

**COMPANIES ACT 2014**  
**CONSTITUTION**  
**OF**  
**THE INSTITUTE OF ARCHAEOLOGISTS OF IRELAND COMPANY LIMITED BY GUARANTEE**  
**MEMORANDUM OF ASSOCIATION**

**NAME OF THE COMPANY**

1. The name of the Company is: The Institute of Archaeologists of Ireland Company Limited by Guarantee (hereinafter referred to as the “**Company**”).

**TYPE OF COMPANY**

2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014 (“**The Act**”).

**OBJECTS**

3. The objects for which the Company is established are:
  - 3.1. to encourage membership, foster community and increase engagement among archaeologists working on the island of Ireland.
  - 3.2. to support the continuous professional development of the Members of the Company.
  - 3.3. to develop standards and guidelines and advocate for the interests of archaeology and archaeologists on the island of Ireland.
  - 3.4. to monitor legal and regulatory developments and lobby on behalf of the Members of the Company.
  - 3.5. to serve as a voice for the profession and industry in public forums.
  - 3.6. to promote equity and foster engagement by prioritising diversity, equity and inclusion (DEI) and Environmental, Social and Governance (ESG) agendas.
  - 3.7. to continue to prioritise good governance practices within the Company to enhance credibility, resilience, and impact.
  - 3.8. to provide news updates to make the Members aware of company activities.
  - 3.9. to publish the annual journal of the Company.
  - 3.10. to hold one annual conference for the archaeological profession, either in conjunction with the Annual General Meeting or otherwise.

- 3.11. to support the holding of conferences, seminars, symposia and related meetings as considered appropriate to the mission of the Company.
- 3.12. to continuously engage with similar organisations internationally.
- 3.13. to engage in all other activities necessary for the attainment of the above objects.

#### **POWERS OF THE COMPANY**

4. The following are the powers of the Company:
  - 4.1. To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Objects, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
  - 4.2. To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
  - 4.3. To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
  - 4.4. To apply, petition for or promote any Act of the Oireachtas or other legislation in force on the island of Ireland relating directly to the advancement of the Objects.
  - 4.5. Subject to the Income and Property clause hereof, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Objects.
  - 4.6. To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
  - 4.7. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by

advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

- 4.8. To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Objects and to vary investments.
- 4.9. To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 4.10. To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- 4.11. To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Objects and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- 4.12. To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 4.13. To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 4.14. To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- 4.15. To insure any or all of the Directors against personal liability incurred in defending proceedings (civil or criminal), in which judgment is given in their favour or in which they are acquitted, or where the Irish High Court, in an application for relief, declares that they have acted reasonably and honestly.
- 4.16. To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.

- 4.17. To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 4.18. To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Objects and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.19. To enter into a partnership or into any arrangement, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of the Income and Property clause hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company, society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.
- 4.20. To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- 4.21. To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 4.22. To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Objects.
- 4.23. To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Objects.
- 4.24. To establish and maintain links with international and national organisations having similar objectives.
- 4.25. To do all such other lawful things as the Company may think incidental and conducive to the foregoing Objects.

**PROVIDED THAT:**

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;

- (b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

### **INCOME AND PROPERTY**

- 5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association. Except in the case of a winding up, no portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Company.
- 6. No director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
  - (a) reasonable and proper remuneration to any employee of the Company (not being a director) for any services rendered to the Company;
  - (b) reasonable and proper rent for premises demised and let by any Member of the Company (including any director) to the Company;
  - (c) reasonable and proper out of pocket expenses incurred by any Board Members in connection with attendance to any matter affecting the Company, subject to approval of all such expenses by the Board

provided always that any such payment is within the parameters of any policies of the Board agreed from time to time.

### **WINDING UP**

- 7. If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company. The Board shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object. 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.

### **LIMITED LIABILITY**

- 8. The liability of the Members is limited.

### **UNDERTAKING TO CONTRIBUTE**

- 9. Every Member undertakes to contribute to the assets of the Company if the Company is wound up while it is a Member or is wound up within one year after the date on which it ceases to be a Member for –

- 9.1. the payment of the debts and liabilities of the Company contracted before it ceases to be a Member and the costs, charges and expenses of winding up; and
- 9.2. the adjustment of the rights of contributories among themselves,  
such amount as may be required not exceeding €1.

