

COMPANIES ACTS, 1963 TO 2006

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

IRISH TAXATION INSTITUTE

(as amended up to and including 2009)

Incorporated 31st December, 1975

**A&L Goodbody
Solicitors**

COMPANIES ACTS, 1963 TO 2005

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

IRISH TAXATION INSTITUTE

(as amended up to and including 2009)

1. The name of the Company (hereinafter called "the Institute") is "Irish Taxation Institute".
2. (A) The main objects for which the Institute is established are:
 - (a) to promote the study, research into and discussion of all matters relating to fiscal legislation, the administration and practice of taxation and the principles of economic and political science as they relate to taxation and public finance, and to share the results of the Institute's work with the general public and any relevant Government Department and/or statutory body and
 - (b) to provide, make and /or contribute towards scholarships, grants and awards for the purpose of promoting the study of, research into and dissemination of information on all matters relating to fiscal legislation, the administration and practice of taxation and the principles of economic and political science as they relate to taxation and public finance and
 - (c) to co-operate with and to assist other bodies involved in charitable work having main objects similar to, or parts similar to, those of the Institute and to promote high standards for the public benefit in all aspects of education, research into and the administration and practice of taxation, in particular by promoting high standards amongst and assisting in the formation and training of all persons, in private practice or in public service, engaged or to be engaged in the provision and delivery of taxation services to the public.
- (B) The powers of the Institute are:
 - (a) To hold examinations and to grant certificates to persons who have satisfied the Examiners and the Council of the Institute as to their knowledge and understanding of the content and application of fiscal legislation but so that no such certificate or diploma shall contain any statement expressing or implying that it is granted by or under the authority of the Department of Industry and Commerce or any Government Department of authority.

- (b) To take over the whole or such part as it may lawfully take over of the real and personal property belonging to and to undertake all or any of the liabilities of an unincorporated association known as "The Institute of Taxation in Ireland" whose principal office is now situated at 3 Fitzwilliam Place in the City of Dublin.
- (c) To facilitate the exchange of information and views of fiscal legislation, taxation and related matters and the creation of a well-informed public opinion on the subject. To provide opportunities for the acquisition and dissemination of useful information concerning taxation in the State and other countries, and to develop the technique of taxation.
- (d) To make representations and to promote Bills or to act in conjunction with any other public or professional bodies in so doing, upon questions of local and international taxation.
- (e) To strive for a high standard of professional conduct among all persons engaged in public taxation services, including the establishment of rules and regulations binding upon members of the Institute, supported by disciplinary procedures and appropriate sanctions.
- (f) To protect the professional interest of all persons engaged in the administration or practice of taxation.
- (g) To purchase, take on lease or in exchange, hire or otherwise acquire any premises to be used as a college, library, offices or lecture room, or any other property real or personal which may be deemed necessary or convenient for any of the purposes of the Institute.
- (h) To promote, establish or assist in the promotion or establishment of colleges or other educational establishments for the purposes of research and/or teaching of the subjects specified at paragraph 2(A) above or any of them.
- (i) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Institute.
- (j) To take such steps by person or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of acquiring contributions to the funds of the Institute, in the shape of donations, annual subscriptions or otherwise.
- (k) To print, publish, commission or otherwise acquire any newspapers, periodicals, journals, books, examination papers, circulars or leaflets that the Institute may think desirable for the purpose of its objects.
- (l) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Institute as may be deemed expedient with a view to the promotion of its objects.
- (m) To borrow and raise money for the purposes of the Institute in such manner as the Institute may think fit and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge or lien upon the whole or any part of the Institute's property or assets whether present or future.
- (n) To draw, accept and make, and to endorse, execute and issue, Bills of Exchange, Promissory Notes and other negotiable instruments.
- (o) To invest any moneys of the Institute not immediately required for any of its objects in such manner as may from time to time be determined.
- (p) To undertake and execute any trusts which may seem directly or indirectly conducive to any of the objects of the Institute.
- (q) To subscribe to any local or other charities and to grant donations for any public

charitable purpose, to grant pensions to any person who is or has been a paid officer or servant of the Institute and to the widow, children and dependants of any such person and to establish and support or contribute to the establishment and support of pension, superannuation, benevolent and other funds, trusts and schemes for his, her or their benefit.

