

COMPANIES ACTS 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

of

IRISH UNIVERSITIES ASSOCIATION

(as amended by special resolution on 25th January 2021)

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CONSTITUTION
of
IRISH UNIVERSITIES ASSOCIATION

MEMORANDUM OF ASSOCIATION

1. The name of the Company is Irish Universities Association.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main object for which the Company has been established (the “Main Object”) is to promote the development of education in Irish universities (the relevant universities to be hereafter called “Irish Universities” or “Universities”) in particular by the collective representation of the Provost/President of the member universities, on higher education policy issues and the formulation, and pursuit of collective policies, strategies and programmes for the development of university education and research, thereby benefitting social and cultural life and the economy in Ireland.
4. As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:
 - (i) To facilitate the development of policies and strategy on matters of common sectoral concern.
 - (ii) To represent the agreed views, aspirations and strategic intent of the Universities to the political and administrative system and the wider society.
 - (iii) To liaise with influencers in the political, administrative and economic spheres (including the media) to communicate agreed university views, aspirations and strategic intent; canvass views and garner support.
 - (iv) To act as a central point of contact for the administrative system in relation to matters where a coordinated response from the universities is requested (or deemed by the Company’s Council to be required).
 - (v) To formulate, coordinate and manage in collaboration with, and on behalf of members, sectoral initiatives.
 - (vi) To provide a source of information to third parties concerning Irish Universities.
 - (vii) To provide a source of information to members on important Irish, European and other international educational developments.

- (viii) To carry out research of relevance to the Irish University system and to disseminate the results of such research both within and outside the university system.
- (ix) To promote international relationships with similar organisations in other countries, to develop international co-operation in science, research, teaching and learning, and to establish formal links with international educational agencies.
- (x) To promote the development of relations with universities in Northern Ireland.
- (xi) To participate in and contribute to the European University Association.

5. The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:-

- (i) to print, make and to publish or to assist in or promote the printing, making or publication of any newspapers, periodicals, books monographs, articles, leaflets or other literary or audio-visual undertakings that the Company may think desirable for the promotion of its objects and to distribute such as it may think fit;
- (ii) to own, exploit and acquire copyrights, rights of publication or reproduction and other rights in respect of any literary, audio-visual or other works or undertakings;
- (iii) to produce, present, promote, organise, manage and conduct any meetings, lectures, classes, debates, conferences, libraries, demonstrations or exhibitions for the promotion of its objects as the Company may think fit;
- (iv) to solicit and procure by any lawful means and to take, accept and receive any subscription, annuity, gift of money, property or other assets, whether subject to any special trust or not, for the objects of the Company;
- (v) to purchase or by any other lawful means acquire any property or assets whatever, for any estate or interest, and any rights or privileges of any kind over or in respect of any property or assets, and subject to such consents as may be required by law, sell, lease, mortgage or otherwise dispose of or deal in or turn to account all or any of the property or assets of the Company as the Company may think fit;

- (vi) to invest any money of the Company not immediately required for its purposes in or upon such investments, securities or property as the Company may think fit; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes;
- (vii) to borrow or raise money on such terms, and with such consents as may be required by law, and on such security as may be thought fit;
- (viii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments (with power from time to time to vary such instruments) and to operate bank accounts;
- (ix) to make any donations of assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any charitable associations or institutions or to any person for the promotion of the objects of the Company;
- (x) to undertake and execute charitable trusts;
- (xi) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company and also the costs, charges and expenses incidental to the ongoing company secretarial needs of the Company;
- (xii) to appoint such officers and employees, on such reasonable and proper terms and conditions as the Company thinks fit, as may from time to time be necessary for carrying on the work of the Company;
- (xiii) to provide scholarships, fellowships, professorships and chairs for the enrichment of the university sector in Ireland;
- (xiv) to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects; and

- (xv) to do all such other lawful and charitable things as will further the attainment of the Main Object of the Company.

And it is hereby declared that in the construction of this Clause the word “person” shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and words denoting the singular number only shall include the plural number and vice versa.

