

THE COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
of
IRISH WILDBIRD CONSERVANCY
MEMORANDUM OF ASSOCIATION

Capitalised terms used in this Memorandum of Association shall have the meanings given to those terms in the Articles of Association.

1. Name

The name of the company is Irish Wildbird Conservancy (Cairde Éanlaith Éireann) (the “Conservancy”).

2. Company Type

The Conservancy is a company limited by guarantee, to which Part 18 of the Act applies.

3. Principal Objects

The principal objects for which the Conservancy is established are to benefit the community and the public generally by the conservation, protection and promotion of wild birds and their environment and by promoting education, research and encouragement of field studies in that regard.

4. Subsidiary and Ancillary Objects

In order to advance these principal objects, the Conservancy has the following subsidiary objects and purposes:

- (a) to establish, form, own, maintain and manage nature reserves or sanctuaries for the conservation and control of wild birds, wild plants and other vegetation and of the wild creatures of any description living naturally therein;
- (b) to teach and promote the natural sciences or any of them, in particular in relation to wild birds;
- (c) to observe, study and record all aspects of the life of wild birds;
- (d) to disseminate knowledge regarding wild birds and their conservation;

- (e) to undertake, promote and encourage research on wild birds and into all aspects of their natural habitat, and all aspects of their feeding, breeding and migration;
- (f) to use all and any means of communication as may seem expedient to the Conservancy and make any arrangements necessary in that regard including the purchase, payment for publication, distribution either gratuitously or by sale, of such means of communication to achieve the objects and purposes of the Conservancy;
- (g) to promote such research as aforesaid by creating fellowships, establishing scholarships, by making grants and other benefactions and providing equipment and other facilities for research and training in ornithology;
- (h) to act as a representative body in ornithological matters in relation to other bodies concerned with raising and distributing money for similar or allied purposes in Ireland or elsewhere; and,
- (i) to act if so requested in an advisory capacity to any Government Department, public or private institution, or body of persons on matters appertaining to ornithology.

5. Powers

These are the powers of the Conservancy which may only be carried on in furtherance of the principal objects and for no other purpose:

- (a) to take such steps by way of oral or written appeal, representation, or public meeting, to advise planning authorities or make planning applications or appeals therefrom, to appear or take part in legal proceedings and arbitration proceedings, to act in concert or make arrangement with any other person or body public or private in the foregoing regard, where such action shall appear proper and appropriate for the more effective conservation, protection, or promotion of wild birds in their natural habitat;
- (b) to establish, subsidise, promote, amalgamate, co-operate or federate with, affiliate or become affiliated to, act as trustee or agent for or manage or lend money or assistance to any association or society, company or other body, whether or not incorporated, whose objects are wholly the advancement, teaching, learning and research of and in any of the natural sciences, but so that none of the funds of the Conservancy shall be paid to any federated, affiliated or co-operative, association, society or other body which does not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Conservancy by clause 7 of this Memorandum;
- (c) to provide for the delivery and holding of lectures, courses, exhibitions, public meetings, classes and conferences and the organisation of field expeditions, study groups and seminars calculated directly or indirectly to advance scientific, technical or general knowledge in ornithology and allied subjects and to organise, sponsor, provide for and encourage attendance at and participation in such lectures, courses, exhibitions, public meetings, field expeditions, classes,

conferences, study groups and seminars wheresoever held and by whomsoever provided or organised;

- (d) to found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Conservancy's objects or any of them;
- (e) to solicit and procure by any lawful means, including by public appeals, and to accept and receive any donations of property of any nature and any devise, legacy or annuity, subscription, contribution or fund for the purpose of promoting the Conservancy's objects or any of them, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund;
- (f) to acquire, have designed, manufactured or produced, for the purposes of holding, distribution or sale, goods of whatever description, which may or may not bear the name or style of the Conservancy, and to hold, distribute or sell such goods provided that any subscription, donation, receipt or profit from such holding, distribution or sale is applied solely for the purposes of the Conservancy in accordance with this Memorandum;
- (g) to undertake, accept, execute and administer, without remuneration, any charitable trusts;
- (h) to establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Conservancy shall consider calculated to promote its objects or any of them;
- (i) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered desirable for the purposes of the Conservancy;
- (j) to sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Conservancy with a view to the promotion, protection or encouragement of its objects or any of them;
- (k) 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 Conservancy to mortgage or charge all or any part of the property of the Conservancy;
- (l) to invest in such ways as shall seem desirable to the Board any moneys of the Conservancy not immediately required for use in connection with any of 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;
- (m) for the purposes aforesaid, to draw, accept, make, endorse, issue and negotiate bills of exchange, promissory notes and other negotiable instruments;

- (n) to procure the registration or incorporation of the Conservancy in or under the laws of any place outside Ireland;
- (o) to pay all expenses of and incidental to the incorporation and establishment of the Conservancy;
- (p) to do all such other lawful things as shall be incidental to the foregoing objects or any of them;
- (q) to do all or any of the things and matters aforesaid in any part of the world;
- (r) for these purposes to acquire and hold the property at present held by any trustees for the time being of the Irish Wildbird Conservancy;
- (s) to construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Conservancy;
- (t) 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 Conservancy, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Conservancy's holding company or a subsidiary or associated company;
- (u) to establish or participate in other companies or associations whether as shareholder or member or otherwise;
- (v) to take or otherwise acquire, and to hold, membership interests, shares and/or securities of any company or association and to sell, hold, reissue, with or without guarantee, or otherwise deal with same;
- (w) to establish and support, and to aid in the establishment and support of, any other company or association formed for all or any of the principal objects of the Conservancy and to subscribe to any charitable purposes in any way connected with the principal objects of the Conservancy or which may be calculated to further its interests or any of them;
- (x) to co-operate with other companies, institutions, societies or associations as the Conservancy considers necessary and desirable;
- (y) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Conservancy is from time to time authorised to amalgamate;
- (z) to transfer all or any part of the property, assets, liabilities and engagements of the Conservancy to any one or more of the companies, institutions, societies or associations with which the Conservancy is from time to time authorised to amalgamate;

- (aa) to accumulate capital for any purposes of the Conservancy, and to appropriate any of the Conservancy's assets for specific purposes, either conditionally or unconditionally (prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years);
- (bb) to receive and administer and allocate grants and gifts made available to the Conservancy for its principal objects (and whether or not such grants or gifts are made from such public funds or otherwise) under the terms and conditions attached to such grants and gifts;
- (cc) to collect all allocations, fees or other amounts payable for facilities and services provided by the Conservancy;
- (dd) to produce any publications that the Conservancy may think desirable for the promotion of its principal objects;
- (ee) to employ, engage and retain all such officers and servants and to appoint, engage and retain or direct the appointment, engagement or retention of such educational, administrative, clerical, financial and other employees, consultants and advisers of any description as may be required for the purposes of the Conservancy and to make all reasonable and necessary provisions for the payment of wages, salaries, pensions, superannuation to or on behalf of employees and their widows, widowers and other dependents;
- (ff) to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Conservancy 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 Conservancy 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 Conservancy, 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 Conservancy and to subscribe or guarantee money for charitable objects;
- (gg) to promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Conservancy or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike, movement or organisation which may be thought detrimental to the interest of the Conservancy or its employees and to subscribe to any association or fund for any such purposes;
- (hh) to raise funds and help raise funds for any charitable purpose;
- (ii) to contribute by donation, subscription, loan, guarantee or otherwise to any other charitable object whatsoever;

- (jj) to do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person, company or association, and to contract for the carrying on of any operation connected with the Conservancy's principal objects by any person, company or association; and,
- (kk) to do all such other lawful things as are incidental or conducive to the attainment of the above principal objects or any of them.