- (r) To set up trust schemes to which members may contribute funds for the provision of retirement annuities and benefits of any kind for the time being allowed by law for Members of the Institute, their families, dependants and employees but so that no payment or contribution out of the assets or income of the Institute shall be made to any such schemes or to any funds contributed by members for such purposes.
- (s) To establish and support and to aid in the establishment and support of any other association formed for all or any of the objects of the Institute, provided that any such association shall be precluded by its constitution from distributing its income or property amongst its members to an extent at least as great as is imposed upon the Institute by this Memorandum.
- (t) To amalgamate with any Association having objects altogether or in part similar to those of this Institute and which prohibits the distribution of its property and income to an extent at least as great as is imposed on the Institute under or by virtue of Clause 3 hereof.
- (u) To purchase or otherwise acquire and undertake all or any part which may be lawfully acquired and undertaken by the Institute of the property assets liabilities and engagements or any one or more of the companies, institutions, societies or associations with which this Institute is authorised to amalgamate.
- (v) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in, or securities of any other company having any or all of the objects of the Institute or carrying on any business capable of being carried on so as, directly or indirectly, to benefit this Institute.
- (w) To apply the whole or any part of the property vested in the Institute whether capital or income in or towards payment of the expenses of the Institute or for towards all or any of the purposes aforesaid.
- (x) To do all such other lawful things as are incidental or conducive to the attainment of the principal objects set out in sub-paragraph (A) of this paragraph 2.

PROVIDED THAT the Institute shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation restriction or condition which if an object of the Institute would make it a Trade Union.

3. The income and property of the Institute, whencesover derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Institute.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute, or to any Member of the Institute, in return for any services actually rendered to the Institute nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Institute; but so that (save in relation to the person holding the office of Chief Executive Officer of the Institute for the time being and from time to time who shall be entitled to be paid his salary as Chief Executive Officer as determined by the Members of the Council of Management other than the person holding the office of Chief Executive Officer, who shall not be entitled to participate in any voting by the Council of Management relating to his remuneration) no Member of the Council of Management or Governing Body of the Institute or a Committee of the Institute constituted under the Articles of Association shall be appointed to any salaried office of the Institute, or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any Member of such Council or Governing Body or Committee except for

services rendered in furtherance of the Institute's objects, excluding such services rendered in their capacity as directors, and repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any company of which a Member of the Council of Management or Governing Body or Committee may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment, nor shall the foregoing provisions prevent the gratuitous distribution among, or sale at a discount to any subscribing Member of the Institute of any newspapers, periodicals, journals, books, circulars or other publications, published by the Institute relating to any of its objects above set forth.

4. No addition, alteration or amendments shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies and the Office of the Revenue Commissioners.
5. The third and fourth paragraphs of this Memorandum contain conditions to which a licence granted by the Minister for Industry and Commerce to the Institute in pursuance of Section 24 of the Companies Act, 1963 is subject.
6. The liability of the members is limited.
7. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of its being wound up while he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the Institute contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound.
8. If upon the winding up or dissolution of the Institute 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 Institute, but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Institute, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 3 hereof, such charitable institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.
9. Annual accounts shall be kept by the Institute and made available to the Revenue Commissioners on request.

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

=====

Names, addresses and descriptions of subscribers

1. Donald McLean, Emoclew, New Rd., Greystones, Co. Wicklow, Bank Manager.
2. A. Graham Williams, 35 Deer Park Rd., Castleknock, Co. Dublin, Chartered Accountant.
3. R.W.R. Johnston, 72 Park Ave., Dublin 4, Solicitor.
4. Edmund Cummins, Lanoke, Ard Muire Park, Dalkey, Co. Dublin, Bank Official.