The Company shall not support with its funds any object nor endeavour to impose on, or procure to be observed by its members or others any regulation or restriction which, if an object of the Company, would make it a trade union.

- 6. The income and property of the Company shall be applied solely towards the promotion of the Main Object of the Company as set forth in this Constitution. 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 members of the Company.

No Council Member 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 or servant of the Company (not being a Council Member) 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 Council Members or other members of the Company to the Company;
- (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Council Member) to the Company;
- (d) reasonable and proper out-of-pocket expenses incurred by any Council Member in connection with their attendance to any matter affecting the Company;
- (e) fees, remuneration or other benefit in money or money’s worth to any company of which a Council Member may be a member holding not more than one hundredth part of the issued capital of such company;
- (f) nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act 2009 (as for the time being amended, extended or replaced).

7. No amendments of any kind shall be made to the provisions of Clauses 6 and 11 of the Constitution and no amendments shall be made to the Constitution to such extent that they would alter the effect of Clauses 6 and 11 of the Constitution, such that there would be non-compliance with the requirements of section 1180(1)(a) and (b) of the Companies Act 2014.
8. The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company 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.
9. The liability of the members is limited.
10. Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the dates on which he or she ceases to be a member, for
 - (a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and 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 cent).
11. If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having a Main Object similar to the Main Object of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Company under or by virtue of clause 6 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts of the Company will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

IRISH UNIVERSITIES ASSOCIATION

ARTICLES OF ASSOCIATION

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ARTICLES OF ASSOCIATION

Preliminary

1.
 - (a) The provisions of the Act are adopted except, in respect of the optional provisions identified in the Act, to the extent that this Constitution provides otherwise or states otherwise (expressly or by import).
 - (b) Reference to any legislation or document includes that legislation or document as amended, supplemented, extended, re-enacted, consolidated or replaced (whether before or after the date of adoption of these Articles) from time to time.
 - (c) A notice, communication, document or information is given, served or delivered in electronic form if it is given, served or delivered by electronic means including, without limitation, by sending such notice, communication, document or information by e-mail.
 - (d) Where a member has provided an electronic address to the Company the member shall be deemed to have given his or her consent to the use by the Company of electronic means in sending notices or other communications, information or documentation (including without limitation, financial statements) to that member. A member may from time to time notify the Company of a change to the electronic address to be used for such member.
 - (e) In these Articles unless the subject or context otherwise requires:
 - (i) all words importing the singular number only shall include the plural number and vice versa;
 - (ii) words importing the masculine gender only shall include the feminine gender and vice versa;
 - (iii) unless the contrary intention appears, any expression in these Articles referring to writing (or any cognate word) shall be construed as including a reference to printing, lithography, photography and any other mode of representing or reproducing words in a legible and non-transitory form; and
 - (iv) words importing persons shall include corporations and unincorporated associations.
 - (f) In these Articles:

“Act” means the Companies Act 2014;

“these Articles” means these Articles of Association or any other articles of association from time to time adding to, replacing or amending these Articles;

“the Chairperson” means the Chairperson appointed in accordance with Article 30;

“the Chief Officer” means the Chief Officer by whatever name of the Company appointed in accordance with Article 38;

“Company” means the above named Irish Universities Association;

“Council” means the board of directors, and references to “Council Members” and “Members of the Council” are to be construed accordingly;

“electronic address” means any address or number used for the purposes of sending or receiving documents or information by electronic means;

“electronic means” means any process or means provided or facilitated by electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means;

“General Meeting” means the Annual General Meeting of the Company and any meeting convened as an extraordinary general meeting;

“Head of University” means a person duly elected to the position of president or provost of, or to such other equivalent position in, a University;

“Member” means a member whose name is entered in the Register of Members;

“Office” means the registered office of the Company;

“the Vice-Chairperson” means the Vice-Chairperson appointed in accordance with Article 30;

“Seal” means the Common Seal of the Company;

“Secretary” means the Secretary for the time being of the Company; and

“University” means an institution that is committed to excellence in teaching, scholarship and research and fulfils the criteria for membership as laid down by the Council from time to time in relation to legislative classification, governance standards, academic remit, research excellence, funding and accountability;

- (g) Subject as aforesaid, any words or expressions defined in the Acts shall, if not inconsistent with the subject or context, bear the same meanings in these Articles and any bye-laws, rules or regulations made hereunder.

