

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

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## **Memorandum of Association**

### **OF**

## **The Irish Hospitality Institute**

1. The name of the company (hereinafter called “the Institute”) is “THE IRISH HOSPITALITY INSTITUTE”.

2. The main objects for which the Institute is established are: -

To promote the general advancement of education in the Hotel and Catering Industries and to lead and encourage hospitality professionals to generate knowledge, to take responsibility for their own development and to provide world class service.

3. Subsidiary objects:

In furtherance exclusively of the foregoing main object(s) the company shall have the following subsidiary object(s)

(a) To facilitate the exchange of information and ideas on matters of education or of general interest affecting the Industries.

(b) To devise and impose means for testing the qualifications of candidates for admission to membership of the institute by examination in theory and in practice, or by any other tests, and to grant certificates to successful candidates and others: Provided that no certificate shall be issued which does not state clearly of the face of it that it is not issued by or under the authority of any Government Department or Authority but is issued by the authority of the Institute only.

## 4. Powers:

To the extent that the same are essential or ancillary to the promotion or attainment of the main object(s) of the company as heretofore set out the company may exercise the following powers:

- (a) To hold conferences and meeting for the discussion of all questions effecting the Institute, and for the reading of papers and the delivery of lectures; to complete and revise lists and registers of members of the Industries and others; to issue copies of papers, lectures and records from time to time and generally to collect, collate and publish whether for sale or distribution, books, writing and other information including periodical as well as occasional publishings, and pictures, diagrams and other visual aids including lantern slides and films, of services or interest to the Institute and the public at large.
- (b) To ascertain and disseminate information with regard to the law and practice relating to all things directly or indirectly affecting the Institute.
- (c) To exercise supervision over and protect the interest of the members of the Institute, and to secure for them such standing as may assist them in the conduct of their business or discharge of their duties; to encourage just and honourable practices in the conduct of businesses and to discourage malpractice.
- (d) To hold or promote exhibitions connected with any of the main object(s) of the Institute.
- (e) To form a library or libraries for the use of members of the Institute and others.
- (f) To make grants of money, books or other property for the purpose of promoting education, research, invention or

otherwise, in or in relation to any of the main objects of the Institute,

- (g) To create and give scholarships, prizes, medals and other rewards to members of the Institute and other persons subject as provided in paragraph (b) of the objects clause hereof with respect to certificates.
- (h) To raise or borrow money of the Institute and secure the repayment thereof on such terms as may seem expedient.
- (i) To acquire and take over and apply for the purposes and objects of the Institute all or any of the assets of any association or corporation having main objects similar to those of the Institute.
- (j) With a view to promoting the main objects of the Institute, to purchase, take on lease, rent, hold, or otherwise acquire and also to manage, develop, sell, improve, let, lease, mortgage or dispose of any premises or other property.
- (k) To establish and support or to aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees of the Institute or the dependants or connections of such persons in any manner lawfully, and to grant pensions and allowances and to make payment toward insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful objects: Provided that the Institute shall not do anything which would make it subject to the statutes relating to life assurance unless it shall comply with the provisions of those statutes, and that no member of the Institute shall be entitled to share in any benefits provided pursuant to this paragraph except that it should be lawful for the Institute to give, award or allow any superannuation payment of pension, gratuity or compensation to any employee of the Institute in his capacity as such even though such employee is also a member of the Institute.

- (l) To obtain any Charter, Provisional Order or Act of the Oireachtas for enabling the Institute to carry any of its main objects into effect, or for effecting any modifications of the Institute constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Institute or persons engaged in the Industries, subject to the laws relating to champerty and maintenance.
  
- (m) To enter into any arrangements concerning the main objects of the Institute with any government or authorities, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, privileges and concessions which the Institute may think desirable to obtain, to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
  
- (n) To induce or procure, or to endeavour to induce or procure, educational authorities and other educational and catering bodies to institute, continue, vary, modify or abandon courses of instruction in subjects of an educational or other nature in the interests of the Industries or those connected therewith.
  
- (o) To co-operate with other bodies with a view to the promotion of the above or any of the above objects.
  
- (p) To accept, invite and procure subscriptions, donations and grants from other persons and bodies, and to apply all and any moneys so received for the establishment and support of the Institute or the promotion of any of the main object(s) of the Institute.
  
