may require.

(g) A committee established pursuant to this Article shall not be a committee for the purposes of Articles 75 to 78 of these Articles.

59. In addition to, and without prejudice to, the powers and duties set out in Articles 52 to 58 inclusive, the Board shall have general executive control and management of the affairs and funds of the Company which shall include, but not be limited to:

(a) supervision of election to all officerships and to the Board of Directors and supervision of filling of vacancies in offices and officerships and on the Board of Directors, in accordance with the provisions of these Articles;

(b) accepting, creating, and administering funds or property for purposes provided under the Memorandum and Articles of Association of the Company or in accordance with or furtherance of the Memorandum and Articles of Association of the Company and appointing trustees to manage such funds or property, including (but not limited to) the buying and selling of property on behalf of the Company and the acceptance of gifts and bequests;

(c) establishing such fiscal policies as may be appropriate;

(d) performing such other administrative and executive acts and duties as may be required to accomplish the objects and purposes of the Company, including (but not limited to) the

maintenance of the records of the business and proceedings of the Company;

(e) all other powers, duties and functions conferred on the Board by or in accordance with these Articles.

Vacation of office of director

60. The office of director shall be vacated if the director—

(a) resigns her or his office by notice in writing to the Board; or

(b) in the case of a director who is a member of the Board by virtue of holding one of the officerships referred to in Article 49 of these Articles, ceases to hold such officership; or

(c) without the consent of the Company in General Meeting holds any other office or place of profit under the Company; or

(d) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with her or his creditors generally; or

(e) becomes prohibited from being a director by reason of any order made under Section 184 of the Act; or

(f) becomes of unsound mind; or

(g) is convicted of an indictable offence unless the directors otherwise determine; or

(h) is directly or indirectly interested in any contract with the Company and fails to declare the nature of her or his interest in manner required by Section 194 of the Act; or

(i) ceases to be a member of the Company; or

(j) is otherwise removed from office, or ceases to hold office, in accordance with the provisions of these Articles.

Voting on Contracts

61. A director may vote in respect of any contract in which he is interested or any matter arising thereout, subject to disclosure of such interest prior to any vote being taken.

Election of, and terms of office of, directors

62. At the first Annual General Meetings of the Company, all the directors shall retire from office.

63. At the second and all subsequent Annual General Meetings of the Company all directors, other than a director who is a member of the Board by virtue of holding one of the officerships referred to in Article 49 of these Articles, shall retire from office.

64. A retiring director shall be eligible for re-election.

65. The Company, at the meeting at which a director retires in manner aforesaid, may fill the vacated office by electing a

person thereto, and in default the retiring director shall, if offering her or himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director has been put to the meeting and lost.

66. Without prejudice to the provisions of Article 49 of these Articles in respect of holders of officerships referred to in that Article, no person other than a director retiring at the meeting shall, unless recommended by the directors, be eligible for election to the office of director at any General Meeting unless, not less than two weeks nor more than six weeks before the date appointed for the meeting, there has been left at the office notice in writing, signed by a Full Member duly qualified to attend and vote at the meeting for which such notice is given, of her or his intention to propose such a person for election, and also notice in writing signed by that person of her or his willingness to be elected.

67. The directors shall have power at any time, and from time to time, to appoint any Full Member to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election.

68. The directors shall exercise their powers under Article 67 of these Articles so as to appoint as directors the Editor of IAI News and the representative of the Company on the Standing Committee for Archaeology of the Royal Irish Academy, such

appointments being made at the first meeting of the Board after the persons for the time being serving in those officerships first take up office. Directors appointed pursuant to this Article shall be subject to the same rules regarding retirement and eligibility for election as other directors appointed pursuant to Article 67 of these Articles.

69. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any director before the expiration of her or his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between her or him and the Company.

70. The Company may by ordinary resolution appoint another Full Member in place of a director removed from office under Article 69, other than a director so removed who held one of the officerships referred to in Article 49 or Article 68. Without prejudice to the powers of the directors under Article 67, the Company in a General Meeting may appoint any Full Member to be a director so as to fill a casual vacancy. A Full Member appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if she or he had become a director on the day on which the director in whose place she or he is appointed was last elected a director.