MEMBERSHIP

2. The Members of the Company shall be those who, under Article 3, are, for the time being, eligible to be Members and who have not given notice to the Company of their wish not to be Members.
3.
 - (a) Each of the Heads of University shall be eligible for membership of the Company.
 - (b) In the event of any vacancy in the office of a Head of University being a Member of the Company or in the event of the incapacity of a Head of University, any acting Head having been appointed shall be deemed to be a Member of the Company for the period of the vacancy or incapacity as appropriate unless such acting Head notifies the Secretary that he does not wish to become a Member.
 - (c) Each Head of University eligible for membership shall upon appointment be deemed to have become a Member unless such Head of University notifies the Secretary that he does not wish to become a Member.
 - (d) The name of each Head of University or acting Head of University and any other person admitted to membership under Article 3(b) shall be entered in the Register of Members.
 - (e) Any Member shall cease automatically to be a Member upon his ceasing to be eligible under this Article 3.
4. The Council may resolve that any Member eligible under Article 3 shall cease to be a Member if the annual contribution due to the Company under Article 5 from the University, the Head of University or acting Head of University of which is a Member of the Company is not paid by that University within such period of time as may reasonably be allowed for such payment by the Company.

SUBSCRIPTIONS

5. In each year the Council shall fix the subscription or subscriptions to be paid by each University, the Head of University or acting Head of University of which is a Member of the Company. Such subscription shall be calculated in accordance with the subscription model agreed by the Council.

EFFECT OF CONSTITUTION

6. Each Member of the Company shall be deemed to have agreed to be bound by the Memorandum of Association of the Company and these Articles and any rules and bye-laws in accordance therewith.

GENERAL MEETINGS

7. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
8. The Chairperson of the Council or the Council may convene a General Meeting at any time and General Meetings shall also be convened on such requisition as is provided by section 178 of the Act, as modified by section 1203 of the Act.
9.
 - (a) At least 21 days' notice in writing of every Annual General Meeting and of every General Meeting convened to pass a special resolution, and at least 14 days' notice in writing of every other General Meeting (exclusive in every case both of the date on which it is served or deemed to be served and on the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these Articles or under the Acts entitled to receive such notices from the Company. With the consent of all the Members of the Company having the right to attend and vote thereat and of the auditors (or in the case of a meetings convened for the purpose of considering and if thought fit passing a special resolution, with the consent of such lesser number or proportion of the Members as is prescribed by the Acts), a meeting may be convened by any shorter notice as those Members may think fit.
 - (b) Notwithstanding any other provision of these Articles, if the Council is of the opinion that the holding of a general meeting where physical presence by Members, is not possible or practicable or having regard to such factors as the Council considers relevant, including without limitation the risk to human life or public health or due to restrictions in force in any part of Ireland concerning travel, opening of venues or numbers advised to attend events, a meeting using electronic communications technology (an "**electronic general meeting**") may be held where the Members are not all in the one place, but each Member is able, directly or by means of electronic communications technology, to speak to, and to be heard by, each of the other delegates, Council Members and others and can participate and speak and the Chairperson can preside.
 - (c) An electronic general meeting is deemed to be held at the registered Office of the Company.
 - (d) Notice of the electronic general meeting must state, in addition to the nature of the business of the meeting and such other matters as provided for in these Articles:
 - (i) the electronic platform to be used;
 - (ii) details for access to the electronic platform;