- (q) To invest the moneys of the Institute not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
  
- (r) To do all such lawful things as are incidental or conducive to the attainment of the above or any of the above main objects:

Provided that the Institute shall not support with its funds any object or endeavour to impose on or procure the observance by its members or other of any regulations or do anything which, if any object of the Institute, would make it a trade union and that nothing herein contained shall empower the Institute to carry on the business of Insurance within the meaning of the Insurance Act 1909 to 1964.

5. The income and property of the Institute, from whatever source derived, shall be applied solely towards the promotion of the main objects of the Institute as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Institute. No director shall be appointed to any office of the company paid by salary or fees, or receive any remuneration or any other benefit in 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 member, officer or Servant of the company. ( not being a Director) for any services rendered to the company.
  - (b) Interest at a rate not exceeding 5% per annum on money lent by Directors or other members of the company to the company;
  - (c) reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the company;
  - (d) reasonable out of pocket expenses incurred by any director in connection with their attendance to any matter affecting the company;
  - (e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding more than one hundredth part of the issued capital of such company.

## 8

6. No addition, alteration, or amendment shall be made to or in the provisions of this memorandum for the time being in force unless the same shall have been previously approved in writing by the revenue commissioners and The Minister for Enterprise, Trade, and Employment.
7. The fifth and sixth paragraphs of this Memorandum contain conditions on which a licence is granted by the Minister of Industry and Commerce to the Institute in pursuance of section 24(1) of the companies Act, 1963.
8. The Liability of the members is limited.
9. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Institute contracted before he ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding £1 sterling.
10. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other institute or institutions having Main objects similar to the Main objects of the institute, and which shall prohibit the distribution of it or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 5 hereof, such institution or institutions, to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provisions of this clause, then to some charitable object.
11. True accounts shall be kept of the sums of money received and expended by the Institute, and the matters in respect of which such receipts and expenditure take place of all sales and purchases of goods by the Institute and of the property, credits and liabilities of the Institute: and subject to any reasonable

restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the

9

Institute for the time being, such account shall be open to the inspection of a member. Once at least in every year accounts of the Institute shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

12. Annual audited accounts shall be made available to the Revenue Commissioners on request.

WE, the several persons whose name and addresses are subscribed wish to be formed into a company in pursuance of this Memorandum of Association.

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Names, Addresses and Descriptions of Subscribers.

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WILLIAM J. KELLY,  
Strand Hotel, Rosslare, Hotelier.

EOIN DILLON,  
Shelbourne Hotel, Dublin, Hotel Manager.

OSWALD JOHNSTON,  
Marine Hotel, Sutton, Dublin, Hotelier.

JOHN COSTELLOE,  
Powers Royal Hotel, Kildare Street, Dublin, Hotelier.

DAVID ADARE-FITZ-GERALD,  
La Touche Hotel, Greystones, Co. Wicklow, Hotelier.

MICHAEL GERRARD MacMENAMIN,  
2 Moyle Park, Clondalkin, Co. Dublin, Hotel and Catering Controller.

DERMOT THOMAS MOONEY,  
"Strandfield", Spawell Road, Wexford, Hotelier.

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Dated the 16th day of September, 1966.

Witness to above Signatures:-

D. J. O'CONNOR

42 & 43 Stephen's Green, Dublin.  
Solicitor.

**11**

Companies Act, 1963.

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COMPANY LIMITED BY GUARANTEE  
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Articles of Association

of

# The Irish Hotel and Catering Institute

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## INTERPRETATION

1. In these regulations, unless there be something in the subject or context inconsistent therewith:-

"The Act" means the (Companies Act, 1963).

"The Institute" means the above named Institute.

"The Council" means the members for the time being of the Council hereby constituted.

"Corporate Members of the Institute" shall include persons belonging to the classes of Fellows, Members and Associate Members and those Honorary Fellows referred to in Article 4 (4).

"Non-Corporate Members of the Institute" shall include persons belonging to any class of membership other than Fellow, Member or Associate Member, or Honorary Fellow within the meaning of Article 4 (4).

"Members of the Institute" shall include Corporate Members and Non-Corporate Members of the Institute.

The "Industry" means the Hotel and Catering Industries

"In writing" means written or printed, or partly written or partly printed.

Words importing the singular number include the plural number and *vice versa*.

Words importing persons include corporations.

"Month" means a calendar month.

Words importing the masculine gender include the feminine gender.