Proceedings of Directors

71. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson shall have a casting vote. The Chairperson or a minimum of four other directors may, and the secretary on the requisition of the Chairperson or a minimum of four other directors shall, at any time summon a meeting of the directors. At least ten days' notice by postal or electronic mail shall be given of a meeting to all directors unless this requirement is waived by a quorum of directors. If the directors so resolve it shall not be necessary to give notice of a meeting of directors to any director who being resident in the State or Northern Ireland is for the time being absent from the State or Northern Ireland.

72. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be four. No proxy votes shall be allowed at meetings of the Board and no alternatives may be appointed for absent directors.

73. The continuing directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number or of summoning a General Meeting of the Company, but for no other purpose.

74. The Chairperson or the Vice-Chairperson (in the absence of the Chairperson or at her or his request) shall chair all meetings of the Board, but in the event of the inability or refusal of either the Chairperson or Vice-Chairperson to act in that capacity the directors shall elect a chairperson of their meetings and determine the period for which she or he is to hold office; but, if no such chairperson is elected, or if at any meeting the Chairperson or Vice-Chairperson is not present within fifteen minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairperson of the meeting to serve as such until the arrival of the Chairperson or Vice-Chairperson.

75. The directors may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.

76. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.

77. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a casting vote.

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

79. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid as if it had been passed at a meeting of the directors duly convened and held.

Officerships

80. There shall be the following officerships—

Chairperson

Vice-Chairperson

Honorary Secretary

Treasurer

Meetings Organiser

Public Relations Officer

Editor of IAI News

Representative of the Company on the Standing Committee
for Archaeology of the Royal Irish Academy

Membership Secretary

JIA Convenor

81. The Chairperson, Vice-Chairperson, Honorary Secretary, Treasurer, Meetings Organiser, Public Relations Officer, Membership Secretary, Editor of the IAI News, and JIA Convenor shall be elected each year at the Annual General Meeting. No person other than a Full Member of the Company shall be eligible for election. A person elected to hold one of the aforementioned officerships shall be eligible for re-election to that particular officership at not more than three succeeding Annual General Meetings and no person shall continue in any particular officership for more than four consecutive years. The term of office of each of the aforementioned officerships shall be deemed to commence upon the declaration of the result of the election held to fill the officership and to run until the declaration of the result of the equivalent election at the following Annual General Meeting. For the purposes of this Article and Article 82 and Article 85 of these Articles, the declaration of the result of an election shall include a declaration made by the Board to an Annual General Meeting pursuant to Article 84 of these Articles that no person has accepted nomination by the Board to an officership.

82.

(a) The Representative of the Company on the Standing Committee for Archaeology (formerly known as the National

Committee for Archaeology) of the Royal Irish Academy shall be elected at an Annual General Meeting to serve a term commencing upon the declaration of the result of the election held to fill that officership and running until the declaration of the result of the equivalent election at the fourth succeeding Annual General Meeting. No person other than a Full Member of the Company shall be eligible for election to that officership.

(b) Notwithstanding the provisions of paragraph (a) of this Article, the person serving as the Representative of the Irish Association of Archaeologists on the National Committee for Archaeology of the Royal Irish Academy immediately before the date of adoption of these Articles shall become the Representative of the Company on the National Committee for Archaeology of the Royal Irish Academy, and shall hold office as such in accordance with the provisions of these Articles for such period as that person would have served as Representative of the Irish Association of Archaeologists on the National Committee for Archaeology of the Royal Irish Academy in accordance with the provisions of the Constitution of the Irish Association of Professional Archaeologists.

(c) In the event of the Standing Committee for Archaeology of the Royal Irish Academy deciding not to invite the Company to nominate a representative to be a member of that Committee, or declining to accept a nomination made by the Company in accordance with the provisions of these Articles, the officership of Representative of the Company on the Standing Committee for Archaeology of the Royal Irish Academy shall be deemed to be in abeyance for so long as the Standing Committee for Archaeology of the Royal Irish Academy continues not to invite

the Company to nominate a representative to be a member of that Committee, or continues to decline to accept a nomination made by the Company in accordance with the provisions of these Articles, and all relevant provisions of these Articles shall stand amended as appropriate for such period.

83. A person shall not be eligible for election to any of the officerships referred to in Articles 81 and 82 of these Articles, unless, not less than two weeks nor more than six weeks before the date appointed for the Annual General Meeting at which the election for the officership in question takes place, there has been left at the office notice in writing, signed by a Full Member duly qualified to attend and vote at the meeting for which such notice is given, of her or his intention to propose such a person for election, and also notice in writing signed by that person of her or his willingness to be elected.