- (iii) whether or not the electronic general meeting will be recorded;
 - (iv) the timeframe for confirmation of attendance;
 - (v) any restriction in place in order to identify attendees;
 - (vi) the procedure for asking questions; and
 - (vii) the procedure for voting.
10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. The business of the Annual General Meeting shall, in accordance with section 186 of the Act, include the following matters:
- (a) consideration of the Company's statutory financial statements and the report of Council;
 - (b) review by the Members of the Company's affairs;
 - (c) the authorisation of Council to approve the remuneration of the statutory auditors;
 - (d) the election or re-election of Council Members in accordance with these Articles; and
 - (e) the appointment or re-appointment of the statutory auditors;
- and provided that sections 186(c)(i) and (f) of the Act shall not apply to the Company.
12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided all of the Members of the Company present in person or by proxy shall constitute a quorum.
13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the Members of the Company, shall be dissolved. In any other case it shall stand adjourned to a new time and place determined by the Chairperson in consultation with those Members present, or at such other place as the Council may determine, and if at such adjournment meeting a quorum is not present within half an hour from the time appointed for the holding of the meeting the Members present shall be a quorum.

14. The Chairperson of the Council (and in his absence the Vice-Chairperson) shall preside as Chairperson at every General Meeting, but if there be no such Chairperson of the Council or no such Vice-Chairperson or if at any meeting the Chairperson or the Vice-Chairperson shall not be present within 15 minutes of the time appointed for holding the same, or shall be unwilling to preside, the Members present in person shall choose one of their number to preside at the meeting.
15. The Chairperson may, with the consent of any meeting of the Members of the Company 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 an adjourned meeting other than business which might properly have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 14 days or more, at least 7 days' notice shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
16. At any General Meeting a resolution put to the vote of the meeting shall be determined by consensus; but where in the opinion of the Chairperson consensus is not possible, the question shall be decided by not less than 75% of the votes cast by Members, who being entitled to attend and vote at the meeting, vote in favour. If the votes required for a decision would result in a number containing .5 or more, the number of votes required for a decision shall be rounded up to the nearest whole number, otherwise that number shall be rounded down to the nearest whole number.
17. Subject as herein provided, every Member present in person or by proxy shall have one vote.
18. A Member may appoint a proxy to attend a meeting of the Company where the Member in question is unable to attend the meeting. A Member must give advance notice to the Secretary in such form as the Council may prescribe of the proposed appointment of a proxy by that Member. A proxy shall have the same voting rights as the Member represented by that proxy for the purposes of the relevant meeting.
19. Subject to the provisions of the Acts, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (which resolution may consist of several documents in the like form each signed by one or more of such Members) or a resolution to which every Member so entitled has signified his acquiescence in writing or by fax shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

THE COUNCIL

20. (a) Each Head of University shall be a Council Member provided that such Head of University is a Member of the Company, subject to the provisions of Articles 21 and 22.

- (b) An acting Head of University who has been admitted to membership in accordance with Article 3(c) shall be a Council Member during such period as he is a Member of the Company subject to the provisions of Articles 21 and 22.
21. (a) The office of Council Member shall be vacated if:-
- (i) he or she shall cease to be a Member of the Company; or
 - (ii) he or she ceases to be a Council Member by virtue of any provisions of the Acts or he becomes prohibited by law from being a Council Member; or
 - (iii) is adjudicated bankrupt, or if he or she being a bankrupt has not obtained a certificate of discharge or any event equivalent or analogous thereto occurs, in the State or any other jurisdiction or he or she makes any arrangement or composition with his or her creditors generally; or
 - (iv) becomes prohibited from being a director of any company by reason of any order made under the Act or the Charities Act 2009; or
 - (v) is convicted of an indictable offence and the other Council Members resolve, within six months of becoming aware of the conviction, that his or her office be vacated; or
 - (vi) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14; or
 - (vii) he or she resigns his office by written notice to the Council; or
 - (viii) he or she shall for more than twelve consecutive months have been absent without permission of the Council from meetings held during that period and the Council resolves that his or her office be vacated, or
 - (ix) he or she is directly or indirectly interested in any contract with the Company and fails to disclose such interest in a manner required by section 231 of the Act; or
 - (x) in addition to the circumstances set out in section 148(2) of the Act, the office of Council Member shall be vacated if a Council Member ceases to be qualified for the position of charity trustee under section 55 of the Charities Act 2009.
- (b) If any Council Member ceases to act in accordance with sub-paragraph (ii) of paragraph (a) of this Article 21, he shall immediately forthwith cease to be a Member of the Company.
22. The Chief Officer shall act as secretary to the Council but may delegate this role to the Company Secretary or to another officer of the company.