## MEMBERSHIP

### **General Membership:**

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these regulations and none others, shall be members of the Institute, and shall be entered in the register of members accordingly, but so that the register of members to be kept pursuant to section 116 of the Act shall include corporate members only.

### **Members subject to Bye-Laws:**

3. The election of any person to membership, his transfer to any class of membership and the subscription payable by each class of membership shall be subject to the bye-laws of the Institute for the time being in force. The Council may, at its discretion, reduce, remit or compound the annual subscription or the arrears of annual subscription, of any Member of the Institute.

4. The corporate members of the Institute shall be divided into the following classes:

### **Fellows:**

- ( 1 ) Fellows being such members as shall have been members for a period as determined by the Council or who shall be of such status in the industry as to qualify them for this class.

### **Members:**

- (2) Members being such persons as shall have passed the membership examination of the Institute or such other persons whose qualifications and experience may be accepted by the Council.

### **Associate Members:**

- (3) Associate Members being such members.

### **Honorary Fellows:**

- (4) Honorary Fellows being such members.

**Non~Corporate Grades of Membership:**

- (5) The Council may from time to time by Bye~Law determine the conditions upon which persons may become non-corporate members of the Institute.

**Life Members:**

- (6) The Council shall have power to admit as a Life Member any Corporate Member of the Institute who in the opinion of the Council has performed outstanding services to the Institute.

**Number of Members:**

7. For the purposes of registration, the number of members with which the Institute proposes to be registered is unlimited.

**Exemption:**

8. The Council may in exceptional cases and at its discretion, grant exemption from examination requirements or any of them or any parts of them.

**Privileges of Members:**

9. No member of the Institute shall, by reason of his membership of the Institute, be entitled to any privileges other than those which, by these Articles, attach to the specific class of the Institute to which he belongs.

**Privileges are Personal:**

10. The rights and privileges of every member of the Institute shall be personal to himself, and shall not be transferable or transmissible by his own act, or by operation of the law.

**Duties of Members:**

11. Every member of the Institute shall be bound to further to the best of his ability the objects and interests of the Institute and shall observe all bye~laws of the Institute lawfully made pursuant to the powers in that behalf hereinafter contained.

**Cessation of Membership:**

12. Any member ceasing to be a member of the Institute from any cause whatsoever shall not, nor shall his personal representatives, have any claim upon or interest in the funds or property of the Institute by reason of his former membership and this Article shall apply and be effective without prejudice to the right of the Institute to claim from him or his personal representative any subscriptions or other sums due from him or owing by him to the Institute at the time of his ceasing to be a member.

**Resignation of Members:**

13. Any member may resign his membership of the Institute by giving notice in writing, accompanied by his certificate of membership, to the Council. If such notice is not received at the registered office of the Institute before the day on which the annual subscription becomes due (and the Council's decision in this respect shall be final and binding on the member) the member shall be liable to pay his annual subscription for the ensuing year.

**Discipline:**

14. (1) In the case of any member of the Institute.
  - (a) Whose annual subscription or any other sum due from him to the Institute is in arrear for one year from the date upon which payment became due;
  - (b) Who has become of unsound mind ;
  - (c) Who had been found on enquiry, conducted by the Council and at which the member shall have been given reasonable opportunity to be present and speak on his own behalf, to have been guilty of dishonourable conduct prejudicially affecting his professional status or the reputation of the Institute, either before or after his admission to the Institute,

the Council shall in any such case have power:

- (i) To suspend his membership for such period, upon such terms and subject to such conditions as the Council shall in its absolute discretion think fit; or
- (ii) To terminate his membership and remove his name from the Register of Members.

## 15

- (2) Any person excluded from the Institute under this Article may appeal to the Council and shall thereupon have the right to demand that the matter shall be referred to three arbitrators (one chosen by the Council, one by the aggrieved party and one by the two arbitrators) whose decision shall be final, any rule of equity notwithstanding. Such arbitrators shall have the power by their award to confirm or annul the exclusion or to confirm or annul it subject to the performance of any conditions which the arbitrators may think fit to impose.
- (3) A person who shall have ceased to be a member of the Institute by virtue of this Article shall nevertheless continue to be liable for all subscriptions and other sums due from him to the Institute at the date of the cessation of his membership.