84. Notwithstanding the provisions of Article 83 of these Articles, if no valid notice in writing for the purposes of that Article has been left at the office at the commencement of a period of twenty-one days before the date appointed for the Annual General Meeting at which the election for the officership in question is to take place, the Board shall nominate a candidate for that officership, this being done with the written consent of the person nominated. In the event that no person gives such consent by the time of the holding of the Annual General Meeting at which the election for the officership in question is due then the Board shall make a declaration to the Annual General Meeting that no nomination has been made and, in respect of any officership referred to in Articles 81 and 82 of these Articles other than the Chairperson, as soon as may be

possible after the holding of the Annual General Meeting appoint a person (with that person's written consent) from among the Full Members of the Company to hold the officership. In respect of the officership of Chairperson, the person for the time being serving in the capacity of Vice-Chairperson shall be deemed to have become Chairperson and shall vacate the officership of Vice-Chairperson.

85. In the event of the vacation by the person holding it of one of the officerships referred to in Articles 81 and 82 of these Articles during her or his term of office, the Board shall appoint a person (with that person's written consent) from among the Full Members of the Company to hold the officership. Such person shall hold office until the declaration of the result of the election in respect of that officership at the succeeding Annual General Meeting.

86. The Board shall appoint a person (with that person's written consent) from among the Full Members of the Company to hold the officership of Editor of IAI News. Such appointment shall be for such period, not being less than a year, as may be determined by the Board at the time the appointment is made, but a person so appointed shall not continue in office past the first Annual General Meeting after the appointment and each subsequent Annual General Meeting without the approval of the Full Members given at such Annual General Meeting by means of ordinary resolution. In the event of the officership being vacated in the course of the term of office of the person for the time being holding it, the Board shall make a new appointment to the officership.

87. Any of the officerships referred to in Article 80 shall be vacated if the person for the time being holding such officership resigns her or his officership by notice in writing to the Board. Any of the officerships referred to in Article 80 shall be deemed to be vacated if a person for the time being holding such officership ceases, in accordance with the provisions of these Articles, to be a director of the Company.

88. The Chairperson shall be the chief executive of the Company and shall serve as Chairperson of the Board of Directors in accordance with the provisions of these Articles and exercise all other powers, functions and duties conferred on the Chairperson by or in accordance with these Articles and shall be the spokesperson for the Company.

89. The Vice-Chairperson shall exercise all powers, functions and duties conferred on the Vice-Chairperson by or in accordance with these Articles and shall perform such other duties as may be assigned to her or him by the Board.

90. The Honorary Secretary shall be responsible for recording the actions of the Board and all Board meetings. She or he shall report annually to the Annual General Meeting and shall perform such other duties as may be assigned to her or him by the Board. Without prejudice to the powers of the Board under Article 106 of these Articles, the Honorary Secretary may be appointed by the Board pursuant to that Article to serve as secretary.

90a. The Membership Secretary shall be responsible, under the direction of the Board, for administering applications for

membership and membership subscriptions of the Company, and shall perform such other duties as may be assigned to her or him by the Board.

91. The Treasurer shall supervise the receipt of all funds and, under the direction of the Board, shall be responsible for the disbursement of all funds of the Company. She or he shall report annually to the Annual General Meeting and shall perform such other duties as may be assigned to her or him by the Board.

92. The Meetings Organiser shall be responsible, under the direction of the Board, for the organisation of meetings of the Company and shall perform such other duties as may be assigned to her or him by the Board.

93. The Public Relations Officer shall be responsible, under the direction of the Board and subject to the authority of the Chairperson as spokesperson for the Company, for the public relations of the Company and shall perform such other duties as may be assigned to her or him by the Board.

94. The Representative of the Company on the Standing Committee for Archaeology of the Royal Irish Academy shall be responsible, under the direction of the Board, for representing the Company on the Standing Committee for Archaeology of the Royal Irish Academy and shall perform such other duties as may be assigned to her or him by the Board.

95. The Editor of IAI News shall be responsible, under the direction of the Board, for editing IAI News and shall perform such other duties as may be assigned to her or him by the Board.

The Board may appoint, for such term and at such remuneration (if any) and upon such conditions as it may think fit, one or more assistant editors or clerical assistants to assist in editing IAI News.