## ARTICLES OF ASSOCIATION

### PRELIMINARY

- 1) In these Articles, unless there is something in the subject or context inconsistent herewith:

**“Act”** means the Companies Act 2014 and any version of the Act as amended, extended or re-enacted from time to time and shall include all subordinate legislation made from time to time under the Act or any particular provision of the Act.

**“Board”** includes the Directors of the Company.

**“Bye-Laws”** means the Bye-Laws of the Company passed from time to time in General Meeting pursuant to Article 6.

**“Company Representative(s)”** means the officer(s) of the Company appointed by the Company to certain boards or committees that are of interest to the Company, and in alignment with the objects of the Company.

**“Chief Executive Officer”** means that person appointed to the role of chief executive officer of the Company by the Board.

**“Directors”** means the Directors for the time being of the Company or the Directors present at a meeting of the Board and includes any person occupying the position of director by whatever name called.

**“Elected Director(s)”** means the Director(s), other than an Officer, who are elected by the Full Members in General Meeting as Director(s) of the Company.

**“Full Members”** means the only class of Members who may vote at General Meetings of the Company.

**“Officers”** means those persons holding the officerships set out in Article 59, and such other officers as may be prescribed by the Company in General Meeting from time to time and **“Officer”** means any one of them.

**“Members”** means all classes of Members of the Company.

**“The Nominee Officer”** means a person nominated by a Full Member, pursuant to Article 63, to take up one of the Officerships of the Company.

**“Secretary”** shall mean either the Honorary Secretary or the Membership Secretary, either of whom shall perform the duties of the secretary of the Company, as directed to do so by the Board.

**"Seal"** means the common seal of the Company.

**“Secretary”** shall mean either the Honorary Secretary or the Membership Secretary, either of whom shall perform the duties of the secretary of the Company, as directed to do so by the Board.

**“Student Representative”** means a Student Member elected by the Board to share student perspectives and experiences during Board meetings and to liaise, as necessary, with student organisations. The Student Representative will not have voting rights.

**“Upcoming Annual General Meeting”** means the Annual General Meeting (a) in a year in which one or more of the Officers’ terms is in its final year and (b) at which an election to fill one or more of the Officerships will need to take place.

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

- 2) The “optional provisions” (as defined in section 1177(2) of the Act) shall apply in relation to the Company save to the extent that they are dis-applied, modified or supplemented by this Constitution.

## **MEMBERS**

- 3) Subject to Article 6, the Company may provide for, in Bye-Laws, different classes of membership of the Company, setting out the rights and obligations attached to those classes of membership, for the eligibility requirements for admission to the different classes of Membership, and for any other aspects of membership of the Company whatsoever.
- 4) The total number of Members with which the Company proposes to be registered is 500 but the Board may from time to time register an increase of Members.
- 5) The Members of the Company shall be:
  - 5.1. the subscribers to the Memorandum of Association, and;
  - 5.2. such other persons as have applied for membership of the Company and who have been admitted to any class of membership by the Board (pursuant to the Bye-Laws referred to in Article 3).



## **BYE-LAWS, RULES AND REGULATIONS**

- 6) The Company shall have the power in General Meeting to make, vary, suspend or rescind such and so many Bye-Laws, rules, orders or regulations as to it shall seem necessary, which are deemed convenient and proper for the regulation and good governance of the Company and of the Members and Officers thereof, and generally for the proper management of the affairs of the Company; provided that no Bye-Law, rule, order or regulation of the Company shall be inconsistent with or shall effect or repeal anything contained in this Constitution or constitute an amendment of or addition to the Constitution as could lawfully only be made by special resolution. In the event of a conflict between the provisions of the Constitution and any Bye-Laws, rules, orders or regulations made in General Meeting, the provisions of the Constitution shall prevail, unless otherwise determined by the Board.

## **GENERAL MEETINGS**

- 7) Subject to the requirements of the Act, all Annual General Meetings or Extraordinary General Meetings of the Company shall be held in the State or Northern Ireland. In the event that an Annual General Meeting or Extraordinary General Meeting is held outside of the State, then, unless all Full Members of the Company consent in writing to the Annual General Meeting or Extraordinary General Meeting being held in Northern Ireland, then the Company shall ensure that it has made all necessary arrangements to ensure that Members can, by technological means, participate in the meeting without leaving the State.
- 8) For the avoidance of doubt, all General Meetings of the Company may be held in 2 or more venues (whether inside or outside the State) at the same time using any technology that provides Members, as a whole, with a reasonable opportunity to participate in the meeting by electronic means. All meetings held wholly or partly by electronic means shall be done in accordance with the provisions of the Act (and any future legislation enacted which deals with the holding of meetings by electronic means).
- 9) The Company's obligation to providing its Members with a reasonable opportunity to participate in meetings by electronic means shall include providing Full Members with the means to cast a vote without either the Full Member or their proxy being physically present at the meeting. In the event that the Full Member cannot attend the meeting remotely, then they shall be able to cast a vote by way of proxy, as provided for under Articles 35 to 40.
- 10) The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 11) All General Meetings other than Annual General Meetings shall be known as Extraordinary General Meeting.