### HONORARY OFFICERS

#### **Honorary Officers :**

15. (i) There shall be a President and a Deputy President of the Institute and these officers shall be elected by the Council from among its members at a meeting to be held within twenty- eight days after the Annual General Meeting.
- (ii) The President and Deputy President shall be elected for one year and shall be eligible for re-election, provided always that no person shall serve in the office of President for more than three successive years.
- (iii) The Council may also elect Vice-Presidents of the Institute from the Corporate Members in such number as it thinks fit.

#### **Election of Honorary Officers:**

16. The Council shall have power to appoint such other honorary officers of the Institute in such manner and for such purposes as it thinks fit. All honorary officers shall be appointed to office only until the next Annual General Meeting and they shall be eligible for re-election by the Council.

### THE COUNCIL

#### **Size of the Council:**

17. The number of members of the Council shall be not less than 12 and not more than such number as the Council shall determine by Bye-Law. The first members of the Council shall be 3 appointed by the subscribers hereto.

**The Council:**

18. (1) The Council shall be composed of Corporate Members elected at the Annual General Meeting (hereinafter called "elected members").
- (2) One Third of the members for the time being of the Council shall form a quorum, provided that at any time after the opening of the meeting, the withdrawal of any one or more members shall not invalidate any resolution passed in their absence.

Provided always that no body corporate shall be a Member of the Council.

**Rotation of Council Members :**

19. (a) At the Annual General Meeting in every year one- third of the elected members of the Council for the time being or if their number is not three or a multiple of three then the number nearest one-third shall retire from office. The members of the Council to retire in every year shall( subject to subparagraph (b) hereof) be those who have been longest in office since their last election but as between persons who became members on the same day those who retire shall (unless they otherwise agree among themselves) be determined by lot.
  - (b)The Members of the Council to retire in 196 / shall be determined by lot.
20. Retiring members shall be eligible for re-election in any year subsequent to the year in which they retire.

**Council Vacancies –Casual:**

21. The Council shall have power from time to time and at any time to appoint any Corporate Member of the Institute to be a Member of the Council to fill a casual vacancy among the elected members. Any member so appointed shall hold office only until the next following Annual General Meeting when he shall forthwith retire and shall then be eligible for re-election.

**Council Vacancies:**

22. Any Corporate Member who may wish to nominate a person for election to the Council shall deliver to the Secretary, twenty-one days at least before the Annual General Meeting, a written notice signed by him and containing the name and address of the person

whom he wishes to nominate for the Council, such notice to be also signed by, or to be supplemented by a signed notice from some other Corporate Member who wishes to second the nomination. accompanied by a written undertaking by the nominee to serve, if elected. Any nominee may withdraw should he wish to do so.

**Election of Council:**

23. If the candidates validly nominated are not more in number than the vacancies the persons so nominated shall at the next Annual General Meeting be declared to be duly elected members of the Council.
24. If the number of candidates is in excess of the number to be elected, the election shall be conducted by ballot at such Annual General Meeting. The Chairman of the meeting shall appoint two or more scrutineers from the members present at the meeting to superintend the ballot.

**DISQUALIFICATION**

25. The office of a member of the Council shall be vacated:-

- (i) If he ceases for any reason to be a Corporate Member of the Institute.
- (ii) If (not being the President) he fail to attend at the least three meetings of the Council in any twelve consecutive months without the consent of the Council and the Council so resolve.
- (iii) If he become bankrupt or suspend payment, or compound with or make an assignment of his property for the benefit of his creditors.
- (iv) If he be declared lunatic, or become of unsound mind.
- (v) If he be convicted of a felony, unless the Council otherwise determine.
- (vi) If by notice in writing he resign his office, as provided by Article 29 hereof.
- (vii) If he be prohibited from holding office by any order made under section 184 of the Act.

- (viii) If he he removed from office by a resolution duly passed pursuant of section 182 of the Act.
- (ix) If he is directly or indirectly interested in any contract with the Institute and fails to declare the nature of his interest in manner required by Section 194 of the Act.

## 18

### **Absence:**

- 26. In the absence of the President and Deputy President of the Institute, the Council may elect a member of the Council to preside at a Council Meeting.
- 27. In the event of any member of the Council other than the President or Deputy President being absent from Ireland for a continuous period exceeding six months, the Council may appoint another Corporate Member of the Institute to act for him during his absence.

### **Incomplete Council:**

- 28. The members of the Council may act notwithstanding any vacancy in their body so long as their number is not less than nine, in which case they shall only be entitled to act for the purpose of electing new members to fill up the vacancies so as to bring the Council up to the required minimum number or for convening a General Meeting of the Institute.