96. The JIA Convenor shall be responsible, under the direction of the Board, for convening meetings of the JIA Editorial Board and liaising with the editor and publisher of the *Journal of Irish Archaeology*, and shall perform such other duties as may be assigned to her or him by the Board.

Regional branches

97. Subject to the provisions of Articles 97 and 98 of these Articles, members of the Company may establish regional branches for purposes consistent with the objects of the Company.

98. Regional branches shall only be established and administered in full accordance with rules and guidelines which may from time to time be adopted or amended by ordinary resolution at a General Meeting of the Company. In the event of no such rules or guidelines being adopted or none being currently in effect, no regional branches shall be established or continue in operation. Any rules and guidelines adopted pursuant to this Article shall specify that a regional branch shall be open to membership by any member of the Company with a regular involvement in the professional practice of archaeology in the region covered by such regional branch.

99. A regional branch shall not be deemed to be established in accordance with these Articles unless its establishment has been approved by ordinary resolution at a General Meeting or Ordinary Meeting of the Company. Such approval shall only be sought in accordance with the rules and guidelines referred to in Articles 97 of these Articles. A regional branch may be dissolved by ordinary resolution at a General Meeting or Ordinary Meeting of the Company, whether at the request of the regional branch in question or otherwise.

100. A person or body shall not be granted membership of a regional branch unless that person or body has already become a member of the Company in accordance with the provisions of these Articles. No member of the Company shall be required, whether as a condition of membership of the Company or otherwise, to become a member of a regional branch or to participate in the activities of any regional branch.

101.

(a) A regional branch shall not have power to own property or funds separate to the Company, but provision may be made in the rules and guidelines referred to in Article 97 for

i. the placing at the disposal of such branches of such funds or property of the Company as may be sanctioned by the Board in consultation (insofar as may be practical) with the members of the Company;

ii. the charging by regional branches of membership fees and subscriptions additional to those charged to the members of the

Company in general and the use by regional branches of the funds so raised;

iii. the charging by regional branches of fees for attendance at conferences, seminars and symposia which may be organised by a regional branch and the use by regional branches of the funds so raised;

and

iv. for (i) to (iii) above to be done in accordance with the provisions for the time being of the rules and guidelines referred to in Article 97 of these Articles.

(b) A regional branch shall account to the Board for any funds or property which are placed at its disposal or raised under the provisions of this Article, and shall do so in such manner as may be required by the Board. The Board may, in addition to any requirements or conditions arising from the preceding paragraph, attach such conditions as it sees fit to any grant of funds or right to use of property made under the provisions of this Article and may, if it sees fit, revoke any grant of funds or right to use property. In the event of the dissolution of a regional branch in accordance with the provisions of Article 98 of these Articles all funds and property which were at its disposal pursuant to this Article at the time of dissolution shall be deemed to be at the disposal of the Company as a whole, and shall be dealt with by the Board as it sees fit in accordance with the provisions of these Articles.

102. A regional branch shall keep the Board generally informed of its activities, and shall in particular provide the Board with an

annual report on its activities and an annual financial report, and shall further provide the Board with such information on its activities as the Board may from time to time require. The Board shall provide a report to each Annual General Meeting on the activities of such regional branches, if any, as may be currently in operation.

103. A regional branch shall have no power to incur debts other than costs which it is in a position to meet out of the funds currently placed at its disposal or otherwise available to it in accordance with the provisions of Article 100 of these Articles, and a regional branch shall in no circumstances borrow funds.

104. Subject to the provisions of Articles 96 to 102 inclusive of these Articles, a regional branch may order its proceedings and conduct its activities as it sees fit.

Professional accreditation

105. The Company may, by ordinary resolution at a General Meeting or Ordinary Meeting, adopt or amend a scheme for the accreditation of members (or any particular class of members) in respect of their competence in such areas, aspects or fields of the professional practice of archaeology as may be specified in such resolution. A scheme adopted or amended in pursuance of this Article shall take such form as may be specified in the resolution so adopting or amending it, subject to the requirement that any such scheme shall be administered by the Board. In administering such a scheme the Board shall ensure

that it avails of, and has regard to, appropriate expert advice in relevant areas, aspects or fields of the professional practice of archaeology.

Professional development

106. Members will be required to demonstrate on-going commitment to continuing professional development through relevant learning activities (formal and informal). Full Members should maintain an annual record of their CPD activities. The annual record should be returned to the Company by 31st January of the subsequent year.