6. **Limitation on Objects and Powers**

Provided that:

- (a) The Conservancy shall not support with its funds or endeavour to impose on or procure to be observed by its Members or others any regulation or restriction which, if an object of the Conservancy, would make it a trade union.
- (b) The above objects shall not be construed in any way so as to render any of them otherwise than exclusively charitable.
- (c) The objects and powers contained in clauses 4 and 5 are ancillary and subsidiary to the principal objects set out in clause 3.
- (d) Where the Conservancy takes or holds any property which may be subject to any trusts, the Conservancy shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

7. **Prohibition on Payments to Members**

The income and property of the Conservancy shall be applied solely towards the promotion of its principal objects as set forth in this Memorandum. 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 (unless a Member is itself a charity). 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 Member, officer or servant of the Company (not being a Director) in return for any services rendered to the Company;
- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate ("Euribor") per annum on money lent by Directors or any Member to the Company;
- (c) reasonable and proper rent for premises demised or let by any Director or Member to the Company;

- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with his attendance to any matter affecting the Company;
- (e) fees, remuneration or other benefit in money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company; or,
- (f) sums to any Director or to any person with whom a Director has a personal connection (within the meaning of Section 2(1) and 2(2) of the Charities Act) in return for services actually rendered to the Company, pursuant to an agreement entered into in compliance with Section 89 of the Charities Act.

8. Consent to alterations

No addition, alteration or amendment shall be made to the objects of the Conservancy in the provisions of this Memorandum for the time being in force, such that there would be non-compliance with the requirements of section 1180 of the Act, unless the same shall have been previously submitted to and approved by the Registrar of Companies.

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

Clauses 4, 5 and 7 contain conditions to which a licence granted by the Registrar of Companies to the Conservancy in pursuance of Section 34 of the Companies Act 1963 (replaced by section 1180 of the Act) is subject.

9. Limitation of Liability

The liability of the Members is limited.

10. Guarantee of Members

Every Member undertakes to contribute to the assets of the Conservancy in the event of the Conservancy being wound up while he is a Member or within one year after he ceases to be a Member, for:-

- (a) payment of the debt and liabilities of the Conservancy contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up; and
- (b) the adjustment of the rights of the contributories among themselves,

such amount as may be required not exceeding €1.27 (one euro and twenty seven cents).

11. Distribution of Assets on Dissolution

If upon the winding up or dissolution of the Conservancy there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members. Instead such property shall be given or transferred to some other charitable institution or institutions having among its principal objects, objects similar to the principal objects of the Conservancy. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Conservancy under and by virtue of clause 7 hereof. The Members 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 then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted to the Charities Regulator 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.

12. **Revenue Commissioners entitled to Accounts**

For so long as the Conservancy benefits from charitable tax exempt status from the Revenue Commissioners, annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
OF
IRISH WILDBIRD CONSERVANCY
ARTICLES OF ASSOCIATION

PRELIMINARY

1. Definitions

In these Articles:

“**Act**” means the Companies Act 2014 (as may be amended from time to time);

“**Articles**” means these Articles of Association;

“**Board**” means the board of Directors for the time being and from time to time of the Conservancy and may be referred to as the Board of Management or Governing Body;

“**Branch**” means a local association, branch or Members’ group comprising Members of the Conservancy;

“**Charities Act**” means the Charities Act 2009 (as may be amended from time to time);

“**Charities Regulator**” means the Charities Regulatory Authority, a body established by Section 13 of the Charities Act to perform the functions conferred on it by the Charities Act;

“**Conservancy**” means this company, the Irish Wildbird Conservancy;

“**Constitution**” means the Memorandum and the Articles;

“**Directors**” means the directors for the time being and from time to time of the Conservancy or the directors present at a meeting of the Board and includes any person, from time to time, occupying the position of director by whatever name called;

“**Honorary President**” means any person appointed as honorary president of the Conservancy for the time being and from time to time in accordance with the provisions of Article 32;

“**Mandatory Provision**” means a provision of any of Parts 1 to 14 or Part 18 of the Act (together with any statutory modification thereof in force at the date on which these

Articles become binding on the Conservancy) that applies to companies limited by guarantee and that is not an Optional Provision;

“Member” means a member of the Conservancy from time to time and includes every Member holding any of the classes of membership detailed at Article 4(a) including Ordinary Members, Life Members, Donor Members, Corporate Members, Family Members, Associate Members, Junior Members, and Youth Group Members;

“Memorandum” means the Memorandum of Association of the Conservancy;

“month” means a calendar month;

“Optional Provision” means a provision of any of Parts 1 to 14 or Part 18 of the Act (together with any statutory modification thereof in force at the date on which these Articles become binding on the Conservancy) that applies to companies limited by guarantee and that—

- (a) contains a statement to the effect, or is governed by a provision elsewhere to the effect, that the provision applies save to the extent that the Constitution provides otherwise or unless the Constitution states otherwise; or
- (b) is otherwise of such import;

“Secretary” means any person appointed to perform the duties of the secretary of the Conservancy, and shall include any temporary, assistant or acting secretary;

“Seal” means the common seal of the Conservancy;

“State” means the territory of the Republic of Ireland; and

“Term” for the purposes of Articles 16 and 18 in relation to the office of the chairperson of the Board, means the period from the date of his appointment until the fourth annual general meeting held next after his date of appointment (excluding the annual general meeting at which he is so appointed);

“year” means a calendar year.

2. Interpretation

- (a) Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender shall include the feminine gender. Words importing persons shall include corporations.
- (b) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.
- (c) Unless the contrary intention appears, words or expressions contained in this Constitution shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which this Constitution becomes binding on the Conservancy.

- (d) Headings and footnotes used in this Constitution are for convenience of reference only and shall not be considered to form part of this Constitution.
- (e) Subject to the requirements of any Mandatory Provision, to the greatest extent possible the provisions of this Constitution shall take precedence over the provisions of the Act.
- (f) The Optional Provisions of the Act listed in column I of Article 36 below shall not apply to the Conservancy. To the extent that a given Optional Provision has been replaced by or restated in or dis-applied by these Articles or by the Memorandum, this is identified in column II of Article 36 below.