### **Resignation of Council Member:**

- 29. A member of the Council may at any time resign office upon giving notice in writing to the Secretary of his intention to do so, and such resignation shall take effect from the date of the next following Council Meeting.

### **Secretary:**

- 30. The Secretary and Deputy or Assistant Secretary, if any, shall be appointed by the Council and shall hold office on such terms as the Council may determine.

### **Standing Orders:**

- 31. The Council shall by Standing Orders regulate the frequency of its meetings and the conduct of business.

**Committees:**

32. The Council shall constitute such Committees (consisting of members of the Council or other corporate members) as are required by the Bye-Laws of the Institute and shall in accordance with such Bye-Laws regulate the powers and duties of all such Committees

**MINUTES**

**Minutes:**

33. The Council shall cause minutes to be duly entered in books provided for the purpose of all meetings of the Institute, Council and Committees, and all business transacted at such meetings; any such minutes if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, or by the President of the Council shall be receivable as *prima Facia* evidence of the matters stated in such minutes.

**POWERS OF THE COUNCIL:**

34. Subject always to the provisions of these Articles, the administration, direction and management of the affairs of the Institute shall be vested in the Council who, in addition to the powers and authorities expressly conferred upon them by these Articles, may exercise all such powers and do all such acts and things as may be exercisable or done by the Institute and are not hereby or by Statute expressly directed or required to be exercised or done by the Institute in General Meeting.

35. Without prejudice to the general powers conferred by the last preceding Article, but subject to the provisions of the Memorandum of Association, the Council shall have the following powers, that is to say, power :-

(i) To purchase, take on lease, or in exchange, or otherwise acquire for the Institute, and to sell or otherwise dispose of (but as to the sale or disposal of real estate only if sanctioned by a General Meeting of members of the Institute and subject to any terms or conditions on which the same is held) any property, rights, or privileges which the Institute is authorised to acquire, at such price and generally on such terms and conditions as they think fit ; and in particular to purchase or take on lease or hire offices for the work of the Institute at such place or places as they may think fit.

(ii) To take all necessary steps to promote the formation or establishment of local and/or district centres in any part of Ireland, in order to facilitate the administration of the affairs of the Institute and generally to extend the membership of the Institute in Ireland.

(iii) To appoint a Secretary, a Deputy or Assistant Secretary, a Treasurer and other officers, clerks, agents and other employees for permanent, temporary or special services as they may from time to time think fit, and subject to sections 175 and 177 of the Act to determine their powers and duties, and fix their salaries and emoluments (if any). and to require security in such instances and to such amount as they think fit, and to suspend or dismiss any of them as occasion may require.

(iv) To appoint trustees to accept and hold in trust for the Institute any property belonging to the Institute or in which it is interested or for any other purposes, and to execute and do all such deeds, documents and things as may be requisite in relation to any such trust, and to provide for the remuneration of such Trustees.

(v) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Institute, its officers or otherwise concerning the affairs of the Institute, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Institute.

(vi) To make and give receipts, releases and other discharges for money payable to the Institute, and for claims and demands of the Institute.

(vii) To invest, place on deposit and deal with any of the moneys of the Institute, not immediately required for the purposes thereof, upon real securities, or in the purchase of freehold or leasehold hereditaments in Ireland, or in any mode in which the Trustees are or shall be by law, in absence of special direction, authorised to invest trust moneys under their control, and from time to time to vary or realise such investments..

viii) Subject to the provisions of these Articles from time to time to make, vary and repeal bye-laws for the administration of the affairs of the Institute, its officers and servants, provided that no bye-law shall have any operation, validity or effect if it amounts to or involves such an alteration of or addition to these Articles as could only lawfully be made by Special Resolution.

## 21

(ix) To issue, sign, draw, endorse, negotiate, transfer and assign all cheques, bills, drafts, promissory notes, securities and instruments, negotiable and non-negotiable, to operate on the Institute's banking accounts.

(x) To borrow any sum or sums of money for the purposes of the Institute and to raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit.

(xi) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such lawful acts, deeds and things in the name and on behalf of the Institute as they consider expedient.

(xii) To pay all the costs and expenses of and incidental to any of the aforesaid matters and things.

(xiii) Generally to adopt such lawful means, both in Ireland and elsewhere, as they may think fit for carrying out the objects of the Institute from time to time.