- 12) The Board may, whenever it thinks fit, convene an Extraordinary General Meeting.
- 13) All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the Company's statutory financial statements, the reports of the Board and of the Auditors, if relevant, the election and re-election of the Directors, and, save to the extent that the Company has availed of the audit exemption, the appointment of and the fixing of the remuneration of the Auditors.
- 14) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, 25 Members present in person or by proxy shall be a quorum.
- 15) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present it shall stand adjourned until the same day in the next week at the same time and place or at such other place as the Board may determine and if at such adjourned meeting the quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
- 16) The Board shall, on the requisition of one or more Full Members holding, or together holding, at the date of the deposit of the requisition, not less than 10% of the total voting rights of all the Full Members having, at the date of the deposit, the right to vote at General Meetings of the Company, forthwith proceed duly to convene an Extraordinary General Meeting of the Company.
- 17) The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
- 18) If the Board does not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.
- 19) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to convene a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.
- 20) For the purposes of meetings convened under Articles 16 to 19, the Board shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not

to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.

- 21) A meeting convened under Article 16 or 18 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board.
- 22) The chairperson of the Board shall preside as chairperson at every General Meeting of the Company, or if they are not present within 15 minutes after the time appointed for the holding of the meeting or are unwilling to act, the vice-chairperson shall preside as chairperson of the meeting or if they are not present within 15 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.
- 23) If at any meeting no Director is present within 15 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.
- 24) The chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. However, 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 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 25) Unless a poll is demanded in accordance with Articles 41 to 48 at any General Meeting:
  - (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
  - (b) a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the 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.
- 26) Subject to section 193 of the Act (as modified by section 1208 of the Act) a resolution in writing signed by all the Full Members of the Company for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly appointed representatives) 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. Any such resolution in writing may consist of several documents in like form each signed by one or more Full Members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Full Member to sign, and, where

the resolution states a date as being the date of their signature thereof by any Full Member, this statement shall be prima facie evidence that it was signed by them on that date.

#### **NOTICE OF GENERAL MEETINGS**

- 27) A meeting of the Company, other than an adjourned meeting, shall be called:
- (a) in the case of the Annual General Meeting or an Extraordinary General Meeting for the passing of a special resolution, by not less than 21 days' notice;
  - (b) in the case of any other Extraordinary General Meeting, by not less than 14 days' notice.
- 28) A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 27, be deemed to have been duly called if it is so agreed by:
- (a) all of the Full Members entitled to attend and vote at the meeting; and
  - (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.
- 29) In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
- 30) The notice of a meeting shall specify:
- (a) the place, date and time of the meeting;
  - (b) in the case of a meeting proposed to be held wholly or partly by the use of electronic communications technology –
    - i. the electronic platform to be used for the meeting,
    - ii. details for access to the electronic platform,
    - iii. the time and manner by which an attendee must confirm their intention to attend the meeting,
    - iv. any requirements or restrictions which the Company has put in place in order to identify attendees who intend to attend the meeting,
    - v. the procedure for attendees to communicate questions and comments during the meeting, and

- vi. the procedure to be adopted for voting on resolutions proposed to be passed at the meeting;
  - (c) the general nature of the business to be transacted at the meeting;
  - (d) in the case of a proposed special resolution or ordinary resolution, the text or substance of that proposed resolution; and
  - (e) with reasonable prominence a statement that:
    - i. a Full Member is entitled to appoint a proxy using the form set out in section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of them;
    - ii. a proxy must be a Full Member of the Company;
    - iii. the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.
- 31) 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.