23. No officer (other than the Chief Officer and the Secretary) or Council Member shall be entitled to any remuneration for his services as such officer or Council Member.

PROCEEDINGS OF THE COUNCIL

24. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings, as they think fit. A Council Member may, and the Secretary or Chairperson of the Council on the requisition of any Council Member shall, at any time summon a meeting of the Council.
25. No business shall be transacted at a meeting of the Council, or of a Committee of the Council unless at the time there is a quorum present. A quorum shall consist, as the case may require, of 4 Council Members or a Member of the relevant Committee from each of not less than 4 universities.
26. A resolution in writing signed by all the Members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Council Members for the time being entitled to receive notice of meetings of the Council, all of which taken together shall form one resolution.
27. Any Member of the Council may participate in a meeting of the Council by means of videoconference, teleconference or other similar means of communication whereby all persons participating in the meeting can hear each other speak, and participation in a meeting in this manner shall constitute presence in person at such meeting.
28. Each decision at a meeting of the Council shall be determined by consensus. Where consensus cannot be reached, the question shall be decided by not less than 75% of the votes cast by Council Members, who being entitled to attend and vote at the meeting, vote in favour. If the votes required for a decision would result in a number containing .5 or more, the number of votes required for a decision shall be rounded up to the nearest whole number, otherwise that number shall be rounded down to the nearest whole number.
29. A Council Member may by giving due notice to the Secretary of the proposal to appoint an alternate setting out the reasons for the proposed appointment nominate an appropriate representative in his or her absence from the University in accordance with the statutes of the University as an alternate to attend a meeting of the Council in circumstances where the absence of the Council Member in question is unavoidable. In such circumstances the alternate shall have the same rights at the relevant meeting as the Council Member whom he represents. The Council may review the arrangements for the appointment of alternates from time to time and may alter the arrangements following such review.
30. The Council shall appoint each of the Heads of University as the Chairperson for a one year period in rotation. The Vice-Chairperson in each year shall be the Council Member due to become the Chairperson in the following year. Any Chairperson thus appointed may not be re-appointed as the Chairperson upon the expiry of such period of office.

31. The Chairperson of the Council (and in his absence the Vice-Chairperson) shall preside as Chairperson at all meetings of the Council at which he shall be present, but if at any meeting the Chairperson (or in his absence such the President and Vice-Chairperson) shall not be present within a reasonable period after the time appointed for holding the meeting, the Council Members present shall choose one of their number to be Chairperson of the meeting.
32. The Chairperson shall be responsible for chairing the meeting of Council and to liaise with the Chief Officer to ensure the annual workplan is implemented and to act together with the Chief Officer as principal public spokesperson on behalf of the Company on sectoral issues.
33.
 - (a) A Council Member shall not participate in the decision-making process of the Council in respect of any contract or arrangement in which he is personally interested or any other matter arising thereout.
 - (b) For the purposes of this Article a Council Member shall be deemed not to be interested in any contract or arrangement or any matter arising thereout if his interest therein arises solely by virtue of his being an officer of a University or a Member of a company in which he holds beneficially not more than one hundredth part of the capital.
34. Subject to the provisions contained in these Articles the Council may establish (and may modify or discontinue) standing or other committees, advisory groups and working parties consisting of officers of the Universities and any other persons which the Council deems appropriate. The standing committees will work parallel to and in conjunction with the Council. The terms of reference of all such groups and of any committee, advising group or working party shall be approved and may be reviewed and varied from time to time by the Council.
35. All acts bona fide done by any meeting of the Council, the Chairperson of the Council or of any committee, advisory group or working party constituted in accordance with these Articles or by any person acting as a Council Member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Council Member.
36. The Council shall cause proper minutes to be made of all appointments of the officers of the Company and of the proceedings of all meetings of the Company and of the Council.
37. Subject as provided in these Articles the business and affairs of the Company shall be managed by the Council who may do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Acts or by these Articles required to be exercised and done by the Company in General Meeting, subject nevertheless to any regulations contained in or made pursuant to these Articles and to such regulations, being not inconsistent with the aforesaid regulations, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which was valid at the time it was made or done.