5. Patrick A. Maguire, 33 Kincorra Drive, Clontarf, Dublin 3, Banker.
6. Norman Bale, 12 Georgian Village, Castleknock, Co. Dublin, Tax Consultant.
7. Derry O'Hegarty, Corbally, Barnhill Avenue, Dalkey, Chartered Accountant.
8. Oliver G. Fry, 13/14 Lower Mount Street, Dublin 2, Solicitor.
9. Caoimhin O'Cathain, 22 Rathdown Avenue, Dublin 6, Retired Civil Servant.
10. Thomas A. McKeown, 5 Herbert Place, Dublin 2, Chartered Accountant.
11. Niall M. Kerrigan, 10 Woodlawn, Dundrum, Dublin 14, Bank Manager.
12. Vincent O'Leary, Ballinluska, 72 Kincora Grove, Clontarf, Dublin 3, Chartered Accountant.
13. Padraig Bennett, 148 Pine Valley, Rathfarnham, Dublin 14, Chartered Accountant.

=====

DATED the 6th day of November 1975

WITNESS to the above signature:

Frank McHugh,
13 Kincora Avenue,
Clontarf,
Dublin 3

Chartered Accountant.

COMPANIES ACTS, 1963 TO 2006

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

IRISH TAXATION IN INSTITUTE

(as amended up to and including 2009)

INTERPRETATION

1. **Definitions:** In these Articles:

“the 1963 Act” means the Companies Act, 1963;

“the 1990 Act” means the Companies Act, 1990;

“the Acts” means the Companies Acts, 1963 to 2001;

“these Articles” means these articles of association as originally framed or as from time to time altered by special resolution and reference to an “Article” will be construed accordingly;

“Bye-laws” means bye-laws made by the Council under Article 38;

“Committee” means a committee constituted under Article 52;

“the “Council” or “Council of Management” means the board of directors, and reference to Council members are to be construed accordingly;

“the Institute” means the company whose name appears in the heading to these Articles;

the “Office” means the registered office for the time being of the Institute;

the “President”, “Deputy President” and “Vice-President” mean the persons (if any) for the time being holding such respective positions at the date of adoption of these Articles, or by virtue of appointment subsequently under Article 28 and the Bye-laws;

the “Regulations for Examinations” means the regulations referred to in Article 41, for the time being in force; and

the “Seal” means the common seal of the Institute.

2. **Interpretation:**

- (a) Expressions referring to writing will, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in visible form.
- (b) Unless the contrary intention appears, words or expressions contained in these Articles will bear the same meaning as in the Acts.
- (c) Unless the contrary is clearly stated, reference to any section of any of the Acts is to such section as same may be amended, extended or re-enacted (whether before or after the date of adoption of these Articles) from time to time.
- (d) Reference to any legislation or document includes that legislation or document as amended or supplemented from time to time.
- (e) Unless the context otherwise requires, words importing the singular include the plural and vice versa, words importing the masculine include the feminine, and words importing persons include corporations.
- (f) Headings are inserted for convenience only and do not affect the construction of these Articles.

MEMBERSHIP

3. **Members:**

- (a) The name of every member shall be entered in the register of members.
- (b) Those persons who are members at the date of adoption of these Articles will continue to be members of the same class, subject to the provisions of these Articles as to termination of membership.
- (c) The number of members may not at any time exceed the number with which the Institute is registered, which at the date of adoption of these Articles is 10,000 but the Council may register increases in that number.
- (d) No right or privilege of membership is transferable or transmissible.