#### **VOTES OF MEMBERS**

- 32) Where a matter is being decided (whether on a show of hands or on a poll), every Full Member present in person or by proxy shall have one vote, save that no Full Member shall be entitled to vote if any fees or subscriptions payable by them (as may be prescribed in Bye-Laws to be passed by the Company) has been demanded and remains unpaid following a period of 30 days from the date on which payment was due.
- 33) 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.
- 34) Votes may be given either personally or by proxy. 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 second or casting vote.

## PROXIES

- 35) A Full Member of the Company shall be entitled to appoint another Full Member as their proxy to attend and vote instead of them. For the avoidance of doubt, any proxy appointed shall be a Full Member of the Company.
- 36) A proxy so appointed shall have the same right as the Full Member to speak at the meeting and to vote on a show of hands and on a poll.
- 37) The instrument appointing a proxy (the "Instrument of Proxy") shall be in writing –
- (a) under the hand of the appointer or of their attorney duly authorised in writing; or
  - (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
- 38) The Instrument of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time:-
- (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll, 48 hours before the time appointed for the taking of the poll.
- 39) The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.
- 40) An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit –

The Institute of Archaeologists of Ireland Company Limited by Guarantee (the "Company")

[Name of Full Member] (the "**Full Member**") of [Address of Full Member] being a Full Member of the Company hereby appoint/s [name and address of proxy] or failing them [name and address of alternative proxy] as the proxy of the Full Member to attend, speak and vote for the Full Member on behalf of the Full Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

The proxy is to vote as follows:-

Voting instructions to proxy

(Choice to be marked with an "X")

| Number or description of resolution: | In Favour | Abstain | Against |
|--------------------------------------|-----------|---------|---------|
| 1.                                   |           |         |         |
| 2.                                   |           |         |         |
| 3.                                   |           |         |         |

Unless otherwise instructed, the proxy will vote as they think fit.

Signature of Full Member.....

Dated [date] .....

#### **VOTING ON A POLL**

- 41) At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
- 42) A demand for a poll may be made by:
  - (a) the chairperson of the meeting;
  - (b) at least three Full Members present in person or by proxy;
  - (c) any Full Member(s) present in person or by proxy and representing not less than 20% of the total voting rights of all of the Full Members of the Company concerned having the right to vote at the meeting.
- 43) A demand for such a poll may be withdrawn by the person or persons who have made the demand.
- 44) Subject to Article 45, if a poll is 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, in relation to the matter concerned, of the meeting at which the poll was demanded.
- 45) A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.

- 46) 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 on which a poll is demanded may be proceeded with pending the taking of the poll.
- 47) The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Articles 45 and 46, a demand by a person as proxy for a Full Member shall be the same as a demand by the Full Member.
- 48) On a poll taken at a meeting of the Company or a meeting of any class of Members of the Company, a Full Member, whether present in person or by proxy, entitled to more than one vote need not, if they vote:
  - a. use all their votes; or
  - b. cast all the votes they use in the same way.

#### **BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS**

- 49) Any body corporate which is a Member 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 Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which they represent as that body corporate could exercise if it were an individual Member.

#### **STANDING ORDERS**

- 50) Without prejudice to the provisions of Articles 7 to 49, 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 that such standing orders are in full conformity with the provisions and requirements of Articles 7 to 49. In the event of a conflict between the provisions of these standing orders and the provisions of this Constitution, the Constitution shall have precedence, unless the Board otherwise determines.

#### **CODE OF PRACTICE AND GUIDELINES ON PROFESSIONAL PRACTICE**

- 51) The Company shall by ordinary resolution at a General Meeting adopt Codes of Conduct and Guidelines of Professional Practice, and may subsequently amend or replace such Codes of Conduct and Guidelines of Professional Practice by ordinary resolution at a General Meeting. The Code of Practice and guidelines on professional practice of the Company that are in place immediately before the date of adoption of this Constitution shall become and be the Code of Practice and Guidelines on Professional Practice for the purposes of this Article until replaced or amended.



## **BOARD OF DIRECTORS**

- 52) The number of the Directors shall be not less than three (3).
- 53) The Board shall consist of the Officers and a minimum of 1 Elected Director.
- 54) No remuneration or salary shall be payable under any circumstances to any of the Directors in respect of their services as Director. The Directors may 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 otherwise in connection with the business of the Company.
- 55) 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 this Constitution required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act and of this Constitution and to such directions, not being inconsistent with the aforesaid provisions, as the Company in General Meeting may (by special resolution) give. No such direction given by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
- 56) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare in writing the nature of their interest at a meeting of the Directors in accordance with section 231 of the Act. A Director shall not be entitled to vote in respect of any such contract or proposed contract in which they are interested and if they shall do, their vote shall not be counted and they shall not be taken into account in ascertaining whether a quorum is present.
- 57) 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.
- 58) The Company shall cause minutes to be entered in books kept 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, all meetings of the Directors , including all committee meetings.