THE CHIEF OFFICER

38. The Council shall have power to appoint and from time to time remove the Chief Officer, on such terms as the Council shall from time to time determine. Subject to the overall control and supervision of the Council, the Chief Officer shall be responsible for, inter alia, the day-to-day management and administration of the Company and shall be entitled, on instructions from the Council, to appoint such other persons to be employed by the Company either full-time or part-time on such terms and conditions as are approved by the Council and as may be reasonably necessary or advisable for discharging the functions of the Company.

THE SECRETARY

39. The Council shall have power to appoint and from time to time remove any person to act as the Secretary of the Company on such terms as the Council shall from time to time determine in accordance with the Acts. The Council may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall while so acting be deemed for all purposes to be the Secretary of the Company. The functions of the Secretary shall include:
- (a) to provide advice and guidance to the Council Members on their obligations under the Company's Constitution, company law, charities law and other relevant laws and regulations;
 - (b) to act as principal legal and compliance (including corporate governance) officer; and
 - (c) to carry out such other functions as shall be determined from time to time by decision of the Council.

THE SEAL

40. The seal shall be used only by the authority of the Council Members or a sub-committee thereof authorised by the Council Members in that behalf, and every instrument to which the seal shall be affixed shall be:
- (a) signed by a Council Member or by some other person appointed for the purpose by its Council Members or by a foregoing committee of them; and
 - (b) be countersigned by the Secretary or by a second Council Member of it or by some other person appointed for the purpose by its Council Members or by a foregoing committee of them.

FINANCIAL

41. The Council Members shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.

42. The accounting records shall be kept at the registered office or, subject to section 283 of the Act, at such other place as the Council Members think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.
43. The Council Members shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company or any of them shall be open to the inspection of its Members not being Council Members. No Member (not being a Council Member) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Council Members or by the Company in general meeting.
44. The Council Members shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements of the Company, the directors' report in relation to it and the statutory auditor's report on those financial statements and directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
45. A copy of the statutory financial statements of the Company, the directors' report in relation to it and that statutory auditor's report on those financial statements and directors' report shall, not less than twenty one days before the date of the annual general meeting, be sent to every person entitled under section 338(1) of the Act to receive them.

AUDIT

46. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.
47. Auditors shall be appointed and their duties regulated in accordance with the statutes.

NOTICES

48. Subject to the Act, and except where otherwise expressly provided in this Constitution, any notice, communication, document or information to be given, served or delivered to or on the Company pursuant to this constitution shall be in writing on paper or, subject to Article 49, in electronic form.
49. Subject to the Act and except where otherwise expressly provided in this Constitution, a notice, communication, document or information may be given, served or delivered to or on the Company in electronic form only if this is done in such form and manner as may have been specified by the Council Members from time to time for the giving, service or delivery of notices, communications, documents or information in electronic form. The Council Members may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such notice, communication, document or information given, served or delivered to or on the Company in electronic form.