MEMBERS

3. Number of Members

The number of Members with which the Conservancy proposes to register is 7,000 but the Directors may from time to time register an increase or decrease in the number of Members (subject always to there being a minimum of three Members at all times).

4. Appointment and Replacement of Members

- (a) Those persons registered as Members in the register of members of the Conservancy at the date of adoption of this Constitution and such other persons as the Directors shall admit to membership, and whose names are entered in the register of members, shall be the Members and they shall be classed into the following categories of membership: (i) Ordinary Members; (ii) Life Members; (iii) Donor Members; (iv) Corporate Members; (v) Family Members; (vi) Associate Members; (vii) Junior Members and (viii) Youth Group Members and the following rules shall apply to them:
 - i. Ordinary Members shall be the subscribers to the Memorandum and Articles of Association and annual subscribers to the funds of the Conservancy of such sum, not being less than €10, as shall from time to time be fixed by the Board and shall be entitled to notice of and to attend and vote at general meetings of the Conservancy;
 - ii. Life Members shall be persons who signify to the Secretary their desire to become members for life and who pay such subscription as shall be fixed from time to time by the Board and shall be entitled to notice of and to attend and vote at general meetings of the Conservancy;
 - iii. Donor Members shall be any persons who shall give to the Conservancy such property, sum of money or service as shall appear to the Board to entitle such persons to be distinguished as Donor Members and shall be entitled to notice of and to attend and vote at general meetings of the Conservancy;
 - iv. Corporate Members shall be groups of persons having a common interest or association and who shall be required to pay such annual corporate

subscription as shall from time to time be fixed by the Board and who shall be entitled to notice of and to attend and cast one vote per Corporate Member at general meetings of the Conservancy;

- v. Family Members shall be members of one household who shall pay such annual sum as shall from time to time be fixed by the Board, and who shall be entitled to notice of and to attend and to cast one vote only per Family Member at general meetings of the Conservancy;
 - vi. Associate Members shall be persons, other than Ordinary Members, who support the aims of the Conservancy. Associate Members shall pay to the funds of the Conservancy such annual sum as the Board may from time to time direct. They shall not be entitled to vote at general meetings of the Conservancy;
 - vii. Junior Members shall be persons in receipt of full-time education or aged not more than 18 years and shall pay to the funds of the Conservancy such annual sum as the Board may from time to time direct. They shall not be entitled to vote at general meetings of the Conservancy;
 - viii. Youth Group Members shall be groups of young persons in receipt of full-time education or aged not more than 18 years having a common interest or association and who shall be required to pay such annual sum as shall from time to time be fixed by the Board and who shall be entitled to notice of and to attend and cast one vote only per Youth Group Member at general meetings of the Conservancy;
- (b) Admission to membership by decision of the Board under Article 4 (a) shall be on an annual basis for all categories of members except Life Members and Donor Members. Upon payment of their subscription Life Members become Members for life. A Donor Member may be elected to membership either for life or for a specified period at the option of the Board. If elected for a specified period such Member shall cease on the expiration of such period to be a Member of the Conservancy unless elected as a Member.
- (c) Admission to membership for all categories of Member shall be at the sole discretion of the Board.
- (d) The provisions of Section 169 of the Act (as modified by Section 1201 of the Act) shall be observed by the Conservancy in respect of all Members, and every Member shall either sign a written consent to become a Member or sign the register of members.
- (e) Every Ordinary, Corporate, Family, Associate, Junior and Youth Group Member shall become liable on election to pay his subscription for the ensuing 12 months and thereafter shall be liable each year, on admission by the Board, on the anniversary of his election for the amount of his subscription for each subsequent 12 month period and the subscriptions of such Members shall be payable on the anniversary of their election or at such time as the Board may decide but so that the period between successive subscriptions becoming due and payable shall be not less than 12 months. Provided that any such Member may at any time prior

to the anniversary of his election in any year resign his membership and cease to be a member by sending his resignation in writing to the Secretary but, subject to such resignation in writing, every such Member shall be liable for the amount of his subscription as aforesaid. A Member who shall not have paid any payable subscription (determined in accordance with the provisions of Article 4(a)) for any year, on or before the date three months after the anniversary of his election shall, ipso facto, cease to be a Member but may (if he has the right to do so under these Articles) vote at general meetings of the Conservancy whilst his subscription is less than three months in arrears. A Life Member or Donor Member may at any time resign his membership and cease to be a member by sending his resignation in writing to the Secretary.

- (f) The death of, or bankruptcy of, a Member shall terminate his membership with immediate effect.

5. Members' Rights and Obligations

- (a) Each Member shall, on request, be entitled to be provided with certificate of membership.
- (b) Each Member shall use his reasonable endeavours to promote the principal objects and the interests of the Conservancy and shall observe all of the Conservancy's regulations affecting him contained in, or effective pursuant to, this Constitution or the Act.
- (c) The rights of each Member shall be personal to him and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise.
- (d) Save as provided by these Articles, each Member shall be entitled to notice of, and to attend and vote at, general meetings of the Conservancy.

GENERAL MEETINGS

6. General Meetings

- (a) An annual general meeting shall be held once in every calendar year, at such time (not later than the 30th of June each year) and place as may be determined by the Board.
- (b) Subject to the provisions of Section 176 of the Act, general meetings of the Conservancy may be held inside or outside the State.
- (c) All general meetings other than annual general meetings shall be called extraordinary general meetings.

7. Notice of General Meetings

- (a) Subject to section 181 of the Act, a meeting of the Conservancy, other than an adjourned meeting, shall be called in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not

less than 21 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice.

- (b) A meeting of the Conservancy shall, notwithstanding that it is called by shorter notice than that specified in Article 7(a), be deemed to have been duly called if it is so agreed by all the Members entitled to attend and vote at the meeting and (unless no statutory auditors of the Conservancy stand appointed in consequence of the Conservancy availing itself of the audit exemption under section 360 or 365 of the Act, and, where relevant, section 399 of the Act has been complied with in that regard), the statutory auditors of the Conservancy.
- (c) The notice of a meeting shall specify the place, the date and the time of the meeting, the general nature of the business to be transacted at the meeting, in the case of a proposed special resolution, the text or substance of that proposed special resolution and with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy, that a proxy need not be a Member, and the time by which the proxy must be received at the registered office of the Conservancy.
- (d) 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.
- (e) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- (f) The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as are provided for in Section 178 of the Act (as modified by Section 1203 of the Act). The Directors shall convene an Extraordinary General Meeting on receipt of a requisition signed by 100 Members having the right to vote at general meetings of the Conservancy and stating the objects for which the meeting is required. If the Directors shall fail to convene such meeting for a date not later than six weeks after the requisition has been deposited at the registered office of the Conservancy, the requisitionists may themselves convene the meeting, but any meeting so convened shall not be held more than three months after the date of the deposit of the requisition and shall, insofar as they are applicable, be held in accordance with the provisions of these Articles.
- (g) If at any time there are not sufficient Directors capable of acting to form a quorum (as detailed at Article 23(a)), any Director or any Member having the right to vote at general meetings of the Conservancy may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
- (h) Notice of every general meeting of the Conservancy shall be given in the manner provided for in these Articles to such persons as are under the Act and these Articles entitled to receive notices from the Conservancy including every Member having the right to vote at general meetings of the Conservancy, every person