## **THE OFFICERS**

- 59) The Officers shall consist of:
- a) the Chairperson;
  - b) the Vice-Chairperson;
  - c) the Treasurer;
  - d) the Honorary Secretary;
  - e) the Membership Secretary;
  - f) the Conference Organiser;
  - g) the Public Relations Officer;
  - h) the Editor of IAI News;
  - i) the JIA Convenor;
  - j) the Company Representative(s).

and such other officers as may be hereafter prescribed by the Company in general meetings from time to time.

- 60) The Officers term of office is three years. No person can hold any particular officership for more than six consecutive years. Elections for each of the aforementioned officerships shall take place as required at the Upcoming Annual General Meeting.
- 61) The length of time of any officership commencing prior to the adoption of this Constitution shall be taken into account when calculating the period of the relevant Officer's term of office for the purposes of Article 60.
- 62) In respect of the officership(s) of Company Representative(s) if, for any reason, this officership(s) cannot be filled, this position(s) shall be deemed to be in abeyance until such time as this officership(s) can be filled, and all relevant Articles herein shall stand amended as appropriate for such period until this officership(s) has been filled.
- 63) Without prejudice to Articles 60 to 61, any person shall not be eligible for election to any of the officerships referred to in Article 59 unless, not less than twenty-one days, or more than twenty-eight days, before the Upcoming Annual General Meeting, there has been left at the Company's office notice in writing, signed by a Full Member, of their intention to nominate the Nominee Officer for election. Not less than twenty-one days, or more than twenty-eight days, before the Upcoming Annual General Meeting, the Nominee Officer must also provide notice in writing indicating their willingness to be elected.

- 64) Notwithstanding the provisions of Article 63, 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 Upcoming Annual General Meeting, the Board shall nominate a candidate for that officership, this being done with the written consent of the person nominated. If no person gives such consent by the time of the holding of the Upcoming Annual General Meeting, then the Board shall make a declaration to the Annual General Meeting that no nomination has been made. As soon as may be possible after the holding of the Upcoming Annual General Meeting, the Board shall appoint a person (with that person's written consent) from among the Full Members of the Company to hold any of the vacant officerships referred to in Article 59 (with the exception of the Chairperson). 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.
- 65) In the event of the vacation by the person holding it of any one of the officerships referred to in Article 59 during their 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 Upcoming Annual General Meeting.
- 66) Any of the officerships referred to in Article 59 shall cease:
- (a) on the relevant Officer's death or bankruptcy;
  - (b) if the Officer resigns by serving notice in writing to the Board at the Company's registered office;
  - (c) if the Officer ceases to be a Director for any reason;
  - (d) if the Full Members resolve, following recommendation of the Board, to terminate the Officer's officership;
  - (e) If the Board resolves that an Officer has taken an action that brings the Company into disrepute.

#### **CHIEF EXECUTIVE OFFICER**

- 67) The Directors may from time to time appoint a person to the role of "Chief Executive Officer" for such period and on such terms as to remuneration and otherwise as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
- 68) Without prejudice to section 40 of the Act, the Directors may entrust to and confer upon the Chief Executive Officer or any other category of executive officer any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may

think fit, and either concurrently with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### **ROTATION AND REMOVAL OF DIRECTORS AND OFFICERS**

- 69) The Directors shall not be required to retire by rotation and the provisions of section 1196 of the Act shall not apply.
- 70) The Company may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any Director before the expiration of their 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 them and the Company.
- 71) The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 70. Without prejudice to the powers of the Directors under Article 72, the Company in General Meeting may appoint any person to be a Director, either to fill a casual vacancy or an or as an additional Director.
- 72) The Directors may at any time appoint any person 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 of the Company shall not at any time exceed the number, if any, provided for in these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election.
- 73) The Directors may exercise their powers under Article 72 of these Articles so as to appoint as a Director of the Company (i) the Editor of IAI News and (ii) the Company Representative, 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 these Articles.