(xiv) To give, award or allow any superannuation payment or pension, gratuity or compensation to any employee of the Institute or his widow or children, that may appear to the Council just or proper, whether or not any such person or persons has or have a legal claim upon the Institute.

(xv) To hold such Examinations at such times and places and in such manner as they may think fit, and appoint Examiners and Assistant Examiners with remuneration to conduct such Examinations.

(xvi) To appoint, remove or suspend the members of any Committee or Committees or other officers, servants or agents on such terms and conditions as they think fit and agree on, and fix such indemnities, guarantees, or securities (if any) to be taken from any of the officials of the Institute for the faithful discharge of their duties.

(xvii) To appoint, remove or suspend examiners, as they think fit and to fix the term for which any such examiners are to hold office and prescribe their duties, and fix their remuneration.

(xviii) In the absence of the Secretary, or in the event of his inability to act, to appoint any person to act in his stead, and such person to be

authorised temporarily to exercise all or any of the duties of the Secretary.

### **BRANCH ORGANISATION**

#### **Branch Organisation:**

36. (i) The Council may, at their discretion, create Branches of the Institute in such districts as they may decide, and the Council shall have power to dissolve any such Branch at any time after it has been formed, or re-arrange the Branch boundaries, and may make contributions towards or otherwise provide for all or any of the expenses of any Branch on such terms as the Council may think fit.
- (ii) All members of the Institute resident or working in the area of a Branch shall be eligible for membership of that Branch.
- (iii) The Council shall report to each Annual General Meeting the formation or dissolution of any Branch and the change of the boundaries of any Branch.
- (iv) All Branches so created shall be subject to the Bye~ Laws of the Institute.

### **SECRETARY**

#### **Secretary:**

37. The provisions of sections 175 and 177 of the Act shall be duly observed. Subject thereto the powers and duties of the Secretary, unless and until otherwise defined, amended or limited by the Council, shall include the following :-
- (1) To keep the register of Members and make all proper and necessary entries therein, as defined in Article 58 hereof.
- (2) To attend the meetings of the Institute and of the Council and of the Committees appointed, as shall be determined from time to time by the Council, and to take notes of the proceedings, and at every such meeting to present the minutes of the previous meeting.
- (3) To enter or cause to be entered in the minute books all proceedings of the Institute and of the Council, and of the said committees, and to take due care that all appropriate letters, papers and documents of every kind connected with the business of the Institute are properly filed and preserved.

38. Unless and until otherwise determined by the Institute in General Meeting the Secretary and Deputy or Assistant Secretary (if any) may be but need not be members of any grade of the Institute.

### **GENERAL MEETINGS**

#### **General Meetings:**

39. (i) The General Meetings of Corporate Members of the Institute shall be :-

(1) Annual General Meetings.

(2) Extraordinary General Meetings.

(ii) Only Corporate Members of the Institute shall be entitled to attend and vote at General Meetings of the Institute. In the absence of any decision to the contrary non-Corporate Members may attend but not vote at General Meetings and no non-Corporate Members so attending shall count as "Members present" in the construction of Articles 45 to 56 (both inclusive).

#### **Date of Annual General Meeting:**

40. The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place within the State as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

#### **Extraordinary General Meeting:**

41. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

#### **Calling of Extraordinary General Meetings:**

42. Without prejudice to the provisions of section 132 of the Act, the Council may, whenever it thinks fit, and the Secretary shall on the requisition in writing of any ten members of the Council or any twenty-five Corporate Members of the Institute, forthwith proceed to convene an Extraordinary General Meeting of the Institute, and in

the case of such requisition the following provisions shall have effect. The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Institute, and may consist of several documents in like form, each signed by one or more requisitionists.

**Notice of General Meeting:**

43. Not less than twenty-one day's clear notice of every General Meeting specifying the place, day and hour of meeting, and in the case of special business, the general nature of such business shall be given to the auditors and to the Corporate Members of the Institute by notice sent by post or otherwise served as hereinafter provided. Every notice of an Annual General Meeting shall specify the meeting as such.

**Absence of Notice:**

44. The accidental omission to give any such notice to or the non-receipt of any such notice by any person entitled to receive the same shall not invalidate any resolution passed at any such meeting.