being a personal representative or the official assignee in bankruptcy of a Member having the right to vote at general meetings of the Conservancy (where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting), and the statutory auditors for the time being of the Conservancy. Notice of every General Meeting shall be given, in the manner hereinbefore authorised, to every Member entitled to vote at annual general meetings of the Conservancy, except those Members who (having no registered address in the State) who have not supplied to the Conservancy an address in the State for the giving of notices to them.

- (i) Notwithstanding any provision of Article 31, where notice of a general meeting is given by posting by ordinary prepaid post to the usual or notified address of a Member, then, for the purposes of an issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.
- (j) Notice of any motion proposed to be made at a general meeting by any person not being a Director, shall be delivered to the Secretary at least 30 clear days before the meeting at which the motion is to be proposed. Such notice shall be signed by the proposer and four supporters being Members having the right to vote at general meetings of the Conservancy and no motion made by any Member other than a Director shall be entertained by a general meeting of the Conservancy unless notice thereof has been given as aforesaid.

PROCEEDINGS AT GENERAL MEETINGS

8. Proceedings at General Meetings

- (a) The business of the annual general meeting shall include:
 - (i) the consideration of the Conservancy's statutory financial statements and the report of the Directors and, unless the Conservancy is entitled to and has availed itself of the audit exemption under section 360 or section 365 of the Act, the report of the statutory auditors on those statements and that report;
 - (ii) the consideration and confirmation or rejection (wholly or in part) of any annual reports made to the meeting by the Board;
 - (iii) the review by the Members of the Conservancy's affairs;
 - (iv) the election and re-election of Directors;
 - (v) the election of a chairperson of the Board (if the office is then vacant);
 - (vi) the appointment or re-appointment of the statutory auditors; and,
 - (vii) the authorisation of the Directors to approve remuneration of the statutory auditors.

9. Quorum for General Meetings

- (a) Save as herein otherwise provided, ten Members having the right to receive notices or and to attend and vote at general meetings of the Conservancy present in person shall be a quorum.
- (b) No business shall be transacted at any general meeting unless a quorum of Members is present both at the time when the meeting proceeds to business and during the currency of the meeting.
- (c) If within half an hour after the time appointed for a general meeting a quorum is not present, then the meeting, if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members having the right to receive notices of and to attend and vote at general meetings of the Conservancy present in person shall be a quorum.

10. Chairperson of General Meetings

The chairperson, if any, of the Board, or whom failing, a Director previously appointed by the Board to act as such, shall preside as chairperson at every general meeting of the Conservancy. If the chairperson of the Board, or the Director appointed by the Board to so act, is not present at the meeting within 10 minutes of the time at which the meeting is to commence, the Members present shall elect one of their number to be chairperson of the meeting.

11. Adjournment of General Meetings

- (a) 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, 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.
- (b) 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.
- (c) When a meeting is adjourned for 29 days or less, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

12. Voting at General Meetings

- (a) 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:
 - (i) by the chairperson,

- (ii) by at least three Members having the right to receive notices of and to attend and vote at general meetings of the Conservancy present in person or by proxy, or
 - (iii) by any Member or Members present in person or by proxy and representing not less than 10 per cent of the total voting rights of all the Members concerned having the right to vote at the meeting.
- (b) 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). A demand for a poll may be withdrawn by the person or persons who have made the demand.
- (c) With the exception of Associate Members and Junior Members, every Member present in person or by proxy at a general meeting shall, subject to the provisions of Article 4(a) have one vote.
- (d) No objection shall be raised as 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.
- (e) Unless a poll is so demanded (and the demand not be withdrawn), 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, 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.
- (f) Except as provided in Article 12(h), if a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the chairperson 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.
- (g) 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.
- (h) A poll demanded on the election of the position of chairperson of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- (i) Subject to Sections 191 to 198 of the Act, a resolution in writing signed by all the Members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Conservancy 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. A resolution in writing

made pursuant to this Article 12(i) may consist of one document or two or more documents in like form each signed by one or more Members.

13. Voting by Proxy

- (a) Votes may be given either personally, or by proxy. A proxy shall have the same right as the Member appointing him to speak at the meeting and to vote on a show of hands and on a poll.
- (b) A Member shall not be entitled to appoint more than one proxy to attend on the same occasion. A proxy need not be a Member.
- (c) The instrument appointing a proxy (the "instrument of proxy") shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, 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.
- (d) 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 Conservancy (or at such other place within the State as is specified for that purpose in the notice convening the meeting), and shall be so deposited not later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, 48 hours before the time appointed for the taking of the poll.
- (e) The depositing of the instrument of proxy (or other document) referred to in Article 13(d) may, rather than posting or delivering it, be effected by communicating the instrument to the Conservancy by electronic means.
- (f) An instrument of proxy shall be in the following form or a form as near thereto as circumstances permit:

<i>Irish Wildbird Conservancy (the "Company")</i>				
<i>I/ We,</i>		<i>(the "Member") of</i>		
<i>in the County of</i>		<i>being a Member/Members of the</i>		
<i>Company,</i>		<i>hereby appoint</i>		
<i>of</i>		<i>or failing them</i>	<i>of</i>	
<i>as my/our proxy to attend, speak and vote</i>				
<i>for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the</i>				
<i>day of and at any adjournment thereof.</i>				
<i>Voting instructions to Proxy</i>				
<i>(choice to be marked with an 'x')</i>				
<i>Number</i>	<i>or</i>	<i>In favour</i>	<i>Abstain</i>	<i>Against</i>
<i>description</i>	<i>of</i>			

<i>resolution:</i>			
1			
2			
3			
<i>Unless otherwise instructed, the proxy will vote as they think fit.</i>			
<i>Signature of Member.....</i>			
<i>Dated: [date].....</i>			

- (g) The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (h) A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed, if no notice in writing of such death, insanity or revocation as aforesaid is received by the Conservancy at the registered office of the Conservancy before the commencement of the meeting or adjourned meeting at which the proxy is used.
- (i) Any body corporate which is a Member may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Conservancy, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual Member.

