

*THE COMPANIES ACT 2014*

# **CONSTITUTION**

**OF**

**THE INDUSTRIAL HERITAGE ASSOCIATION OF IRELAND**

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# MEMORANDUM OF ASSOCIATION

[1] The name of the company is

**The Industrial Heritage Association of Ireland**

[2] Company Type:

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 is established is:

**to benefit the community and advance education by promoting an appreciation and awareness of the Industrial Heritage of Ireland through conferences, seminars, published papers, and tours of industrial heritage sites.**

[4] Subsidiary objects:

The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated there from is to be applied for the main object only.

- a) promoting the creation of a standardised inventory of all industrial sites within Ireland.
- b) promoting the physical surveying and documentation of extant industrial sites.
- c) promoting educational initiatives that will encourage an appreciation of industrial heritage.

[5] Powers. The following are the powers of the company:

- a) creating and maintaining a register/database/catalogue of archival material, surveys, specialist reports and listings of industrial sites.
- b) developing a close liaison between local societies, groups and individuals involved in recording the industrial heritage.
- c) representing the interests of industrial heritage to the relevant statutory authorities.
- d) advocating public and governmental action and where appropriate to further the development of industrial archaeology in Ireland and to preserve items and sites of value.
- e) publicising the association through books/magazines/newsletters.
- f) co-operating with like associations in other countries.

- g) co-operating with other associations, societies or groups in Ireland dedicated to the preservation of all aspects of Ireland's social, cultural and economic past.
- h) taking any steps calculated to further the main objects as are set out above.

Provided that 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.

*In what follows the words implying the singular number only shall include the plural number, and vice versa. Words implying the masculine gender only shall include the feminine gender. Words implying persons shall include corporations*

- [6] The income and property of the company, whence so ever derived, shall be applied solely towards the promotion of the main objects of the company set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the company. Nothing herein shall prevent the payment in good faith of: reasonable and proper remuneration to any member, officer or servant of the company in return for any services actually rendered to the company, or interest at a rate not exceeding five per cent per annum on money lent by any member of the company, or reasonable and proper rent for premises demised or let by any member to the company.

However, no member of the company's Board of Directors, Council or Executive Committee by whatever title called shall be appointed to any salaried office of the company or any office of the company paid by fees. No remuneration or other benefit in money or money's worth shall be given by the company to any member of such Board, Council or Executive Committee, other than: the repayment of out-of-pocket expenses, or interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the company, or a payment to a company of which a member of the Board, Council or Executive Committee may be a member holding not more than one per cent of the capital of that company such member not to be bound to account for any share of profits he may receive in respect of such a payment.

- [7] The liability of the members is limited.
- [8] Every member of the company undertakes to contribute to the assets of the company, in the event of the company being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Euro.
- [9] If upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the company but shall be given or transferred to another company whose objects are the promotion of charity and which has main objects similar to the main objects of the company, which other company also meets the requirements of paragraph (b) of section 971(1)/1180(1) of the Companies Act 2014, such company to be determined by the members of this company at or before the time of dissolution, or in default thereof by such Judge of

the High Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.

- [10] No amendments of any kind shall be made to or in the provisions of Clauses [4] to [9] of the Memorandum of Association to such an extent that they would alter the effect of the said clauses of the Memorandum of Association for the time being in force and such that there would be non-compliance with the requirements of Section 971/1180 of the Companies Act 2014. In order to further satisfy the requirements of the Charities Regulatory Authority, no addition, alteration or amendment shall be made to or in the provisions of this Memorandum for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.
- [11] Keeping of Accounts. Annual accounts shall be kept and made available to the Revenue Commissioners on request.

## ARTICLES OF ASSOCIATION

### 1 PRELIMINARY

#### 1.1 In these Articles:-

**'The Act'** means the Companies Act, 2014

**'The Company'** means the Industrial Heritage Association of Ireland Company Limited by Guarantee

**'The Executive'** means the Executive Committee of the above Company, and in the context of the Act constitutes the Board of Directors of the above company.

**'The Secretary'** means the person appointed to perform the duties of the Secretary of the company under the terms of the Act.

**'The President'** means the President of the Executive and constitutes the Chairman of the Board of Directors in the context of the Act.