50. Subject to the Act, and except where otherwise expressly provided in this Constitution, any notice, communication, document or information to be given, served or delivered by the Company pursuant to this constitution shall be in writing on paper or in electronic form.
- 51.
- (a) Subject to the Act and except where otherwise expressly provided in this Constitution, any notice, communication, document or information to be given, served or delivered in pursuance of this Constitution may be given to, served on or delivered to any Member by the Company:
 - (i) by handing same to him or her or his or her authorised agent;
 - (ii) by leaving the same at his or her registered address;
 - (iii) by sending the same by the post or other delivery service in a pre-paid cover addressed to him or her at his or her registered address; or
 - (iv) by sending the notice, communication, document (other than a certificate of Membership) or the information in electronic form to such electronic address as may from time to time be provided by the Member in accordance with sub-paragraph (e).
 - (b) Where a notice, communication, document or information is given, served or delivered pursuant to sub-paragraph (a)(i) or (ii), the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the Member or his or her authorised agent, or left at his or her registered address (as the case may be).
 - (c) Where a notice, communication, document or information is given, served or delivered pursuant to sub-paragraph (a)(iii), the giving, service or delivery thereof shall be deemed to have been effected at the expiration of 24 hours after the cover containing it in paper form was posted or given to delivery agents (as the case may be). In proving such giving, service or delivery, it shall be sufficient to prove that such cover was properly addressed, pre-paid and posted or given to delivery agents.
 - (d) Where a notice, communication, document or information is given, served or delivered pursuant to sub-paragraph (a)(iv), the giving, service or delivery thereof shall be deemed to have been effected if sent in electronic form to an electronic address, at the expiration of 12 hours after the time it was sent.
 - (e) Where any Member has furnished his or her electronic address to the secretary, the delivery to him or her of any notice, communication, document or information by electronic mail (whether contained in the body of the electronic mail message or as an attachment to it) shall be deemed good delivery on the terms set out in sub-paragraph (d) above.

- (f) If the Company receives a delivery failure notification following the sending of a notice, communication, document or other information in electronic form to an electronic address in accordance with sub-paragraph (a)(iv), the Company shall give, serve or deliver the notice, communication, document or information on paper or in electronic form (but not by electronic means) to the Member either personally or by post or other delivery service addressed to the Member at his or her registered address or (as applicable) by leaving it at that address. This shall not affect when the notice, document or information was deemed to be received in accordance with sub-paragraph (d).
52. Every person who, by operation of law, transfer or other means, shall become entitled to Membership of the Company shall be bound by every notice or other document which, prior to his or her name and address being entered on the register in respect of such Membership, shall have been given to any person in whose name the Membership shall have been previously registered.
53. Any notice, communication, document or information given, served or delivered to a Member in accordance with Article 48 shall, notwithstanding that such Member be then deceased, and whether or not the Company has notice of his or her death, shall be deemed to have been duly given, served or delivered, whether held solely or jointly with other persons by such Member, until some other person or persons be registered in his or her place, and such delivery or service shall for all purposes of this Constitution be deemed a sufficient service or delivery of such notice, communication, document or information on his or her executors or administrators.
54. The signature to any notice to be given by the Company may be written or printed.

INDEMNITY

55. Subject to the provisions of and so far as may be permitted by the Act and the Charities Act, every Council Member, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto including (without prejudice to the generality of the foregoing) any liability incurred by him or her in defending any proceedings, civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted by him or her as an officer or employee of the Company and in which judgment is given in his or her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part) or in which he or she is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him or her by the Court.

56. Subject to the provisions of the Act, and section 91 of the Charities Act, the Council Members shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Council Members or officers of the Company including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in good faith in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in connection with their duties, powers or offices.

Names, Addresses and Descriptions of Subscribers

Michael P. McNeill

BALLEA, CARRIGALINE
CO. DUBLIN

PRESIDENT,
UNIVERSITY COLLEGE CORK

Prof Smyth

LOCK HOUSE
LARDAGHBRYAN
MAYNOOTH
CO. KILDARE

MASTER
St. Patrick's College
MAYNOOTH

Patrick Feltwell

Dr. Taylor's Hill Galway.

President, University College
Galway.

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Theresa Mitchell

Provost's House
Trinity College
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Provost
Trinity College, Dublin

S. [unclear]

Overington House
Newport
Co. Tipperary.

President
University of Limerick.

Dated this 13th day of February, 1997

Witness to the above signatures. Michael Mc Gough Civic Servant

Signature Page

Submission Reference Number: SR79410

Form G1 Special Resolution - General

Related Entity Details

Name (or Proposed Name): IRISH UNIVERSITIES ASSOCIATION
Number (if applicable): 264534

Signature of the person(s) who is (are) certifying that the information provided is correct

Aidan Mullany
AIDAN MULLANY

9 / 3 / 2021
Date

Secretary (Company)

Legal References:

Collective Citations

Companies Act 2014
Section: 198

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