BOARD OF DIRECTORS

14. Administration of the Conservancy

- (a) The affairs of the Conservancy shall be managed by the Directors, who may exercise all such powers of the Conservancy as are not, by the Act or by this Constitution, required to be exercised by the Conservancy in general meeting, but subject to—
 - (i) the provisions of this Constitution;
 - (ii) the provisions of the Act; and
 - (iii) such directions, not being inconsistent with the foregoing provisions, as the Conservancy in general meeting may (by special resolution) give, provided that no direction given by the Conservancy in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

15. Appointment of Directors

- (a) Any purported appointment of a Director without that Director's consent shall be void.
- (b) Subject to the provisions of Article 15(a), the first Directors shall be those persons determined in writing by the subscribers of this Constitution or a majority of them.
- (c) The Board shall be comprised of the chairperson and not less than three and not more than seven other Directors (all of whom must be Members).
- (d) The Conservancy may from time to time, by ordinary resolution, increase or reduce the number of Directors.
- (e) The Board shall have power at any time, and from time to time, to appoint any person being a Member to be a Director, to fill a vacancy thereon and such person shall retire from office at the next following annual general meeting of the Conservancy, but shall, on the proposal of the Board, or otherwise, be eligible for election by the Conservancy at that meeting as a Director.
- (f) Without prejudice to the powers of the Directors under Article 15(e), the Conservancy in general meeting may by ordinary resolution appoint any person to be a Director, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.
- (g) The Conservancy may by ordinary resolution appoint another person in place of a Director removed from office under Article 17(a).

16. Rotation of Directors

- (a) At each annual general meeting of the Conservancy one-third of the Directors 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 and shall not be eligible for re-election until the annual general meeting next following, subject always to the provisions of Article 16(c) concerning the chairperson of the Board.
- (b) The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot, subject always to the provisions of Article 16(c) concerning the chairperson of the Board.
- (c) A Director who would otherwise be due to retire in accordance with the provisions of Article 16(a) and 16(b) may, if elected by the Members as chairperson of the Board at the general meeting at which he would otherwise be required to retire, continue as a Director and chairperson of the Board for the Term. A Director who is chairperson of the Board and whose term of office as Director (calculated in accordance with Articles 16(a) and 16(b)) would otherwise expire during his Term, may continue as a Director and chairperson of the Board until his Term expires.

- (d) It shall be in the power of any Member having the right to vote at general meetings of the Conservancy to propose for election as a Director any Member or Members, not exceeding two in number, apart from those proposed by the Board pursuant to the provisions of Article 15(e), provided that:-
 - i. any such proposal shall be signed by at least 10 Members who are entitled to notice of and to vote at an annual general meeting of the Conservancy and whose subscriptions are fully paid-up as of the date the proposal is signed; and
 - ii. any such proposal shall be in accordance with all procedures laid down by the Board from time to time in relation to the proposal of Members for election to the Board.
- (e) In the notice calling each annual general meeting of the Conservancy, the Board shall state the names of the Directors who fall to retire together with the names of those whom the Board propose and those who are proposed by Members of the Conservancy for election to the Board (in accordance with Article 16(c)).
- (f) It shall be in the power of any Member having the right to vote at general meetings of the Conservancy to propose a Member who is either; a serving Director, or, who is a Director who would otherwise be due to retire in accordance with the provisions of Article 16(a) and 16(b), or, who shall be elected as a Director at the annual general meeting of the Conservancy for election as chairperson of the Board, provided that:-
 - i. such a proposal shall be signed by at least 20 Members who are entitled to receive notices of and attend and vote at annual general meeting of the Conservancy and whose subscriptions are fully paid-up as of the date the proposal is signed; and
 - ii. such a proposal shall be in accordance with the all procedures laid down by the Board from time to time in relation to the proposal of a Member for election as chairperson of the Board.
- (g) If the office of chairperson of the Board is vacant or is due to become vacant, the Board shall state in the notice calling each annual general meeting of the Conservancy the names of those who are proposed by Members for election as chairperson of the Board.
- (h) A vacancy in the office of chairperson of the Board, or in the Directors, shall, subject to the provisions of Article 15(e), only be filled by election by the Members having the right to receive notices of and to attend and vote at general meetings of the Conservancy. The results of elections shall be announced and ratified at the annual general meeting of the Conservancy which shall be held next after the occurrence of the vacancy. Every Member may, provided they do so in accordance with the procedures laid down by the Board from time to time in relation to the return of ballot papers for the elections of the chairperson of the Board and Directors, give one vote each to such number of candidates as shall not exceed the number of vacancies required to be filled. In the event of any candidates having an equality of votes, an election between such candidates

shall be made in such manner as the chairperson of the annual general meeting of the Conservancy shall direct, and in all respects not hereby specifically provided for, the manner and details of any such election shall be decided and regulated by the chairperson of the annual general meeting of the Conservancy in his sole discretion.

- (i) The Conservancy may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
- (j) Any Director appointed in accordance with Article 15(e) shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
- (k) A person appointed as a Director in accordance with Article 15(g) shall be subject to retirement at the same time as if they had become a Director on the day on which the Director in whose place they are appointed was last elected a Director.

17. Removal of Directors and Vacation of Office

- (a) The Conservancy may by ordinary resolution remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Conservancy 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 him and the Conservancy.
- (b) The office of Director shall be vacated if:
 - (i) the Director holds any office or place of profit in the Conservancy save as permitted by Section 89 of the Charities Act (once commenced);
 - (ii) the Director is adjudged bankrupt, or being a bankrupt, has not obtained a certificate of discharge in the relevant jurisdiction;
 - (iii) the Director is directly or indirectly interested in a contract with the Conservancy and fails to declare the nature of his interest in the manner required by section 231 of the Act;
 - (iv) the Director fails to attend a minimum of three meetings of the Board held between two consecutive annual general meetings of the Conservancy;
 - (v) the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
 - (vi) the Director is disqualified from being a charity trustee of any charitable organisation pursuant to Section 55 of the Charities Act;
 - (vii) the Director becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act;

- (viii) the Director becomes a restricted person within the meaning of Chapter 3 of Part 14 of the Act and the Directors resolve that his office be vacated;
- (ix) the Director is convicted of any criminal offence other than an offence which in the reasonable opinion of the Board does not affect his position as a Director;
- (x) in the opinion of the other Directors the health of the Director is such that he is incapable by reason of mental disorder of discharging his duties as a Director;
- (xi) the Director resigns his office by notice in writing to the Conservancy; or,
- (xii) the Director ceases for any reason to be a Member.

18. Chairperson of the Board

The chairperson of the Board shall be elected by the Members having the right to receive notices of and to attend and vote at general meetings of the Conservancy, in accordance with the provisions of Article 16. The chairperson of the Board shall hold office for a maximum of one Term unless he shall earlier resign or unless his office as Director is vacated in accordance with the provisions of Article 17 (b). A Director shall not hold the office of chairperson of the board for consecutive Terms. If at any meeting of the Board the chairperson of the Board is not present, the Board may choose one of their number to be chairperson of the meeting.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

19. Borrowing Powers

The Board may borrow, raise, or secure the payment of money in such manner as the Board shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Conservancy's property (both present and future) and may purchase, redeem or pay off any such securities and apply the money so raised to the purposes of the Conservancy. Every mortgage made in pursuance of this power may contain a power of sale and all usual mortgage powers and provisos. As regards any property taken by the Conservancy, not for the general purpose of the Conservancy, but on special trusts, the power of mortgaging shall apply only to such extent as is consistent with the trusts on which the Conservancy holds the property. Where so required by law, the power hereby conferred shall be exercised only with the consent of the Charities Regulatory Authority.

20. Specific Duties of the Board

- (a) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Conservancy, 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.

- (b) The Directors shall cause minutes to be made in books provided for the purpose:
 - (i) of all appointments of officers made by the Directors;
 - (ii) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (iii) of all resolutions and proceedings at all meetings of the Conservancy and of the Directors and of committees of Directors.
- (c) Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.
- (d) A Director shall not vote in respect of any contract in which he is interested, or any matter arising therefrom, and if he does his vote shall not be counted.
- (e) The Board shall agree a strategic plan for the Conservancy including a clear statement of its vision, purpose, mission, values, aims and objectives.

PROCEEDINGS OF THE BOARD OF DIRECTORS

21. Regulation of Meetings of the Board of Directors

- (a) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board shall hold a minimum of eight meetings every year.
- (c) Two Directors may, and the Secretary on the requisition of two Directors shall, at any time summon a meeting of the Directors.
- (d) All Directors shall be entitled to reasonable notice of any meeting of the Directors but, if the Directors so resolve, it shall not be necessary to give notice of a meeting of the Directors to any Director who, being resident in the State, is for the time being absent from the State.
- (e) 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 and may consist of several documents in the like form each signed by one or more of the Directors. Any such resolution in writing may consist of several documents in like form, each signed by one or more of the Directors and for all purposes shall take effect upon receipt at the registered office of the Conservancy of all such several documents, by facsimile transmission or otherwise.
- (f) Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of a conference or other telecommunication facility 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. Any Director or member of a committee participating at such a meeting will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.

- (g) All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, or that there was at the time of such acts any vacancy in the Directors or committee, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- (h) A Director may waive notice of any meeting, and such waiver may be retrospective.
- (i) The Board may, at its sole discretion, allow non-Board members to attend Board meetings as observers with the right to speak, but they shall not have the right to vote or be counted in a quorum.
- (j) The Board shall have power from time to time to make, repeal, or alter such regulations as to the procedure of the Board, for the conduct of the general affairs of the Conservancy, and for the dispatch of business as the Board may deem necessary, provided that such regulations do not contravene any of the provisions contained in these Articles or amount to such an addition to or alteration of these Articles as could only legally be made by special resolution of the Conservancy.
- (k) The Board may appoint such honorary officers, apart from the chairperson of the Board, as they may think from time to time desirable, and determine their respective powers and duties and the tenure of their office.
- (l) The Board may appoint such salaried officers as they may think from time to time desirable and fix their salaries and remuneration and determine their respective powers and duties and the tenure of their office.

22. Voting at Meetings of the Board

- (a) Questions arising at any meeting shall be decided by a majority of votes.
- (b) Where there is an equality of votes, the chairperson shall have a second or casting vote.

23. Quorum for Meetings of the Board

- (a) The quorum necessary for the transaction of the business of the Board shall be three (3) Directors.
- (b) The continuing Directors or a sole Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number

fixed for the quorum, they may act only for the purposes of filling vacancies or calling a general meeting.

COMMITTEES

24. Establishment and Regulation of Committees

- (a) The Directors may establish one or more committees, consisting in whole or part of Directors or Members, as they think fit for such purposes, and with such functions as the Directors shall determine and, without prejudice to section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees and may add to any such committee for such length of time and with such powers of voting or otherwise as the Board may think fit, any Member whose aid they judge useful to forward the objects of the Conservancy provided always that the chairperson of each such committee is a Director.
- (b) Any committee formed by the Directors shall, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Directors.
- (c) All committees established by the Directors shall be responsible to and report to the Directors.

25. Proceedings of Committees

- (a) A committee may elect a chairperson of its meetings from among its number.
- (b) A committee may meet and adjourn as it thinks proper.
- (c) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and where there is an equality of votes, the chairperson shall have a second or casting vote.

SECRETARY

26. Company Secretary

- (a) The Secretary shall be appointed by the Directors for such term and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.
- (b) The Directors may appoint an assistant or deputy secretary and any provision in these Articles requiring or authorising a thing to be done by or to the Secretary shall be satisfied by it being done by or to the assistant or deputy secretary.
- (c) 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.

- (d) The Directors have a duty to ensure that the person appointed as Secretary has the skills or resources necessary to discharge his statutory and other duties. The Directors shall not appoint the chief executive officer of the Conservancy as the Secretary.

THE SEAL

27. Use of the Seal

The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of a Director, and of the Secretary or such other Director as the Board may appoint for the purpose; and that Director, and the Secretary or Director as aforesaid, shall sign every instrument to which the Seal is so affixed in their presence.

ACCOUNTS

28. Preparation and Keeping of Accounts

- (a) The Board shall cause adequate accounting records to be kept relating to:-
 - (i) all sums of money received and expended by the Conservancy and the matters in respect of which the receipt and expenditure takes place;
 - (ii) the assets and liabilities of the Conservancy; and
 - (iii) all sales and purchases of goods by the Conservancy.
- (b) Adequate accounting records shall be deemed to have been maintained if they explain the Conservancy'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 Conservancy.
- (c) The accounting records shall be kept at the registered office of the Conservancy or, subject to Section 283 of the Act, at such other place as the Board thinks fit, and shall at all reasonable times be open to the inspection of the Directors.
- (d) 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 accounting records of the Conservancy shall be open to the inspection of Members who are not Directors, and no Member (not being a Director) shall have any right of inspection of any accounting records or document of the Conservancy except as conferred by statute or authorised by the Directors or by the Conservancy in general meeting.

29. Laying of Accounts Before Annual General Meeting

- (a) The Directors shall from time to time in accordance with Chapter 4 of Part 6 of the Act cause to be prepared and to be laid before the annual general meeting of the Conservancy such profit and loss account, balance sheet, and reports as are

required by that Chapter to be prepared and laid before the annual general meeting of the Conservancy.

- (b) A copy of the balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Conservancy together with a copy of the Directors' report and statutory auditors' report shall, not less than 21 days before the date of the annual general meeting, be made available to every person entitled under the provisions of the Act to receive them.

AUDIT

30. Audit

Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act dealing with such matters.

NOTICES

31. Notices

- (a) A notice may be given by the Conservancy to any Member either in writing or by electronic means subject to the provisions of this Article 31.
- (b) If a Member does not have an address in the State he shall notify the Conservancy of an address within the State for the receipt of notices. A Member, not being resident in the State and who does not notify the Conservancy of an address within the State for the receipt of notices, shall only be entitled to receive notices by electronic means (subject always to such Member providing the Conservancy with a valid email address).
- (c) A notice in writing may be served on or given to the Member in one of the following ways:
 - i. by delivering it by hand to the Member (within the State);
 - ii. by leaving it at the usual or notified address of the Member (within the State);
 - iii. by sending it by post in a prepaid letter or by courier to the usual or notified address of the Member (within the State); or
 - iv. by electronic means.
- (d) Any notice served or given in accordance with the provisions of Article 31(b) shall be deemed, in the absence of any agreement to the contrary between the Conservancy and the Member, to have been served or given –
 - i. In the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
 - ii. In the case of it being left, at the time that it is left;

- iii. In the case of it being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after dispatch and in the case of its being posted (to such an address) –
 - 1. On a Friday – 72 hours after dispatch; or
 - 2. On a Saturday or Sunday – 48 hours after dispatch;
- iv. In the case of electronic mail, at the time it was sent,

but subject to Section 181(3) of the Act (as reproduced at Article 7(i) of these Articles) regarding notice of general meetings.

HONORARY PRESIDENT

32. Honorary President

- (a) There may be a person called the Honorary President of the Conservancy who shall have the right to receive notice of, attend, and speak at Board meetings but he shall not have the right to vote or be counted in a quorum.
- (b) The Honorary President of the Conservancy shall hold office for such term as the Board may determine unless he shall earlier resign.
- (c) The Board shall have the sole right to elect one or more candidates for the post of Honorary President or may decide not to elect any individual for this post.

BRANCHES

33. Branches

- (a) The Board shall have power from time to time to make, repeal, or alter such regulations as to the establishment and conduct of, and the type of activity engaged in by any Branch, provided that such regulations do not contravene any provisions contained in these Articles or amount to such an addition to or alteration of these Articles as could only legally be made by special resolution of the Conservancy.
- (b) A Branch shall only be established with the prior approval of the Board.
- (c) Each Branch shall draw-up a set of standing orders which shall be subject to the approval of the Board. These standing orders must contain the following provisions:-
 - i. each Branch shall convene an annual general meeting at which there shall be elected a committee (including a chairperson, secretary and treasurer), who shall be Members, to manage the Branch;
 - ii. each Branch shall submit a report of its activities and a financial statement to the Board within one month after each annual general meeting; and
 - iii. a member of any committee of a Branch may not participate in the discussion of, or may not vote on, any matter which would involve a conflict of interests. Where a situation arises involving a member of the committee of a Branch which gives cause for a conflict of interests, or of

the appearance thereof, the committee shall have discretion to require the resignation of that member from the committee.

- (d) Any Branch may be wound up by a two-thirds majority vote of the Board, provided that notice of such intention is given in the notice convening the meeting of the Board; however, the Branch concerned shall be given twenty-one days' notice of the proposal for its winding up, and the Branch's chairperson, secretary and treasurer shall have the right to attend the Board meeting during the discussion of the proposal for winding up, and shall be given reasonable opportunity to be heard. When a Branch is wound up all funds and assets shall be transferred to the Conservancy without delay.
- (e) A Branch may not incur debts without the prior written authorisation of the Board.
- (f) The Board may call at least two Branch meetings (hereinafter termed "Branch Meetings") in each calendar year. Notwithstanding the provisions contained herein, if no Branches have been approved by the Board, there shall be no obligation on the Board to call such Branch Meetings.
- (g) Each Branch may be represented by no more than two delegates, chosen by its committee; any Board member may also attend. The Board may, at its sole discretion, also allow persons to attend Branch Meetings as observers with the right to speak, but they shall not have the right to vote or be counted in a quorum.
- (h) The quorum necessary for the transaction of the business of the Branch Meeting shall be any two Board members and eight delegates from Branches.
- (i) A notice of every Branch Meeting and of the agenda for same shall be given to the secretary of each Branch at least 28 days before the meeting. The non-receipt of a notice of a Branch Meeting shall not invalidate the proceedings of any meeting.
- (j) Branch Meetings shall review the activities and plans of the Conservancy and the Board and may make recommendations to the Board which shall be of a non-binding nature (each such recommendation hereinafter termed a "Recommendation").
- (k) The chairperson of the individual Branch shall preside as chairperson at every Branch Meeting. If the chairperson of the Board is not present at the Branch Meeting within ten minutes of the hour at which the meeting is to commence, the delegates from the Branches present shall elect a Director or some one of their number to be chairperson.
- (l) At any Branch Meeting, a Recommendation put to the vote of the meeting shall be decided by a poll of the delegates from the Branches only. The results of this poll shall be appended to the Recommendation; in the case of an equality of votes, the Recommendation shall record this fact. Any poll shall be taken in such a manner as the chairperson directs, and the results of the poll shall be deemed to be the Recommendation of the meeting at which the poll was taken.
- (m) The Board shall cause minutes to be made in books provided for that purpose:-

- i. of the names of all persons present at each Branch Meeting; and,
- ii. of all resolutions and proceedings at each Branch Meeting.

WINDING-UP

34. Winding Up

If the Conservancy shall be wound up, the provisions contained in clause 11 of the Memorandum shall be performed and have effect in all respects as if the same were repeated in these Articles.

INDEMNITY

35. Indemnity

Subject to the provisions of the Act every Director or member of a committee appointed by the Board or any agent of the Board or such a committee, auditors, Secretary and every other officer for the time being of the Conservancy shall be indemnified out of the assets of the Conservancy against any liability incurred by any of them in defending any proceedings, whether civil or criminal, in relation to their acts while acting in such capacity where judgment is given in their favour or in which they are acquitted, or in connection with any application under Section 233 of the Act in which relief is granted to them by the Court.

OPTIONAL PROVISIONS

36. Optional Provisions

The Optional Provisions of the Act listed in column I below shall not apply to the Conservancy. To the extent that a given Optional Provision has been replaced by or restated in or dis-applied by these Articles or by the Memorandum, this is identified in column II below.

	COLUMN I	COLUMN II
	OPTIONAL PROVISION OF THE ACT	CORRESPONDING PROVISION OF THESE ARTICLES (IF ANY)
i.	Section 43(2)(a) and (b) (common seal);	Replaced by a bespoke provision at Article 27
ii.	Section 43(3) (common seal);	Replaced by a bespoke provision at Article 27
iii.	Section 144(3)(a) (appointment of directors);	Replaced by a bespoke provision at Articles 15 and 16
iv.	Section 144(3)(b) (directors may fill a casual vacancy);	Replaced by a bespoke provision at Article 15(e)
v.	Section 144(3)(c) (directors appointed by casual vacancy hold office until next annual general meeting);	Restated at Article 16(j)
vi.	Section 144(3)(d) (company may increase or reduce the number of directors);	Restated by Article 15(d)
vii.	Section 144(3)(e) (company may appoint another person in place of a removed director);	Restated at Article 15(f) and (g)
viii.	Section 148(2) (vacation of office);	Replaced by a bespoke provision at Article 17
ix.	Section 155(2) (remuneration of directors set by the directors);	Dis-applied – No remuneration for Directors (as detailed at clause 7 of the Memorandum)
x.	Section 155(3) (directors expenses);	Restated at clause 7 of the Memorandum
xi.	Section 158(1) (business of a company to be managed by its directors);	Restated at Article 14(a)
xii.	Section 158(2) (directions given by a company do not invalidate prior acts of the directors);	Restated at Article 14(a)(iii)

xiii.	Section 158(3) (directors of the company may exercise powers to borrow, mortgage or charge);	Replaced by a bespoke provision at Article 19
xiv.	Section 158(4) (directors may delegate their powers to committees);	Restated at Article 24(a) and (b)
xv.	Section 159 (managing director);	Dis-applied - No managing director
xvi.	Section 160(1) (directors may meet for the dispatch of business);	Restated at Article 21(a)
xvii.	Section 160(2) (questions arising at a meeting of the directors shall be decided by a majority of votes);	Restated at Article 22
xviii.	Section 160(3) (summoning meetings of the directors);	Replaced by a bespoke provision at Article 21(c)
xix.	Section 160(4) (notice of meetings of the directors);	Restated at Article 21(d)
xx.	Section 160(6) (quorum for meeting of directors);	Replaced by a bespoke provision at Article 23(a)
xxi.	Section 160(7) (directors acting below a quorum);	Restated at Article 23(b)
xxii.	Section 160(8) (directors may elect a chairperson);	Replaced by a bespoke provision at Article 18
xxiii.	Section 160(9) (directors may establish committees);	Replaced by a bespoke provision at Article 24(a)
xxiv.	Section 160(10) (a committee may elect a chairperson);	Replaced by a bespoke provision at Article 25(a)
xxv.	Section 160(11) (a committee may meet and adjourn);	Restated at Article 25(b)
xxvi.	Section 160(12) (questions arising at a committee meeting shall be decided by a majority of votes);	Restated at Article 25(c)
xxvii.	Section 161(1) (written resolutions of directors);	Restated at Article 21(e)
xxviii.	Section 161(5) (taking effect of counterpart	Replaced by a bespoke

	resolutions);	provision at Article 21(e)
xxix.	Section 161(6) (joining meetings by telephonic or electronic means);	Restated at Article 21(f)
xxx.	Section 164 (signing, drawing etc. of negotiable instruments and receipts);	Restated at Article 20(a)
xxxi.	Section 165 (alternate directors);	Dis-applied – no alternates
xxxii.	Section 181(6) (accidental omission to give notice of a meeting);	Restated at Article 7(e)
xxxiii.	Section 182(2) (quorum for general meeting);	Replaced by a bespoke provision at Article 9(a)
xxxiv.	Section 182(5) (dissolution and adjournment of general meeting);	Replaced by a bespoke provision at Article 9(c)
xxxv.	Section 183(1) as modified by Section 1205 (proxies);	Restated at Article 13(a)
xxxvi.	Section 183(3) (no entitlement to appoint more than one proxy);	Restated at Article 13(b)
xxxvii.	Section 183(6) (time for receipt of proxies);	Replaced by a bespoke provision at Article 13(d)
xxviii.	Section 186(d) (business of annual general meeting – election and re-election of directors);	Explicitly adopted at Article 8
xxxix.	Section 187(2) (chair of general meetings);	Replaced by a bespoke provision at Article 10
xl.	Section 187(4) – (6) (proceedings at meetings);	Replaced by a bespoke provision at Article 11
xli.	Section 187(7)(a) and (b) (resolutions put to vote at general meeting);	Replaced by bespoke provisions at Article 12(a) and Article 12(e)
xlii.	Section 187(8) (chairperson entitled to a second or casting vote at general meeting);	Restated at Article 12(g)
xliii.	Section 188(6) as modified by Section 1206 (entitlement of members to vote at general meeting where monies payable to the company are in arrears);	Replaced by a bespoke provision at Article 4(e)
xliv.	Section 188(7) (objections to the qualification of voters);	Restated at Article 12(d)

xliv.	Section 188(8) (objection to be referred to the chairperson);	Restated at Article 12(d)
xlvi.	Section 189(4) (taking of polls in such manner as the chairperson directs);	Restated at Article 12(f)
xlvii.	Section 189(5) (certain polls to be taken forthwith);	Restated at Article 12(h)
xlviii.	Section 189(6) (certain polls to be taken at such time as the chairperson directs);	Restated at Article 12(h)
xlix.	Section 218 (notices);	Replaced by Article 31
i.	Section 230(b) (power of director to act in a professional capacity for the company);	Modified by clause 7 of the Memorandum
ii.	Section 618(1)(b) (distribution of property of a company on a winding up);	Dis-applied - not applicable to a charity (distribution of assets addressed at clause 11 of the Memorandum)
iii.	Section 1196 (rotation of directors);	Replaced by a bespoke provision at Article 16
liii.	Section 1197(2) (remuneration of directors set by the company);	Dis-applied – No remuneration for Directors (as detailed at clause 7 of the Memorandum)
liv.	Section 1197(3) (directors expenses);	Restated at clause 7 of the Memorandum
lv.	Section 1199(8) (directors may require a member to resign by service of notice);	Dis - applied
lvi.	Section 1199(9) (every member shall have one vote);	Replaced by bespoke provisions at Articles 4 and 12(c)
lvii.	Section 1206(a) (modifying Section 188(2)) (votes of members);	Restated at Article 12(c)

We, the several persons whose name, addresses and descriptions are subscribed, wish to be formed into a company in pursuance of this Constitution.

NAME, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

Clive Hutchinson	11 Knockree Park, Douglas Road, Cork;	Chartered Accountant
Oscar J. Merne	20 Cuala Road, Bray, Co. Wicklow;	Civil Servant
W.D. Finlay	Park House, Booterstown Avenue; Blackrock Co. Dublin;	Company Director
John Temple Lang	88 Marsham Court, Kilmacud, Co. Dublin;	Solicitor
Neil Sharkey	23 Rahylin Glebe, Galway;	Accountant
Gerard Donnelly	4 Sydenham Terrace, Monkstown, Co. Cork;	Chartered Engineer
Maurice William Bryan	22 Butterfield Park, Rathfarnham, Dublin 14;	Engineer

Dated the 29th May 1986

Witness to above signatures:- Richard Nairn