**'The Officers'** means the President, Vice-President, Secretary and Treasurer.

1.2 The Company shall have the power to make such regulations, rules and orders as shall seem necessary, convenient and proper for the regulation and good governance of the Company and of the members and Executive thereof, and generally for the proper management of the affairs of the Company, provided that no regulation, rule, or order shall constitute a substantive alteration or amendment of these Articles.

1.3 Any addition, alteration or amendment to these articles shall be set down by way of motion to an Annual General Meeting or an Extraordinary General Meeting of the Company. Details of such a motion shall be made known to the members at the same time as notice of the meeting is given. If a motion to amend, add to, or

alter these Articles is passed, the said Article shall not come into force until the conditions of Article 1.3 have been complied with.

1.4 Expressions referring to writing shall, unless the contrary intention appears, be construed as meaning writing produced by any substitute for writing, partly one or partly another.

1.5 Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

## **2 MEMBERSHIP**

- 2.1 Membership of the Company shall be open to Corporate Organisations, Heritage Groups, and Individuals expressing support for the objects of the Company and paying the appropriate annual subscription.
- 2.2 The Executive may from time to time invite a person to become an Honorary Life Member of the Association in recognition of their long-time service in the area of industrial heritage.
- 2.3 The Executive may confer Honorary Membership on individuals as may be deemed appropriate.
- 2.4 Only subscribing members of the Company shall be eligible to hold any office or appointment within the Company.

## **3 ELECTION, RESIGNATION, REMOVAL AND RE-ADMISSION OF MEMBERS**

- 3.1 All applications for membership shall be in a form and accompanied by such information concerning the applicant as the Executive may require, together with an undertaking that, if elected, the applicant shall abide by the rules and regulations of the Company as may from time to time be in force. Applications shall be addressed to the Secretary and be accompanied by the appropriate annual fee.
- 3.2 The Executive shall consider all applications and decide, by a simple majority vote, upon the election or otherwise of any applicant
- 3.3 The Executive may at any time by a two-thirds majority decide that any member who has ceased to possess the qualification for membership, or has failed to abide by the rules and regulations of the Company, may terminate the membership of such member. The Executive shall, before arriving at any decision to terminate membership, give to the member notice in writing of intention to so do.
- 3.4 Each member may voluntarily, by giving notice in writing to the Secretary, terminate his membership after payment of all sums due by him in respect of fees or otherwise.
- 3.5 Each member who has ceased to be a member by virtue of Articles 3.3 or 3.4 may seek re-admission and the Executive may approve such re-admission under such conditions as it may see fit to impose.

- 3.6 A Register of Members in an appropriate form shall be maintained by the Company.

#### **4 MEMBERSHIP FEES**

- 4.1 Membership fees shall be fixed annually at the Annual General Meeting. Annual fees shall be payable in advance and shall become due on the first day of January in each year.
- 4.2 Each member whose fee for the current year remains unpaid on 1st July shall be deemed to be in arrears and his rights of membership as defined in the Articles of Association shall be suspended until the arrears have been paid. If a member shall be in arrears on 1st December, his name shall be removed from the Register of Members and he shall thereupon cease to be a member.

#### **5 THE OFFICERS OF THE COMPANY**

- 5.1 A President of the Company shall be elected by a two-thirds majority of members attending and voting at the Annual General Meeting and shall serve, in the first instance, for no longer than three consecutive years. The immediate Past-President shall, ex officio, remain a member of the Executive without the need for re-election until the next following Annual General Meeting. The President shall be the Chairman of the Executive. In the absence of the President, the Vice President shall act.
- 5.2 A Vice-President, Secretary and Treasurer shall be elected by a simple majority of members attending and voting at the Annual General Meeting. They shall serve as Annual Officers until the next following Annual General Meeting and shall be eligible for re-election at that meeting.
- 5.3 A person who has held the office of President for three consecutive years shall not be eligible for election to the office of President until the next Annual General Meeting following after the one at which such person retired from office in accordance with the Articles of Association.
- 5.4 The Vice President on retiring in accordance with the Articles of Association will ipso facto, if willing, without further nomination be a candidate for the office of President at the Annual General Meeting at which they retire from office.