**PROCEEDINGS AT GENERAL MEETINGS**

**Business of the Annual General Meeting:**

45. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheet, and the reports of the Council and of the Auditors, to elect members of the Council of the Institute and Auditors and to transact any other business which under these Articles ought to be transacted at the Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

**Quorum for General Meeting:**

46. The quorum for a General Meeting shall be twenty Corporate Members irrespective of class personally present and entitled to vote.
47. No business shall be transacted at any General Meeting unless the requisite quorum shall be Present at the commencement of the business.

**Chair at General Meeting:**

48. The President, or failing him, the Deputy President shall be Chairman, and failing both, the members present shall elect a member of the Council, or if no member of the Council be present or if all the members of the Council present decline to take the chair then the members present shall choose one of their number to be Chairman of the meeting.

**If quorum not present:**

49. If within an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition shall be dissolved, but 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 as may be determined, and if at such adjourned meeting a quorum is not present, those who are present shall be a quorum and may transact the business for which the meeting was called.

**Conduct of Meetings:**

50. The following rules shall be applicable to all General Meetings of the Institute :-

(1) All motions and amendments shall be proposed and seconded before they can be put to the meeting. Amendments must be put in writing, if required by the Chairman. Not more than one amendment to the original question shall be placed before the meeting at one time.

(2) No matter which is not within the scope of the notice of the meeting shall be brought forward (otherwise than by the Council) for discussion unless notice in writing of intention to bring forward the matter shall have been lodged with the Secretary ten clear days before the time fixed for the meeting or unless a majority of members present so agree.

(3) No member present, other than the mover, shall be entitled to speak more than once to each substantive motion, and to each amendment, except with the leave of the Chairman : Provided that nothing in this sub~ clause shall be held to prevent any such member from addressing the Chairman on a point of order. The mover of a substantive motion shall be entitled to address the meeting in reply.

**Voting or demand for Poll:**

51. 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 by at least two members present in person and entitled to vote, and unless a poll is so demanded, a declaration by the President that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institute shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution. The demand for a poll may be withdrawn.
52. (1) If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (2) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (3) No poll shall be demanded on the election of a Chairman or any question of adjournment.
- (4) A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.
- (5) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

**Adjournment:**

53. The Chairman of a General Meeting may, with the consent of the meeting, adjourn the same 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.

54. Special Class Meetings of Corporate Members may be called at any time by the Council for a specific purpose relative to the direction and management of the Institute affecting such representative classes and the Secretary shall at all times call such a meeting on a requisition in writing of twenty Members of such class specifying the nature of the business to be transacted.
55. Fourteen clear day's notice of the time appointed by the Council for the holding of any such mass meeting or meetings shall be given to the Corporate Members of the class, specifying in such notice the general nature of the business to be transacted and no other business shall be transacted at that meeting. The proceedings at class meetings shall be governed by regulations to be made by the Council from time to time in that behalf.
56. At all General Meetings every Corporate Member present in person shall have one vote.

#### **BYE-LAWS**

57. (i) All bye-laws made by the Council pursuant to Article 35 (viii) shall be made under the Seal of the Institute.
- (ii) All bye-laws so made together with any variation or repeal shall be reported by the Council to the next Annual General Meeting of the Institute at the same time as notice is given of such Annual General Meeting and it shall be competent for any two Corporate Members to require by notice a debate on whether any bye-law or the variation or repeal of any bye-law shall be ratified by such Annual General Meeting and in such event no bye-law not ratified shall thereafter be a bye-law of the Institute.

#### **REGISTER OF MEMBERS**

58. The Secretary shall keep a Register of all classes of Members of the Institute and he shall enter therein the names, addresses and occupations of the members, the date upon which each person was entered in the Register as a member, the date upon which any person

ceased to be a member and any other information which the Council may determine from time to time: provided that the Register of Members kept pursuant to Section 116 of the Act shall include only corporate members.

59. The Institute may print and publish a list of members with such of the said particulars, and in such manner as the Council may deem fit.

#### **THE SEAL**

60. The Council shall provide for the safe custody of the Seal. The Seal of the Institute shall not be affixed to any instrument (other than those below mentioned) except by the authority of a resolution of the Council and in the presence of the President, failing whom the Deputy President, failing whom a member of the Council so authorised by resolution of the Council and it shall be countersigned by the Secretary or his deputy or by a second member of the Council. The Seal may, with the authority of a resolution of the Council, be affixed to the certificates of duly elected members of any class, examination certificates and other documents approved by the Council, and such documents shall be signed by the President, failing whom the Deputy President and by the Secretary or his deputy.