4. **Classes of Membership:** There are four classes of members, namely:

- (a) Associate Members, with the title Associates of the Irish Taxation Institute, of which the designatory letters are "AITI";
- (b) Fellows, with the title Fellows of the Irish Taxation Institute, of which the designatory letters are "FITI";
- (c) Ordinary Members for which there are no designatory letters; and
- (d) Technician Members, with the title Technicians of the Irish Taxation Institute, of which the designatory letters are "TMITI".

ADMISSION TO MEMBERSHIP

5. **Associate Members:** The Council may from time to time at its absolute discretion admit by election any natural person to be an Associate Member who has made written application and has met all requirements of the Regulations for Examinations applicable to Associate Members within the previous 12 calendar months. No body corporate may be admitted as an Associate Member.

6. **Fellows:** The Council may from time to time at its absolute discretion admit by election as a Fellow any Associate Member who has so agreed, provided that:
- (a) he has been an Associate Member for at least five years and it appears to the Council that he has made an outstanding contribution to the affairs of the Institute or generally in the field of taxation in the Republic of Ireland; or
 - (b) he has prepared and submitted to the Institute, in accordance with the requirements of the Regulations for Examinations applicable to Fellows, a thesis on an aspect of the law or practice of taxation in the Republic of Ireland which appears to the Council to be of special and significant merit

but not more than twenty Associates may be admitted in any calendar year on the basis of the criteria in paragraph (a) of this Article. A person admitted to be a Fellow will thereby cease to be an Associate Member.

7. **Ordinary Members:** No person may be admitted to be an Ordinary Member after the date of adoption of these Articles, except under Article 13.
8. **Technician Members:** The Council may from time to time at its absolute discretion admit by election any natural person to be a Technician Member who has made written application and has met all requirements of the Regulations for Examinations applicable to Technician Members within the previous 12 calendar months. No body corporate may be admitted as a Technician Member.

TERMINATION OF MEMBERSHIP

9. **Resignation:** A member will be at liberty by notice in writing to resign his membership at any time whereupon, if he has been an Associate Member, a Fellow or a Technician Member, he shall no longer use the designated letters referred to in Article 4.
10. **Removal by Council:** Any member:
- (a) who is convicted of an indictable offence other than one prescribed by the Road Traffic Acts;
 - (b) who is more than six months in arrears in paying to the Institute his annual subscription or any other sum which has become payable by him to the Institute;
 - (c) who has, under any resolution of creditors or order of any court having jurisdiction or any deed or document, had his estate placed in liquidation for the benefit of creditors, or has been adjudged bankrupt and has not been discharged; or
 - (d) who has been, and is still, disqualified by the High Court from being a company director

may be removed from membership by a resolution to that effect passed by the Council at a meeting duly convened with notice of Intention to consider the case, at which not less than one-third of the Council members are present.

11. **Removal or Suspension (Disciplinary):** Any member who has been subject to disciplinary action under any rules or regulations made under Article 39 in accordance with which the Council has been recommended that he be excluded from membership or suspended for a period which has not yet expired, may be removed from membership or suspended (as the case may be) by a resolution to that effect passed by the Council at a meeting duly convened with notice of Intention to consider the case, at which not less than one-third of the members of the Council are present, and of which the member is given at least 14 days' notice and an opportunity to be heard in his own defence either in person or by another, at the meeting.

12. **Removal (Unfit for Membership):** Any member who, in the opinion of the Council duly expressed by resolution thereof, has been guilty of conduct which renders him unfit to retain his membership may be removed from membership by a resolution to that effect passed by the Council at a meeting duly convened with notice of intention to consider the case, at which not less than one-third of the Council members are present, and of which the member is given at least 14 days' notice and an opportunity to be heard in his own defence either in person or by another, at the meeting.
13. **Effect of Removal or Suspension:**
- (a) A person who has been removed or suspended from membership under Article 10, 11 or 12 who has been an Associate Member, a Fellow or a Technician Member, shall not be entitled to continue to use the designated letters referred to in Article 4 unless and until he is re-admitted as an Associate Member, a Fellow or a Technician Member, if applicable, under Articles 13(b) and/or 13(c).
 - (b) A person who has been removed from membership under Article 10, 11 or 12 may be re-admitted by the Council at any time as a member of the same class and upon such conditions as the Council may make.
 - (c) A person whose membership is suspended under Article 11 will thereupon cease to be a member but will be entitled to be re-admitted as a member of the same class upon the expiry of the period of the suspension.

GENERAL MEETINGS

14. **Annual General Meetings:** The Institute shall in each year hold a general meeting as its annual general meeting in addition to any other general meetings in that year and shall specify the meeting as such in the notice calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Institute and that of the next.
15. **Extraordinary General Meetings:**
- (a) All general meetings other than annual general meetings will be called extraordinary general meetings.
 - (b) The Council may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as are provided in section 132 of the 1963 Act. If at any time there are not within the State sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Institute may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council
16. **In the State:** All general meetings shall be held in the State.

NOTICE OF GENERAL MEETINGS

17. **Length, Contents and Addressees of Notice:** Subject to sections 133 and 141 of the 1963 Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Institute (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice will be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are, under these Articles entitled to receive such notices from the Institute.
18. **Omission to Give Notice:** 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 will not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. **Special Business:** All business will be deemed special that is transacted at an extraordinary general meeting, and also that is transacted at an annual general meeting, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and the auditors, matters relating to the election of members of the Council in the place of those retiring, the re-appointment of retiring auditors, and the fixing of the remuneration of the auditors.
20. **Quorum:**
- (a) No business shall be transacted at any general meetings unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five members present in person shall be a quorum.
- (b) If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present will be a quorum.
21. **Chairman of General Meetings:** The President or in his absence the Deputy President or in his absence the Vice-President shall preside as chairman at every general meeting of the Institute. If none of the President, Deputy President or Vice-President is present within fifteen minutes after the time appointed for the holding of the meeting or if, being present, are unwilling to preside, the members present shall choose some member of the Council to preside as chairman or, if no such member be present or if all members of the Council present decline to take the chair, they shall elect one of their number to be chairman of such meeting.
22. **Adjournment:** 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 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 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.
23. **Votes of Members:** At any general meeting a resolution put to the vote of the meeting shall be

decided on a show of hands. A declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Institute, will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

24. **Casting Vote:** Where there is an equality of votes, the chairman of the meeting will be entitled to a second or casting vote.
25. **Resolution in Writing:** Subject to section 141 of the 1963 Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting will be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Institute duly convened and held, and if described as a special resolution will be deemed to be a special resolution within the meaning of the Act. Any such resolution in writing may consist of several documents in the like form each signed by one or more of the members.

VOTES OF MEMBERS

26. **Right to Vote:**
- (a) Each member entitled to attend a general meeting of the Institute will have one vote on every resolution in general meeting.
 - (b) Votes shall be given personally.
 - (c) No member will be entitled to vote at any general meeting unless all moneys immediately payable by him to the Institute have been paid.
27. **Objections:** No objection may be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision will be final and conclusive.

PRESIDENT, DEPUTY PRESIDENT AND VICE-PRESIDENT

28. **Appointment:**
- (a) The Council shall each year appoint a President, a Deputy President and a Vice-President from among the Council members (and the provisions of Article 35 shall not apply to these appointments) as at the date of appointment, each to hold office with effect from the beginning of the next Annual General Meeting (or, in the event of a vacancy created between Annual General Meetings, from the date of the Council Meeting appointing him), and to hold office until the effective date of the subsequent appointment of another to such office under this Article and the Bye-laws.
 - (b) Subject to Articles 9 to 12 inclusive and Article 34, unless the Council decide otherwise in accordance with the Institute's Bye-laws, the person who shall be appointed Vice President under Article 28(a) shall be the person elected by the Council as the incoming Vice President, the person who shall be appointed Deputy President under Article 28(a) shall be the person who is at that time serving as Vice President and the person who shall be appointed as President under Article 28(a) shall be the person who is at that time serving as Deputy President.

MEMBERSHIP OF COUNCIL OF MANAGEMENT

29. **Number of Council Members:** Unless and until otherwise resolved by the Institute in general meeting, the number of Council members will be not less than ten nor more than twenty one, and if the number is at any time reduced to less than the minimum it will be lawful for the continuing Council members to act as the Council for the purpose of filling vacancies or for summoning a general meeting but not for any other purpose. Any person holding the office of Chief Executive Officer of the Institute shall (unless he is already a Council member) ipso facto become a Council member and shall ipso facto cease to be a Council member at the same time as he ceases to hold such office of Chief Executive Officer whether such cessation results from his resignation or the termination of his contract of employment or otherwise. Any such Chief Executive Officer shall not be subject to the retirement by rotation provisions contained in Article 30.

30. **Retirement from Council:**

- (a) The number of Council members subject to retirement by rotation with effect from the end of each annual general meeting will be one-third of the total number of Council members (but disregarding the Chief Executive Officer and any members who were appointed under Article 33), rounded down if necessary to the nearest integer and chosen in accordance with seniority; and all of those subject to retirement by rotation will so retire ipso facto, except that any of them who have been appointed to the office of President, Deputy President or Vice-President with effect from the beginning of that annual general meeting will not so retire.
- (b) Seniority will be determined on the basis of length of unbroken service, and as between those having equally long unbroken service the most senior will, in the absence of agreement, be selected by lot.
- (c) With effect from the end of each annual general meeting, any Council members appointed under Article 34 since the last annual general meeting will also ipso facto retire.
- (d) The President whose appointment terminates at the beginning of a particular annual general meeting will ipso facto retire as a Council member with effect from the end of that annual general meeting, regardless of whether he is subject to retirement under the earlier provisions of this Article, but he will be entitled to receive notice of and to attend and speak at meetings of the Council as provided in Article 50.
- (e) Vacancies created by retirements under this Article will be filled by election, as provided in Articles 31 and 32, with the exception of two vacancies which arise due to retirements under this Article with effect from the end of the first annual general meeting held after the adoption of these Articles of Association.
- (f) The election of Council members referred to in Article 30(e) in any year shall take place at any time prior to the Annual General Meeting in that year at the discretion of the Council and in accordance with these Articles. The appointments of the successful candidates will take effect from the date of the subsequent Annual General Meeting.

31. **Candidates for Election:**

Subject to Article 35, the following are eligible for election to fill vacancies arising under Article 30:

- (a) retiring Council members;
- (b) members of the Institute, excepting Technician Members, recommended by the Council; and
- (c) members of the Institute, excepting Technician Members, proposed by notice in writing to the Chief Executive Officer or other officer acting in that behalf by two or more members, excepting Technician Members, whose subscriptions have been paid for the current year, such notice to be accompanied by the assent in writing of the members and to be received not less than 28 days before the date appointed for the election as notified to all members by the Council in accordance with the provisions of Article 32.

and all of those who are eligible and who have indicated their agreement to be candidates will be candidates.