Secretary

107. The secretary shall be appointed by the directors for such term and at such remuneration (if any) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

108. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

The Seal

109. The seal shall be used only by the authority of the directors or of a committee of directors authorised by the directors in that behalf (being a committee established pursuant to Article 75 of these Articles), 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 or by some other person appointed by the directors for the purpose.

Accounts

110. The directors shall cause proper books of account to be kept relating to—

- (a)** all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (b)** all sales and purchases of goods by the Company; and
- (c)** the assets and liabilities of the Company.

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 Company's affairs and to explain its transactions.

111. The books of account shall be kept at the office or, subject to Section 147 of the Act, at such other place as the

directors think fit, and shall at all reasonable times be open to the inspection of the directors.

112. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in a General Meeting.

113. The directors shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those Sections to be prepared and laid before the Annual General Meeting of the Company.

114. 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 Company together with a copy of the directors' 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.

Audit

115. Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.

Notices

116. A notice may be given by the Company to any member either personally, by sending it by post to her or him to her or his registered address, by sending it by facsimile or by email. It is the duty of every member to keep the company informed of her or his latest contact 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 and in any other case at the time at which the letter would be delivered in the ordinary course of post.

117. Notice of every General Meeting shall be given in any manner hereinbefore authorised to—

- (a)** every member;
- (b)** every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for her or his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c)** the auditor for the time being of the Company.

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

Amendments to Memorandum and Articles of Association

118. The Company may, by special resolution adopted under and in accordance with the provisions of these Articles and the Act, alter or add to its Memorandum and Articles of Association, subject to the following—

(a) a resolution proposing an amendment or addition to the Memorandum and Articles of Association shall be signed by not less than five Full Members; and

(b) it shall be submitted in writing to the Board not less than twelve weeks before the date of the General Meeting at which it will be voted on; and

(c) notice of the proposed resolution shall be sent by the Company to every member not less than four weeks before the date of the General Meeting at which it will be voted on.

(d) The directors may decide, whenever they think fit, to instigate a resolution proposing an amendment or addition to the Memorandum and Articles of Association, notice of which shall be sent by the Company to every member not less than four weeks before the date of the General Meeting at which it will be voted on.

Honorary Members

119.

(a) Any distinguished archaeologist, who in the opinion of the Full Members of the Company has made a significant contribution to the advancement of archaeology on the island of Ireland, may be transferred or elected into the category of Honorary Members, in recognition of the outstanding service they have rendered to archaeology.

(b) Any person who has been duly transferred or elected as an Honorary Member, shall be entitled to be known as an Honorary Member of the Institute of the Archaeologists of Ireland and to describe her or himself as ‘Honorary Member of the Institute of the Archaeologists of Ireland’ or ‘Hon MIAI’ and to use that description.

(c) Any Full Member of the Company who is transferred into the category of Honorary Members, subject to the provisions of these Articles, shall be entitled to vote at Annual and Extraordinary General Meetings and at Ordinary Meetings of the Company and, subject to the provisions of these Articles, they shall have one vote at any such meeting. Any person not a Full Member of the Company when elected as an Honorary Member, shall be a non-voting member.

(d) Any Full Member of the Company can bring a suggestion for Honorary Member to the Board. If the Board considers and approves such a suggestion, the Board shall propose to the Company in general meeting that the individual be transferred or elected into the category of Honorary Members. The directors

may decide, whenever they think fit, to propose to the Company in general meeting that an individual be transferred or elected into the category of Honorary Members. The criteria for proposing any person for Honorary membership, by which the board may decide to bring any or none of said proposal(s) to the membership for ratification at its AGM, shall be outlined in and in accordance with the guidelines drawn up by the board and ratified by the membership and in accordance with sub-section (e) below.

(e) The Board may draw up, and subsequently amend, guidelines and criteria as to what shall constitute ‘a significant contribution to the advancement of archaeology on the island of Ireland’ for the purposes of this Article. Such guidelines and criteria, and any amendments to them, shall require to be approved by ordinary resolution of the Company at a General Meeting or Ordinary Meeting before being deemed to be in effect.

Names, Addresses and Descriptions of Subscribers

1. of in the County of

2. of in the County of

3. of in the County of

4. of in the County of

5. of in the County of

6. of in the County of

7. of in the County of

Dated the day of 20.....

Witness to the above signatures.

Name:

Address:

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