#### **ACCOUNTS AND AUDIT**

61. The Council shall cause proper books of account to be kept at the office of the Institute, or at such place or places as the Council shall think fit. The books of account shall be kept in conformity with the requirements of section 147 of the Act, and shall always be open to the inspection of all members of the Council.
62. Once at least in every year the accounts of the Institute shall be examined and their correctness ascertained by an Auditor who shall be a member or associate of one of the professional associations of accountants. Auditors shall be appointed and their duties regulated in accordance with sections 160 to 163 of the Act, or any re-enactment or statutory modification thereof for the time being in force, the members of the Council being treated as Directors for this purpose.
63. Once at least in every year the Council shall lay before the Institute in General Meeting an income and expenditure account for the

period since the last preceding account, made up to date not more than six months before such meeting, together with a balance sheet made up as at the same date. Such account and balance sheet shall be approved by the Council and signed by two members of Council and the Secretary on behalf of the Council. Every such balance sheet shall be accompanied by a report of the Council and a report of the Auditors, and a copy of such account, balance sheet and reports shall, not less than twenty-one clear days before the date of the meeting, be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be read before the meeting and be open to inspection as required by section 163 of the Act.

64. Every account of the Institute when audited and approved by a General Meeting shall be conclusive except as regards any error discovered herein within three months next after the approval thereof. Whenever such error is discovered within that period the account shall forthwith be corrected, and thenceforth shall be conclusive.
65. Subject to any reasonable conditions as to the time and manner of inspecting the same that may from time to time be imposed by the Institute in General Meeting, the books of accounts of the Institute shall be open to the inspection of the Corporate Members at all reasonable times during business hours.

#### **NOTICES**

66. A notice may be served by the Institute upon any member either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such member at his registered place of address, or if he has no registered address within Ireland, to the address (if any) within Ireland supplied by him to the Institute for the giving of notices to him.
67. Only such members as have a registered place of address in Ireland or have supplied an address for service in Ireland pursuant to Article 66 shall be entitled to receive any notices from the Institute.
68. Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper contained the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or a box thereof as a prepaid letter.

69. Any notice required to be or which may be given by advertisement shall be sufficient if addressed to the members generally and advertised once in any two National daily newspapers and shall be deemed to be duly given on the day on which the advertisement appears.

### **INDEMNITY AND RESPONSIBILITY**

70. So far as allowed by section 200 of the Act or any re-enactment or statutory modification thereof for the time being in force but not further or otherwise, every President, Deputy President, member of the Council, Secretary and other officer or servant of the Institute shall be indemnified by the Institute against, and it shall be the duty of the Council out of the funds of the Institute to pay all costs, losses and expenses which any such officer or servant may lawfully incur or become liable to pay by reason of any contract properly entered into or act or deed properly done by him as such officer or servant, or in any way in the discharge of his duties including travelling expenses or in connection with any application under section 391 of the Act in which relief granted to him by the Court.

71. Subject to the provisions of the said section or any re-enactment or statutory modification thereof for the time being in force, no President, Deputy President, member of the Council or other officer of the Institute shall be liable for the acts, receipts, neglects or defaults of any other member of the Council or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Institute through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Institute, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Institute shall be invested, or for any loss or damage arising from the Bankruptcy, insolvency or tortious acts of any person with whom any moneys, securities or effects shall be deposited or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto.

### **DISSOLUTION**

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

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Names, Addresses and Descriptions of Subscribers.

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WILLIAM J. KELLY,  
Strand Hotel, Rosslare, Hotelier.

EOIN DILLON,  
Shelbourne Hotel, Dublin, Hotel Manager.

OSWALD JOHNSTON,  
Marine Hotel, Sutton, Dublin, Hotelier.

JOHN COSTELLOE,  
Powers Royal Hotel, Kildare Street, Dublin, Hotelier.

DAVID ADARE-FITZ-GERALD,  
La Touche Hotel, Greystones, Co. Wicklow, Hotelier.

MICHAEL GERRARD MacMENAMIN,  
2 Moyle Park, Clondalkin, Co. Dublin, Hotel and Catering Controller.

DERMOT THOMAS MOONEY,  
"Strandfield", Spawell Road, Wexford, Hotelier.

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Dated the 16th day of September, 1966.

Witness to above Signatures:-

D. J. O'CONNOR  
42 & 43 Stephen's Green, Dublin.  
Solicitor.