#### **6 THE EXECUTIVE**

- 6.1 An Executive shall be elected at the Annual General Meeting of members and shall be responsible for the day-to-day management of the affairs of the Company.
- 6.2 The Executive shall consist of the President, Vice-President, Secretary, and Treasurer, together with **a maximum of** ten other members elected by the members present at the Annual General Meeting.
- 6.3 The Executive shall meet as often as the business of the Company requires, but not less than four times per year.
- 6.4 The Executive shall have the power to make such rules, regulations and orders as it sees fit for the good and efficient running of its own affairs and of the

Company, always provided that such rules, regulations and orders are not in conflict with the Articles of Association.

## **7 VACANCIES AND CO-OPTIONS**

- 7.1 The Executive may from time to time appoint any member of the Company to fill a casual vacancy amongst the officers or elected members and such additional member shall have all the rights and privileges as if he were an officer or elected member, save that he shall retain his office only until the next Annual General Meeting, when he shall retire, but shall then be eligible for election.
- 7.2 The Executive may from time to time co-opt additional persons for such periods as it thinks fit to the Executive, but such persons shall join the Executive in an advisory capacity only and shall not be entitled to vote on any resolution before the Executive.

## **8 PROCEEDINGS OF EXECUTIVE**

- 8.1 The Executive may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.
- 8.2 On the request of a member of the Executive, the Secretary shall at any time, summon a meeting of the Executive by notice served upon the several members of the said Executive.
- 8.3 The President of the Company shall be entitled to preside at all meetings of the Executive at which he shall be present, but if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, then the Vice President shall likewise preside, or failing him the members of the Executive shall choose one of their number to be Chairman of the meeting.
- 8.4 A meeting of the Executive at which the quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the rules and regulations of the Company for the time being vested in the Executive generally.
- 8.5 Sub-Committees may be established by the Executive as appropriate to deal with specialist matters of concern to the membership. The Executive may delegate to such sub-committees such powers as it deems appropriate for the efficient running of the Company. Such committees shall make recommendations to the Executive. Such sub-committees shall hold office and operate subject to rules and regulations as determined by the Executive .
- 8.6 The Executive shall cause proper minutes to be made of all appointments of officers and of the proceedings of all meetings of the Company and of the Executive and Sub-Committees, and all business transacted at such meetings. Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.

- 8.7 The Executive may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary available to act or capable of acting.

## **9 GENERAL MEETINGS**

- 9.1 A general meeting of the Company shall be held as its Annual General Meeting within eighteen months of the Company being registered, and thereafter in every calendar year, at such time and place as the Executive shall appoint, but not more than fifteen months after the holding of the last preceding general meeting.
- 9.2 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 9.3 The Executive may, when it thinks fit, convene an Extraordinary General Meeting.
- 9.4 At least fourteen clear days notice shall be given to members of any general meeting, specifying the place, the day and the hour of the meeting, and in the case of special business the nature of such business. The method of notifying the members shall be determined by the Executive. The accidental omission to give notice to any member, or the non-receipt by any member of such notice, shall not invalidate the proceedings at any general meeting.

## **10 REPRESENTATION AT GENERAL MEETINGS**

- 10.1 Each subscribing member shall be entitled to attend any general meeting and be entitled to a single non-transferable vote.
- 10.2 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) arrange for a postal ballot of the members on any resolution put to such meeting, the ballot to be carried out within twenty-one days of such meeting. Such a resolution shall be decided on by a simple majority of those members voting, The result of the ballot shall subsequently be reported to the membership in such manner as is considered appropriate by the Executive.

## **11 PROCEDURES AT GENERAL MEETINGS**

- 11.1 The business of an Annual General Meeting shall be to receive, consider and adopt the accounts and balance sheets and the reports of the Executive and Auditors, to elect members of the Executive in place of those retiring and also additional members of the Executive, and to appoint Auditors and fix their remuneration and to fix the membership fees for the year following. The Minutes of the previous Annual General Meeting shall be read and, subject to any corrections of fact, be approved and adopted as a true record of that meeting. All other business transacted at an Annual General Meeting shall be deemed special and may only be transacted with the consent of a simple majority of those members present and voting, signified by a show of hands.
- 11.2 No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum of members be present at the time when the meeting proceeds to business, and such quorum shall consist of not less than six members personally present.



- 11.3 If within thirty minutes from the time appointed for the meeting a quorum be not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present within thirty minutes from the time appointed for the meeting, the delegates present shall be deemed to be a quorum and may do all business which a full quorum might have done.
- 11.4 The President, or in his absence the Vice President, shall preside as Chairman at every General Meeting of the Company. If there be no such officers, or if at any meeting either one of them be not present within thirty minutes after the time appointed for the meeting, the delegates present shall choose one of the members of the Executive present to be Chairman, or if no member of the Executive be present and willing to take the Chair, the members present shall choose one of their number to be Chairman.
- 11.5 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 twenty-one days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 11.6 At any General Meeting a resolution put to the vote of the meeting shall be decided on by a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by five members present. Unless a poll is so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry made to that effect in the Minute Book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 11.7 Subject to the provisions of the succeeding item, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 11.8 No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
- 11.9 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

## **12 ACCOUNTS**

- 12.1 The Executive shall cause proper books of accounts to be kept relating to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
  - (b) The assets and liabilities of the Company.

- 12.2 The books of accounts shall be kept at the registered office of the Company or at a location approved of by the Executive, and shall at all reasonable times be open to the inspection of the members of Executive and the professional auditors.
- 12.3 The Executive shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of Executive, and no member (not being a member of Executive) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Executive or by the Company in General Meeting.
- 12.4 The Executive shall lay before the members at each Annual General Meeting;
- (a) An income and expenditure account giving a true and fair view of the income and expenditure of the Company for the period of the preceding financial year;
- (b) A balance sheet giving a true and fair view of the state of the financial affairs of the Company as at the end of the preceding financial year;
- (c) A report with respect to the Company's financial affairs.
- 12.5 Auditors shall be appointed and their duties regulated in accordance with Sections 333 to 337 of the Act.
- 12.6 Not less than 14 days before the date of an Annual General Meeting at which annual accounts are to be laid before the Company a copy thereof and of the report of the auditors shall be sent to each member entitled to receive notice of the meeting.
- 12.7 The financial year for the purpose of the Company's accounts shall be from the 1st of January to the 31st of December of each calendar year.

### **13 PROPERTY AND NOTICES**

- 13.1 The property and effects of the Company of all kinds whatsoever are vested in the members in accordance with the Memorandum and Articles of Association for the furtherance of the objects of the Company.
- 13.2 The property of the Company shall be under the control and management of the Executive, but the Executive shall not sell or otherwise dispose of, or mortgage or encumber the property or effects of the Company, nor enter any lease or agreement for a longer term than five years, nor surrender any lease of agreement without the sanction of a motion, passed by the members gathered in General Meeting.
- 13.3 A notice may be served by the Executive upon any member either personally or by sending it (whether as a separate communication or included in or with one or more of the publications of the Company) through the post addressed to him at his recorded address.
- 13.4 Any notice sent by post shall be deemed to have been served at the expiry of seventy two hours after it was posted, and in proving such service it shall be sufficient to prove that the notice or the packet containing it was properly addressed and posted.

## **14 WINDING UP OF COMPANY**

- 14.1 The Company may be wound-up by resolution of an Extraordinary General Meeting of members called specifically for the purpose. The net assets of the Company, after payment of all outstanding debts, shall be applied to the support of an approved organisation or activity having similar objectives to those set out in paragraph [3] of the Memorandum of Association and fully in accordance with clause [9] of the said Memorandum.

We, the several persons whose names and addresses are given below, were the founding members of the company in pursuance of this Constitution.

Ronald Cox, Engineering Historian, 3 Stonebridge Road, Dublin 18

Norman Campion, Company Director, Inver, 1 Kilgobbin Road, Sandyford, Dublin 18

Frederick Hamond, Archaeologist, 75 Locksley Park, Belfast BT10 0AS

Ruth Heard, Stone Cottage, Claremont Road, Killiney, Co.Dublin

Mary McMahon, Archaeologist, 77 Brian Road, Dublin 3

Mary Mulvihill, Journalist, 51 Manor Street, Dublin 7

Dan Hurst, 27 Churchview Drive, Killiney, Co.Dublin