#### **PROCEEDINGS OF DIRECTORS**

- 74) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that meetings of the Board are convened no less than six times in each calendar year. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the chairperson of the meeting shall have a second or casting vote. A Director may, and the Secretary (whether Membership or other) the requisition of a Director shall, at any time summon a meeting of the Directors.
- 75) The Company shall be permitted to hold meetings of the Board either wholly or partly by electronic means, in accordance with the provisions of the Act (and any further legislation

enacted which deals with the holding of meetings by electronic means).

- 76) The quorum necessary for the transaction of the business of the Directors is 6.
- 77) 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 Act as the necessary quorum of Directors, the continuing Directors 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.
- 78) The Chairperson or the Vice-Chairperson (in the absence of the Chairperson or at their 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.
- 79) Without prejudice to Section 40 of the Act, the Directors may delegate any of their powers to committees consisting of such Members, Directors or other persons as they think fit. Any such committee shall, in the exercise of the powers so delegated, conform to the Constitution, these Bye-Laws, the Act and any other regulations that may be imposed on it by the Directors.
- 80) 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. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.
- 81) A meeting of the Directors or of a committee established by the Directors may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and –
  - (a) a Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
  - (b) such a meeting shall be deemed to take place –

- (i) where the largest group of those participating in the conference is assembled;
- (ii) if there is no such group, where the chairperson of the meeting then is
- (iii) if neither sub-paragraph (i) or (ii) applies, in such location as the meeting itself decides.

#### **DISQUALIFICATION OF DIRECTORS**

- 82) The office of the Director shall be vacated if the Director, as set out under section 148 of the Act, save to the extent that they are modified herein: -
- (a) is convicted of an indictable offence unless the Directors otherwise determine;
  - (b) a declaration of restriction is made in relation to the director, and the Directors, at any time during the currency of the declaration, resolve that their office be vacated;
  - (c) the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity;
  - (d) resigns their office by notice in writing to the Company;
  - (e) in the case of a Director who is a member of the Board by virtue of being an Officer, ceases to be an Officer;
  - (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of their interest in the manner required by section 231 of the Act;
  - (g) is for more than 6 months absent, without the permission of the Directors, from meetings of the Directors held during that period;
  - (h) is called upon to vacate their office by unanimous resolution of all the other Directors;  
or
  - (i) is otherwise removed from office, or ceases to hold office, in accordance with the provisions of these Articles.

#### **THE ANNUAL CONFERENCE**

- 83) Without prejudice to any other powers and duties conferred on it by or in accordance with these Articles, the Board shall, either in conjunction with the Members or otherwise, arrange for an annual conference for the Institute, 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.

#### **PROFESSIONAL ACCREDITATION**

- 84) The Company may, by ordinary resolution at General 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**

- 85) The Board may from time to time and, insofar as may be practicable, in consultation with the Members, take such measures as it sees fit to promote the continuing professional development of the Members.

#### **POWERS OF ATTORNEY**

- 86) The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

#### **SECRETARY**

- 87) 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.

#### **SEAL**

- 88) 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, and every instrument to which the seal shall be affixed shall be:

- (a) signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and
- (b) be countersigned by the Secretary or by a second Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

## **ACCOUNTS**

- 89) The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
- 90) The accounting records shall be kept at the registered office or, subject to Section 283 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 officers of the Company and by other persons entitled pursuant to the Act.
- 91) 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 financial statements and accounting records of the Company or any of them shall be open to the inspection of its Members not being Directors. No Member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in General Meeting.
- 92) The Directors shall in accordance with the Act cause to be prepared and to be laid before the Annual General Meeting of the Company the statutory financial statements (if a statutory auditor has been appointed pursuant to Article 94) of the Company, the Directors' report in relation to it and the statutory auditor's report (if such auditor has been appointed) on those financial statements and Directors' report as are required by the Act to be prepared and laid before the Annual General Meeting of the Company.
- 93) A copy of the statutory financial statements (if a statutory auditor has been appointed pursuant to Article 94) of the Company, the Directors' report in relation to it and that statutory auditor's report (if such auditor has been appointed) on those financial statements and Directors' report shall, not less than twenty one days before the date of the Annual General Meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

## **AUDITORS**



- 94) Independent auditors may be appointed and if so appointed their duties shall be regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

#### **NOTICES**

- 95) A Notice may be given by the Company to any Member either personally or by sending it by post or electronic means (as defined in section 2(1) of the Act) to the Member at their registered address or email address (or, if not so registered, then to the address or email address of the Member last known to the Company).
- 96) Any Notice if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter.