

**ARTICLES OF ASSOCIATION OF
THE IRISH INSTITUTE OF TRAINING AND DEVELOPMENT**

1. INTERPRETATION:

- a. In these Articles, and unless the context otherwise requires, expressions defined in the Companies Acts 1963 to 2014 shall have the meanings so defined, and words importing the singular shall include the plural, and words importing the male gender shall include the female gender, and words importing persons shall include bodies corporate.
- b. "The Institute" means The Irish Institute of Training and Development, being a limited liability company registered in Dublin under registered number 47555.
- c. "The Articles" means the Articles of Association as originally framed or altered from time to time.
- d. "The Act" means the Companies Act 1963, and any statutory modification thereof.
- e. 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.

2. MEMBERS

- a. The Subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Institute.
- b. The rights and privileges and obligations of every member shall be personal to himself and shall not be transferable or transmissible by his own act or by operation of law.

3. CLASSES OF MEMBERSHIP

- a. The Institute shall have five classes of Voting Members, being the following;
 - i. Ordinary Members (who may use the title MIITD)

- ii. Fellows (who may use the title FIITD)
 - iii. Associate Members (who may use the title AIITD)
 - iv. Honorary Members (who may use the title Hon.MIITD)
 - v. Honorary Fellows (who may use the title Hon.FIITD)
- b. The Institute shall have three classes of Non-Voting Members, being the following;
- i. Graduate Members
 - ii. Student Members
 - iii. Corporate Members
 - iv. Affiliate Members (who may use the title AFIITD)
- b. A Register of Members shall be kept by the Institute (hereinafter referred to as "the Register") containing the name and last notified address and the email address, together with the class for the time being, of each of the Members of the Institute. The privileges and obligations of a member shall be those of the class assigned to him in the Register. It shall be the duty of each Member to notify the Secretary of any change of address.
- c. Subject to such regulations as the Directors may from time to time prescribe, any Member may, upon application to the Honorary Secretary, obtain a Certificate of his admission to his class of membership in the Institute.
- d. Each such certificate shall remain the property of the Institute and shall be returned to the Honorary Secretary when the person to whom it refers has ceased to be a member.

4. ORDINARY MEMBERS

A person may be admitted as an Ordinary Member of the Institute if that person:

- a. possesses acceptable educational qualifications at NFQ level 7 (or equivalent) or higher in learning and development or in a related discipline, and
- b. has had suitable progressive industrial, commercial or allied experience and
- c. holds or has held a senior relevant post.

5. FELLOWS

A person may be admitted as a Fellow of the Institute if that person;

- a. possesses acceptable educational qualifications at NFQ level 9 (or equivalent) or higher in learning and development or in a related discipline, and
- b. has made an outstanding contribution to the theory, practice, organisation or administration of training.

6. HONORARY MEMBERS

- a. Persons may be admitted as Honorary Members or as Honorary Fellows of the Institute if the Council by a majority vote at a meeting of the Council certifies to the Directors that in the opinion of the Council they are persons of outstanding and exceptional distinction and are persons to whom the Institute wishes to give public recognition.
- b. An Honorary Member shall have all the rights, obligations and privileges of an Ordinary Member, save as the Council may by written notice to the Directors from time to time decide, and in this regards the Council shall have the right to stipulate those terms either on an individual basis or on a category basis.
- c. An Honorary Fellow shall have all the rights, obligations and privileges of a Fellow, save as the Council may by written notice to the Directors from time to time decide, and in this regards the Council shall have the right to stipulate those terms either on an individual basis or on a category basis.

7. ASSOCIATE MEMBERS

A person may be admitted as an Associate Member of the Institute if that person;

- a. possesses acceptable educational qualifications at NFQ level 6 (or equivalent) or higher in learning and development or in a related discipline, and
- b. has had suitable industrial, commercial or allied experience and
- c. is associated with learning and development.

8. GRADUATE MEMBERS

A person may be admitted as a Graduate Member of the Institute if that person possesses acceptable educational qualifications at NFQ level 6 (or equivalent) or higher in learning and development or in a related discipline.

9. STUDENT MEMBERS

A person may be admitted as a Registered Student Member of the Institute if that person is currently studying for an acceptable educational qualification at NFQ level 6 (or equivalent) or higher in learning and development or in a related discipline.

10. CORPORATE MEMBERS

- a. A corporate body may be admitted as a Corporate Member of the Institute if that corporate body has by financial contributions demonstrated an interest furthering the aims and objectives of the Institute.
- b. Corporate Members shall be entitled to such services from the Institute as the directors may decide from time to time. Corporate Membership will not automatically bestow individual membership on any person employed by or associated with the corporate entity in question.

11. AFFILIATE MEMBERS

A person may be admitted as an Affiliate Member of the Institute if that person is interested in furthering the aims and objectives and activities of the Institute.

12. STANDARDS FOR ADMISSION AS MEMBERS OF VARIOUS CLASSES

a. The Directors shall define and set out the qualification and acceptance standards for all classes of membership, which standards will be applied equally and equitably to all applicants for membership. These standards may be revised from time to time but shall be subject at all times to the provisions of these Articles. The qualification and acceptance standards shall be publicly available at all times to any member or any person enquiring about membership.

13. ADMISSION OF MEMBERS AND TRANSFER OF MEMBERSHIP BETWEEN CLASSES

a. Every proposal for admission as a member of the Institute and for transfer between the various classes of membership of the Institute, shall be made in accordance with such procedures and application forms as may be approved from time to time by the Directors.

b. Each application for membership shall be decided on its merits in accordance with the qualification and acceptance standards applicable at the time of application.

c. Each applicant shall be notified in writing of the decision in relation to his application for membership of a particular class and, if successful, shall also be notified of the outstanding requirements for admission as a member (including as to the completion of documents and payment of fees) in a form to be approved from time to time by the Directors.

d. Upon compliance with such regulations as are made from time to time, and the completion of such forms as are required, and upon payment of such fees as are required, eligible applicants may be admitted to membership of the Institute in such class of

membership as may be appropriate and a corresponding entry shall be made in the Register.

- e. Any person dissatisfied with the outcome of an application for membership in any particular class of membership may appeal that decision to the Honorary Secretary.
- f. Any person dissatisfied with the outcome of an appeal to the Honorary Secretary in relation to an application for membership in any particular class of membership, may further appeal that decision to the Board of Directors, whose decision in relation thereto shall be final, binding and conclusive on all parties.

14. CESSATION OF MEMBERSHIP

- a. A person or body corporate shall cease to be a member of the Institute;
 - i. If by notice in writing he resigns his membership.
 - ii. On the death of the member.
 - iii. If any sum payable for the admission to membership or for the renewal of membership shall not be paid within such period (being not less than two months after the due date) as the Directors may prescribe.
 - iv. If the Council shall by a majority vote at a meeting of the Council decides that the membership of a specific person should be terminated.
- b. Any member who ceases to be a member of the Institute shall cease to be a member from the date of his resignation or death or the date upon which the Council orders the termination of his membership as the case may be. Such a person shall not be entitled to any refund of any membership fees upon his name being removed from the Register.

15. FEES OF MEMBERSHIP

- a. The Directors shall from time to time determine the amount of the fee payable on admission to any class of membership and the fee payable for the annual renewal of any class of membership. In the case of Honorary Members and Honorary Fellows only, the Council may decide the relevant fee on a case by case basis if it so wishes.
- b. All annual fees shall be due and payable in such manner and on such date as the directors shall from time to time decide.
- c. Persons joining the Institute after the commencement of the year shall be entitled to a pro rata reduction in membership fees for each expired month of the membership year.
- d. No Member of any class who is in arrears with any fees or any other money which is due to the Institute for more than two months may exercise any vote or other membership rights or will be entitled to any notices, ballot, lists or membership certificates and shall, if otherwise considered a Voting Member, not be considered for any purpose in these Articles to be a Voting Member for so long as that situation prevails. Any such member may have his membership terminated and his name struck from the Register at any time thereafter, by decision of the directors. The directors may reinstate any person so terminated and struck off the Register upon payment by such person of all arrears due from him and upon compliance with such other conditions (if any) as the directors may choose to impose.
- e. The Council may for good and special reason and at its sole discretion reduce or remit the annual fee or the arrears of any annual fee of any member.

16. THE DIRECTORS.

- a. There shall be not less than four Directors and not more than seven Directors of the Institute. The Directors shall hold the following Honorary Offices, and shall be designated as such.
- b. One of the Directors shall be designated **The President** of the Institute and he will be the primary representative of the Institute. The

President will, in addition to all other powers and obligations, chair meetings of the board of directors. In the event of a tied vote at a meeting of the board of directors the President shall have a casting vote.

- c. One of the Directors shall be designated **The Vice President** of the Institute and he will assume the role of the President on any occasion where the President is unable for whatever reason to perform the duties of President.
- d. The Vice President shall be elected at an annual general meeting of the members and shall then automatically become the President at the commencement of the election of directors which takes place at the next following annual general meeting. The President will hold office from the annual general meeting at which he assumes that office until the commencement of the election of directors which takes place at the second Annual General Meeting after that, at which meeting he will stand down as President and then automatically become again the Vice President until the election of directors which takes place at the next following Annual General Meeting after that, at which his successor as Vice President shall be elected.
- e. In the event that there is no Vice President, or if the Vice President is not able or is not willing to accept the position of President at any Annual General Meeting, then the position of President will be elected by majority vote of Voting Members present at that meeting.
- f. One of the Directors shall also be the company secretary (within the meaning of such in the Companies Acts) and shall be designated **Honorary Secretary** of the Institute. In addition to all other rights, duties and obligations, the Honorary Secretary shall:
 - i. Act in all respects as secretary to meetings of the board of directors and of the Council.
 - ii. Convene and prepare the agenda for all meetings of the Directors and of the Council and of the Members and prepare the draft minutes of all such meetings.
 - iii. Keep carefully and accurately the Register of Members.
 - iv. Keep carefully and accurately the Educational Register.

- v. Keep all such minutes, copies of correspondence and records as are required in order to meet the Institute's obligation and to facilitate the smooth running of the Institute's affairs.
 - vi. Be vigilant to ensure that at all times the Directors and the Council and the Members are, in their meetings and in their conduct, aware of and in compliance with these Articles of Association.
 - vii. Investigate in accordance with these Articles all disciplinary complaints made to him.
- g. The Honorary Secretary may delegate to the Chief Executive Officer to other suitable persons the administrative tasks and the implementation of his duties provided however that decision making and responsibility for the performance of such will at all times remain that of the Honorary Secretary.
- h. One of the Directors shall be designated **Honorary Treasurer** of the Institute. In addition to all other rights, duties and obligations, the Honorary Treasurer shall:
- i. Ensure the preservation and wise use of all funds and money of the Institute in such manner as the directors may from time to time decide.
 - ii. Ensure that all necessary and prudent financial accounts and records of the Institute are kept and maintained.
 - iii. Prepare annually a set of accounts to the satisfaction of the auditors and the directors.
 - iv. Be a signatory on all bank accounts held by the Institute.
- i. The Honorary Treasurer may delegate to the Chief Executive Officer to other suitable persons the administrative tasks and the implementation of his duties provided however that decision making and responsibility for the performance of such will at all times remain that of the Honorary Treasurer.
- j. No director shall receive any fee or salary or other reward or payment for being, or for performing the duties of, a director or any Honorary Office. Notwithstanding this prohibition, all directors and Honorary Officers shall be entitled to reimbursement of reasonable and vouched expenses (including

travelling, sustenance and accommodation expenses) incurred in the performance of their duties.

17. VACANCIES ARISING FOR DIRECTORS BEFORE AN ANNUAL GENERAL MEETING

- a. In the event that there are at any time less than seven Directors of the Institute (including the Honorary Officers) the remaining directors may by majority vote co-opt from among the members of the Institute additional persons to be directors. In the event that the number of directors falls below three, any such appointment of a new director will be valid notwithstanding that the number of directors would (aside from the provisions of this section) not have been sufficient to form a quorum. All such co-opted directors shall cease to be directors at the next following Annual General Meeting of the Institute.
- b. In the event that there should be due to death or resignation or any other reason a vacancy in the position of President prior to the holding of an Annual General Meeting, then the Vice President shall automatically be deemed to be the President and for the purpose of computing the term of his office as President he shall be deemed to be appointed at the next following Annual General Meeting, so that he shall hold the position of President until the second Annual General Meeting after that next Annual General Meeting, and at which second Annual General Meeting after that next Annual General Meeting he will stand down as President and then automatically become again the Vice President.
- c. In the event that there should be due to death or resignation or any other reason a vacancy in the position of Vice President or Honorary Secretary or Honorary Treasurer prior to the holding of an Annual General Meeting, then the Directors shall elect one of their members to hold that office and he shall hold that position until the next following Annual General Meeting at which a new person shall be elected to fill that role.

18. THE ELECTION OF DIRECTORS

- a. Nomination for election as a Director shall be proposed and seconded in writing by Voting Members of the Institute, who shall obtain the prior consent of the nominee to serve, if elected, in the capacity nominated.
- b. Nominations for Directors holding Honorary Offices shall be specific to the offices to which election is sought.
- c. Each position of Director and each position of Honorary Officer shall be voted upon individually and the vote may be taken by a show of hands unless either the Chairman or not less than 20% of the members present in person or by proxy require that the vote be taken by secret ballot.
- d. The election of the Directors shall take place in the following order; President (only if actually required), Vice President, Honorary Secretary, Honorary Treasurer, Ordinary Director.
- e. A person may be a candidate for more than one Honorary Office and may withdraw his candidature at any time before a vote is taken provided however that once elected to any position as a director or Honorary Officer his candidature for all other directorships and positions as Honorary Officer shall be deemed extinguished and no person may under any circumstances simultaneously hold more than one directorship or Honorary Office.
- f. A nominee for any Honorary Office who is unsuccessful in being elected to that office will be regarded as a nominee for election to be an ordinary Director of the Institute, unless his nomination for Honorary Office otherwise specifies.
- g. All nominations must be received by the Institute not later than one week before the Annual General Meeting. Only in the event of sufficient written nominations to fill the vacancies as directors not being received shall the Chairman be empowered to accept nominations at the Annual General Meeting.
- h. Each Director elected at an Annual General Meeting of the Institute shall hold office until the election of directors which takes place at the second Annual General Meeting after that at which he

is appointed. Each Director who is co-opted on to the board of directors by the existing directors shall vacate his office at the election of directors at the Annual General Meeting which next follows his appointment.

- i. All retiring Directors and Honorary Office holders shall be eligible for re-election as ordinary Directors or as Honorary Officer Directors, save that no Honorary Officer may serve more than four consecutive terms of office (as set out above) in the same Honorary Office And provided also that no person may hold the office of Vice President or President for a period which exceeds eight years in the aggregate of both positions, unless a period of not less than three years has passed in which he holds neither of those positions.

19. THE BOARD OF DIRECTORS

- a. The business of the Institute shall be managed by the board of Directors who may exercise all such powers of the Institute as are not by the Act or by these Articles required to be exercised by the Institute in general meeting or by the Council, but no direction given by the Council or by the Institute in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
- b. The Directors shall have the power to make rules, regulations and bye-laws as they may deem appropriate for the proper conduct and management of the affairs of the Institute, provided that such rules, regulations and bye-laws are not repugnant to or purport to amend or repeal anything contained in the Memorandum of Association or these Articles and the Directors may from time to time revoke, amend, add to, or alter any of the said rules, regulations and bye-laws.
- c. The Directors may appoint from among the members of the Institute or outside it for such period and with such powers as they may determine such committees as they may deem expedient to aid the Directors in performing their function.
- d. The quorum for the holding of a meeting of the Board of Directors shall be three directors, of whom two at least must be holders of Honorary Offices.

- e. Each director shall have one vote at a meeting of the Board of Directors, save for the President (or the Vice President when he is performing the functions of the President) who shall in the event of a tied vote be entitled to exercise a casting vote. No other person shall have a vote at any meeting or business of the Board of Directors.
- f. All acts done by the Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person so acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified.
- g. In any case where the holding of a general meeting is not required by law or otherwise by these Articles, the Directors may conduct a ballot of Voting Members to ascertain the views of the Voting Members in relation to any matter.
- h. The directors may exercise all of the powers of the Institute to borrow money and to mortgage and charge its undertaking and property without any limit as to its amount.
- i. A resolution in writing, signed by all the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.
- j. The directors shall individually act and perform their duties according to principles of selflessness, integrity, objectivity, openness, accountability and honesty.

20. THE COUNCIL

- a. The Institute shall have an advisory body known as the Council which shall advise the directors and guide policy of the Institute.
- b. The Council shall consist of:
 - i. The Directors of the Institute.
 - ii. Five other Voting Members of the Institute.

- iii. Up to seven co-opted Voting Members of the Institute, if the Council so decides.
- c. The Council shall meet as regularly as it decides itself, and may adjourn and postpone meetings as often as it decides and shall discuss such matters as it alone decides and shall in all matters be the master of and in control of its own agenda, rules and procedures.
- d. Notwithstanding the provisions of Article 20 c., the directors may whenever they think fit convene a Meeting of the Council, in which event the Council shall convene within thirty days of that direction.
- e. It shall be the duty of the Council to formulate the policies of the Institute and to guide the long term strategy of the Institute and to advise the Directors.
- f. The Council shall elect from among its members its own Chairman, and it may change the identity of the Chairman whenever and so often as it sees fit.
- g. The secretary of the Council shall be the Honorary Secretary or in his absence such person as the Council may decide.
- h. The quorum for a meeting of the Council shall be seven.
- i. All decisions of the Council shall be made by majority vote and each member of the Council shall have one vote only, save that the Chairman of the Council for the time being shall have, in the event of a tied vote, a casting vote.
- j. The Council may at any time by majority vote co-opt from among the Voting Members of the Institute up to seven members of Council, in addition to the directors and those members of Council who have been elected at an Annual General Meeting. In the event that the number of members of Council falls below seven, any such appointment of a new member of Council will be valid notwithstanding that the number of members of Council would (aside from the provisions of this section) not have been sufficient to form a quorum. Any such co-opted member shall cease to be a member of Council at the next following Annual General Meeting of the Institute.

- k. The Council may appoint from among the members of the Institute or outside it for such period and with such powers as it may determine such committees as it may deem expedient to aid the Council in performing their function.
- l. The Council shall cause proper minutes and records to be made in books provided for the purpose, and the Honorary Secretary will have primary responsibility for the preparation and safe keeping of these books and records which shall include a record of:
 - i. All appointments of members of Council and all terminations of membership of the Council.
 - ii. The names of the Council members present at each meeting of the Council and of any Committee of the Council.
 - iii. All resolutions and decisions of all meetings of the Council and of any Committees of the Council.
- m. All acts done by the Council or by any person acting as a Council Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified.
- n. No member of the Council shall receive any fee or salary or other reward or payment for being, or for performing the duties of, a member of the Council. Notwithstanding this prohibition, all members of the Council shall be entitled to reimbursement of reasonable and vouched expenses (including travelling, sustenance and accommodation expenses) incurred in the performance of their duties.
- o. The Council may in a matter of exceptional importance require the Directors to conduct a ballot of Voting Members to ascertain the views of the Voting Members in relation to that matter, in which event the Directors shall comply with that direction and shall conduct that ballot within sixty days of that direction.
- p. In addition to all other rights and powers under these Articles of Association and otherwise, the

Council may whenever it thinks fit require the Directors to convene an Extraordinary General Meeting of the Institute, in which event the Directors shall comply with that direction and shall convene an Extraordinary General Meeting of the Institute to be held within sixty days of that direction.

- q. A resolution in writing, signed by all the members of Council shall be as valid as if it had been passed at a meeting of the Council duly convened and held.
- r. Members of Council shall individually act and perform their duties according to principles of selflessness, integrity, objectivity, openness, accountability and honesty.

21. ELECTION OF MEMBERS OF THE COUNCIL

- a. Nomination for election as a member of the Council shall be in writing and shall be proposed and seconded by Voting Members of the Institute who shall obtain the prior consent of the nominee to serve, if elected, as a member of the Council.
- b. The election for vacancies on the Council shall take place at each Annual General Meeting of the Institute immediately after the election of the Directors of the Institute.
- c. Each of the Directors of the Institute shall automatically be members of the Council from the time of their appointment as a director until the termination of their directorship, and without the necessity for any further action in either case.
- d. Each position to be a member of the Council shall be voted upon individually.
- e. A nominee for Directorship who is unsuccessful in being elected a Director will be regarded as a nominee for election to be a member of the Council, unless his nomination for Directorship otherwise specifies.
- f. All nominations of persons who wish to be elected to the Council shall reach the Secretary not later than one week before the Annual General Meeting. Only in the event of sufficient written nominations to fill

all of the vacancies on the Council not being received shall the Chairman be empowered to accept nominations at the Annual General Meeting.

- g. Each person elected a member of Council at a General Meeting of the Institute shall hold office until the election of members of Council which takes place at the second Annual General Meeting after that at which he is appointed. Each member of the Council who is co-opted on to the Council by the existing Council members, shall hold office until the election of members of Council at the Annual General Meeting which next follows his appointment.
- h. All retiring members of Council shall be eligible for re-election as members of Council.
- i. The Office of Council member shall be vacated if he:
 - i. resigns his office by notice in writing to the Institute, or
 - ii. if he ceases to be Voting Member of the Institute.

22. THE CHIEF EXECUTIVE OFFICER

- a. The Directors shall appoint a person to look after the day to day running of the Institute and to carry out such activities and tasks as the directors may from time to time require, who shall be called the Chief Executive Officer.
- b. The Chief Executive Officer shall assist the Honorary Officers in the performance of their duties as they may require, provided however that full responsibility for such duties remains with the Honorary Officer personally.
- c. Subject to the provisions of these Articles and the instructions of the Directors, the Chief Executive Officer may issue correspondence and transact business in the normal course on behalf of the Institute over his own signature.
- d. The Chief Executive Officer shall be engaged on such terms of employment or of contract as to the Directors seem appropriate, provided however that no person may be appointed Chief Executive Officer or may be dismissed from the post of Chief Executive

Officer until the appointment or dismissal as the case may be has first been approved by the Council.

- e. The Chief Executive Officer shall in all matters act on the instructions of the Directors, acting through the President and shall be answerable to the Directors, acting through the President. The Chief Executive Officer shall not be answerable either to the members or to the Council or to any of them.
- f. The Chief Executive Officer shall not be a Member of the Institute or a Director of the Institute or hold any other office in the Institute and any person seeking to be appointed Chief Executive Officer must irrevocably resign from any such prior to being appointed Chief Executive Officer.
- g. The Chief Executive Officer shall attend such meetings of the Directors and such meetings of Council and such General Meetings of the Institute as the Directors may decide and the Chief Executive Officer may speak at and be heard at any such meeting for the purpose of informing and assisting any such meeting, but the Chief Executive Officer will not under any circumstances exercise any vote at any such meeting, either personally or by proxy.
- h. In the exceptional circumstances that the Chief Executive Officer believes that a matter of importance has arisen which should be brought to the attention of the Council but which the Directors fail or refuse to bring to the attention of the Council, the Chief Executive Officer may himself convene a meeting of the Council for that purpose and may address the Council in relation to that matter.

23. GENERAL MEETINGS

- a. All General Meetings of the Institute shall be held at such time and place in the State as may be determined by the Directors.
- b. The Institute shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it.
- c. The Annual General Meeting shall be held not later than the 30th of June of each year.

- d. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- e. The Directors may whenever they think fit convene an Extraordinary General Meeting and shall do so forthwith upon the requisition in writing of not less than one tenth of the total number of Voting Members of the Institute or if directed to do so by Council, such meeting to be held within sixty days of being so required by the members or Council as the case may be.
- f. Notice of every General Meeting shall be given to every member on the Register of Members (save those who are disqualified by reason of being in arrears with any fees or any other money which is due to the Institute for more than two months as provided by Article 15(d) hereof, or those who may be subject to a disciplinary sanction which disentitles them to such notice) and the Auditor for the time being of the Institute. No other person shall be entitled to receive notices of General Meetings.
- g. Each Voting Member of the Institute shall have one vote only at a General Meeting. No other person shall be entitled to exercise a vote at a general meeting of the Institute.
- h. Where there is an equality of votes, whether on a show of hands or on a ballot, the Chairman of the meeting shall be entitled to a second or casting vote.
- i. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.
- j. The President shall be the Chairman of all General Meetings, or in his absence the Vice President or in the absence of both of them, such person as the directors then present may choose. The conduct of General Meetings shall be the responsibility of the Chairman whose ruling in all matters shall be final except as qualified in these Articles.
- k. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as

otherwise required by law, TWENTY Voting Members present in person shall be a quorum.

- l. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Voting Members or of Council, it shall be dissolved and in any other case the meeting shall be adjourned to such date as the Chairman may decide.
- m. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original general meeting and proxy forms returned for the original meeting shall not be valid for the adjourned meeting.
- n. All resolutions at a General Meeting shall be passed if carried by a simple majority, unless the law otherwise requires.
- o. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least three members present in person or by proxy.
- p. Unless a ballot is properly demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, 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 and an entry to that effect shall be made in the book containing the minutes of the meeting.
- q. If a ballot is duly demanded it shall be taken in such manner and at such time as the Chairman directs and the result of the ballot shall be deemed to be the resolution of the meeting in relation to the matter for which the ballot was demanded.

- r. Notwithstanding the above, a ballot demanded on the question of an adjournment shall be taken forthwith. A ballot demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any other business other than that on which the ballot has been demanded may proceed pending the taking of the ballot.
- s. No objection shall be raised to the qualification of any person exercising a vote at a General Meeting except at the meeting at which the vote objected to is given or tendered, and the Chairman shall decide upon any such objection and the decision of the Chairman shall be final and conclusive.
- t. Unless otherwise excluded or prohibited by these Articles, Graduate Members, Student Members, Affiliate Members and representatives of Corporate Members may attend and speak, but not vote, at any General or Extraordinary Meeting.

24. EXCLUSION FROM MEETINGS

Notwithstanding anything else provided for in these Articles, no person who is involved in litigation or who has made a claim against the Institute or any of its Directors or its Chief Executive Officer (save in the capacity of representing or defending the Institute or its Directors or its Chief Executive Officer against that litigation or claim) may be present at a General Meeting or at a Board Meeting of the Institute or at a meeting of the Council of the Institute at which that matter is being discussed or considered, unless invited to do so by the directors, or by the Council or by vote of the majority of the members present at that general meeting as the case may be for the purpose only of explaining their case, after which those persons must leave the meeting in question before any further discussion of the matter or any decisions of the meeting are taken.

25. CONFLICT OF INTEREST

- a. Notwithstanding anything else provided for in these Articles, every director who has a personal interest in a matter which is being discussed by the Board of Directors shall declare his interest to the Board before the discussion begins, and that declaration shall be recorded in the minutes of the Board Meeting. That Director will remove himself from the

meeting while the matter is being discussed if the other directors so request, and in any case shall not vote in respect of the matter.

- b. A director shall be considered to have a personal interest in a matter if he or a person connected with such a director (within the meaning of such in the Companies Acts) has a financial interest in same OR if the matter relates to an educational course which is accredited or approved or which is seeking accreditation or approval and if the director or a person connected with the director has any professional, commercial or financial interest in that course.
- c. The provisions of this Article will apply equally to members of the Council in relation to conflicts of interest arising at meetings of the Council.
- d. The provisions of this Article will apply equally to members of the Institute in relation to conflicts of interest arising at General Meetings.

26. ALTERATIONS

Any alteration or amendment to these Articles shall require a special resolution at a General Meeting of the Institute called for that purpose.

27. ACCOUNT BOOKS

- a. The Honorary Treasurer shall cause proper and sufficient books of financial accounts to be kept with respect to:
 - i. the assets and liabilities of the Institute.
 - ii. the sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place.
 - iii. all sales and purchases of goods by the Institute.
- b. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts of money paid to the Institute shall be signed, drawn, accepted, endorsed or otherwise executed in the name of the Institute by not less

than two persons who are appointed in writing for that purpose by the Honorary Treasurer.

- c. All bank accounts and deposit accounts and assets of the Institute shall be held in the sole name of the Institute and all money belonging to the Institute or earned by the Institute shall be deposited to the accounts belonging to and in the name of the Institute.
- d. The books of account shall be kept at the Registered Office or at such other place or places as the Directors shall think fit and shall always be open for inspection by all of the Directors.
- e. Auditors shall be duly appointed and a copy of their report laid before each Annual General Meeting along with the Income and Expenditure Account and Balance Sheet.
- f. A copy of the Income and Expenditure Account and Balance Sheet, Auditor's Report, and Directors' Report shall be sent with the notice convening each Annual General Meeting to every person entitled to receive notice of general meetings.
- g. The Institute's financial year shall run from 1st January to the 31st December unless otherwise decided by the Directors.

28. ACCREDITATION OF COURSES AND QUALIFICATIONS

- a. The directors shall establish and maintain standards for educational courses and qualifications which meet the objectives and aims of the Institute, and those standards shall be comprised in a written document which shall be called "The Accreditation standards of IITD" which shall be dated on the date of approval by the directors and which shall be authenticated by the seal of the Institute.
- b. "The Accreditation standards of IITD" shall be permanently available to all members of the Institute.
- c. The directors may, after due enquiry and consideration, approve or accredit any education course which meets the standards set out in The Accreditation standards of IITD. Any such approval or accreditation shall be made under the seal of the

Institute and shall be dated as of the date of approval or accreditation and the original of such document shall be preserved and kept with, and recorded in, an Educational Register kept for that purpose by the Secretary. The Person or body which is approved to run the course will be entitled to receive an original sealed duplicate of same.

- d. The approval or accreditation of the Institute, as decided by the Directors shall specify in its written terms the following minimum information;
 - i. The name of the course.
 - ii. The content of the course.
 - iii. The Person or body which is approved to run the course.
 - iv. The date of commencement of approval or accreditation.
 - v. The term or time span during which the approval or accreditation shall be valid.
 - vi. The date of cessation of approval or accreditation.
 - vii. The fees which may be charged to students of the course.
 - viii. The persons or bodies (including the Institute) which are entitled to receipt of those fees.
 - ix. The extent to which, if any, the name or logo or association with the Institute may be used in connection with the course.
 - x. The conditions, if any, upon which the approval or accreditation is granted.
- e. The Institute shall not bear any responsibility for the conduct of persons approved to run an approved or accredited course, and shall have no duty or responsibility to persons who participate in such courses other than to award or to recognise such qualifications as are legitimately earned.
- f. On each occasion on which a participant on an approved or accredited course of the Institute is awarded a qualification, diploma or degree, the fact

of that award and the date of that award shall be permanently recorded in the Educational Register. Each such qualification, diploma or degree shall be made under the seal of the Institute and shall be dated as of the date of award of such and the original of such document shall be preserved and kept with, and recorded in, the Educational Register. The person awarded the qualification, diploma or degree will be entitled to receive an original sealed duplicate of same.

- g. Each Voting Member of the Institute shall by application in writing giving reasons therefore, be entitled to inspect and to take a copy of any entry in the Educational Register
- h. The directors may, after due enquiry and consideration, cease, withdraw or cancel the approval or accreditation any education course which fails to meet or to maintain the standards set out in The Accreditation standards of IITD or which fails to meet or to maintain the conditions upon which the approval or accreditation was granted. Any such cessation, withdrawal or cancellation shall only be made after due enquiry has been made and having given the person or body which is approved to run the course due notice and an opportunity to be heard in relation to the matter, but it will not be necessary to confer with or to notify or otherwise deal with any of the persons who are attending or who have attended or wish to attend on any such course.
- i. No person or body or organisation may use the name or the logo of the Institute, or may claim any connection with the Institute for any course or for any other purpose, unless that use has been specifically approved by the directors in writing and first entered in the Educational Register. Notwithstanding this prohibition, members of the Institute may describe themselves as such and refer to their class of membership provided they do not claim or imply that their activities are approved or accredited by the Institute.

29. DISCIPLINARY MATTERS AND COMPLAINTS

- a. Any person dissatisfied with the behaviour of any member of the Institute (including Directors, Council Members or Honorary Officers) may make a

complaint in writing to the Honorary Secretary, setting out in short form the identity of the party against whom the complaint is made, the nature of the complaint and the evidence for the complaint.

- b. In the event that the Honorary Secretary himself is the subject of the complaint, then the complaint may be made instead to the Vice President and he shall instead fulfil the role of the Honorary Secretary in disciplinary matters as set out in this Article.
- c. If satisfied that the complaint received is a matter which is not trivial and which, if true, may constitute behaviour or matters which;
 - i. Are contrary to the interests of the Institute generally, or
 - ii. Are contrary to the standing or reputation of the Institute, or
 - iii. Are contrary to the preservation of the qualification and admissions standards of the Institute, or
 - iv. might render the person against whom the complaint is made or other members or applicants for membership of the Institute undesirable or unfit to be a member of the Institute,
 - v. might render the person against whom the complaint is made or other members or applicants for membership of the Institute undesirable or unfit to be a member of the Institute in a particular class or
 - vi. are Contrary to the smooth running of the Institute or the performance of their duties by the Directors or the Council or the Chief Executive Officer or any of them

then the Honorary Secretary shall investigate that complaint as he sees best. If the Honorary Secretary is not so satisfied, he will decline to investigate the matter and shall so inform the complainant and the person complained against of his decision in writing.

- d. In carrying out an investigation under this section, the Honorary Secretary will endeavour to do so

speedily and with due regard for fair procedures and the rights, interests and legitimate expectations of all parties involved.

- e. The Honorary Secretary shall issue the result of his investigation to the party making the complaint and to the member against whom the complaint is made in writing.
- f. In the event that the complaint is upheld, the Honorary Secretary may issue a warning or an admonishment or may impose a financial penalty up to and including €5,000.00 or may direct the suspension or expulsion of a member, or both a financial penalty and a suspension or expulsion, but endeavouring at all times to be proportionate in imposing any such sanction.
- g. In the event that a complaint is not upheld, the Honorary Secretary may also, if he thinks that the complaint was made or was prosecuted in a malicious or dishonest manner make a finding to that effect. In such a case the Honorary Secretary may on his own initiative or shall on the application of any other interested party, investigate that malicious or dishonest complaint as being in itself misconduct requiring investigation and conduct an investigation into such according to the provisions of this section.
- h. Either the person making a complaint or the person against whom a complaint is made may appeal the decision of the Honorary Secretary not to investigate a complaint or the final decision of the Honorary Secretary as to a complaint to the Council, in writing. Any such appeal shall be made in writing to the Honorary Secretary within 30 days of the date upon which the Honorary Secretary has communicated his decision in writing to the parties and the Honorary Secretary shall immediately refer that appeal to the Council.
- i. In dealing with an appeal from the decision of the Honorary Secretary under this section, the Council shall appoint a Disciplinary Committee comprised of not less than three and not more than five of its members to investigate and to make a finding in relation to the complaint, which shall be dealt with by the Council *ab initio*. The Council and its Disciplinary Committee will endeavour to deal with the complaint speedily and with due regard for fair

procedures and the rights, interests and legitimate expectations of all parties involved.

- j. The Disciplinary Committee shall issue the result of its investigation to the party making the complaint and to the member against whom the complaint is made in writing and the result shall be final and binding and conclusive in all respects.
- k. In the event that the complaint is upheld, the Disciplinary Committee may issue a warning or an admonishment or may impose a financial penalty up to and including €5,000.00 or may direct the suspension or expulsion of a member, or both a financial penalty and a suspension or expulsion, but endeavouring at all times to be proportionate in imposing any such sanction.
- l. In the event that a complaint is not upheld, the Disciplinary Committee may also, if it thinks that the complaint was made or was prosecuted in a malicious or dishonest manner make a finding to that effect. In such a case the Disciplinary Committee may on its own initiative or shall on the application of any other interested party, investigate that malicious or dishonest complaint as being in itself misconduct requiring investigation and conduct an investigation into such according to the provisions of this section.
- m. If, while a complaint or matter is the subject of investigation under this section the person hearing that complaint (such as the Honorary Secretary or the Vice President or the Council or its Disciplinary Committee) should cease to hold that office which qualified him to deal with the complaint, then that person may at his sole option either continue to deal with the complaint until the end of the process or pass the complaint on to the new holder of that office, which ever shall seem to that person to be the most just and expedient. Nothing done in connection with the investigation or determination of a complaint shall be invalid merely because the person who dealt with the complaint ceased to hold the office which qualified him to deal with the complaint after he commenced to deal with same but prior to the final disposal or resolution of the complaint.
- n. These disciplinary procedures shall not apply to any employee of the Institute, where the complaint

relates to the performance of his duties of employment. Employment disputes shall be dealt with in accordance with the terms of the individual contract of employment.

30. SEAL

The Directors shall provide for the safe custody of the Seal, which shall not be affixed to any instrument except in the presence of two Directors or one Director and the Secretary, and such persons shall sign every instrument to which the Seal is attached in their presence.

31. INDEMNITY

Subject to Section 200 of the Act, the Directors and members of Council and members of Committees or sub-Committees, of either of them and the Secretary for the time being and the Chief Executive Officer acting in those capacities in relation to any of the affairs of the Institute and their heirs, executors and administrators respectively shall be indemnified out of the assets of the Institute from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts except such as they shall incur or sustain by or through their own wilful neglect or default, and no such person shall be answerable for the acts, neglects or defaults of any other person or for the solvency or honesty of any persons to whom monies or other effects of the Institute may be paid, lodged or deposited.

32. NOTICES

Any Notice which is required to be given under any provision of the Articles of Association may be given either personally or by sending it by ordinary pre-paid post to the postal address of the relevant person as appears in the Register or to the last known address of the person to whom it is directed, if different or by email or electronic means to the email address of the relevant person as appears in the Register or to the last known email address of the person to whom it is directed, if different.

Michael Nugent & Co.

Solicitors
6 Sandford Road
Ranelagh
Dublin 6.

Tel (01) 4974888
Fax (01) 4974828