32. **Election:**

- (a) The Council shall, once every calendar year prior to the Annual General Meeting, notify the members of the date for election of the Council members (the “**Election Date**”) which date shall be at least 48 days after the date of the notice.
- (b) Following such notice, the Council shall accept candidates for election in accordance with these Articles until such date that is 28 days prior to the Election Date.
- (c) Not less than 21 days prior to the Election Date, if the number of candidates exceeds the number of vacancies, the Council or an agent of the Council shall send ballot papers and/or emails containing directions for voting to all members entitled to vote at general meetings.
- (d) Ballot papers and/or directions for electronic voting shall state the names of all candidates for election to the Council and the number of vacancies to be filled, and shall request members to identify candidates (the number of whom shall equal the number of vacancies) whom they wish to elect and members, when voting, shall comply with all directions contained in the ballot paper or directions for electronic voting as the case may be.
- (e) All directions outlined in the ballot papers and/or directions for electronic voting shall be followed and all ballots and/or electronic votes as the case may be shall be received by the Council or the nominated agent of the Council no later than twelve noon on the day that is three days before the Election Date.
- (f) The Council shall nominate three scrutineers, two of whom are not Council members, to oversee the election.
- (g) Subject to the requirements of this Article, the form and procedure of the election including the contents of the ballot papers and directions for electronic voting as applicable shall in all other respects be as determined by the Council.
- (h) If the number of candidates does not exceed the number of vacancies, all the candidates will be deemed to have been elected.
- (i) The result of the election shall be notified to members on or before the annual general meeting and all appointments shall, subject to Articles 9 to 12 inclusive and Article 34 herein, take effect from the date of the Annual General Meeting.

33. **Co-option:**

- (a) The Council may at any time appoint up to two persons (who may or may not be members of the Institute) to be Council members either to fill a casual vacancy or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded and provided that there are no more than two members on the Council who have been appointed under this Article at any given time.
- (b) Each appointment of a member to the Council under this Article shall be, subject to Articles 9 to 12 inclusive and Article 34, for a period of not more than two years ending on the date of the second subsequent Annual General Meeting following his appointment (such term referred to in this Article 33 as a “2 year term”).
- (c) Subject to Articles 9 to 12 inclusive and to Articles 34 and 35, at the end of each 2 year term the Council, following review, may re-appoint the Council member to the Council for a further 2 year term.
- (d) Council members appointed under this Article who are not members of the Institute shall not be eligible for appointment to the position of Vice-President, Deputy President or President of the Institute until they have served 3 or more terms.

34. **Replacement of Council Member:** The members may by resolution at a duly convened extraordinary general meeting remove any Council member before the expiration of his period of office and may in the same manner appoint another member of the Institute, excepting Technician Members, to serve in his place.
35. Subject to Article 28, from the date of adoption of these Articles of Association a person can not serve more than four terms on the Council whether elected under Article 32 or co-opted under Article 33.
36. **Special Termination of Council Membership:** A Council member will ipso facto vacate office if he:
- (a) absents himself from five consecutive meetings of the Council without special leave of absence and the Council thereafter resolve that his place be vacated;
 - (b) resigns his office by notice in writing to the Institute;
 - (c) ceases to be a member of the Institute;
 - (d) is adjudged bankrupt or makes any arrangement or composition with his creditors generally;
 - (e) becomes prohibited from being a Council member by reason of any declaration or order made under section 184 of the 1963 Act or section 150 or 160 of the 1990 Act or by reason of any other provision of the law;
 - (f) is convicted of an indictable offence, unless the Council otherwise determines within two calendar months thereafter;
 - (g) is removed as a Council member under section 182 of the 1963 Act; or
 - (h) is removed from office by notice in writing served upon him signed by at least two-thirds of the other Council members stating that in their opinion he has become incapable of discharging his duties as a Council member.

POWERS OF COUNCIL OF MANAGEMENT

37. **General Powers of Council:** The affairs of the Institute shall be managed by the Council who may exercise all such powers of the Institute as are not by the Acts or by these Articles required to be exercised by the Institute in general meeting, subject nevertheless to the provisions of the Acts and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Institute in general meeting; but no direction given by the Institute in general meeting will invalidate any prior act of the Council which would have been valid if that direction had not been given. The powers conferred by this Article will not be taken to be limited in any way, by inference or otherwise, by the specific powers given by Articles 38 to 44.
38. **Bye-Laws:** The Council may from time to time by resolution make or alter Bye-laws comprising rules and other requirements which will be binding on, and enforceable against, members as if they were set out in full in these Articles.
39. **Discipline and Sanctions; Members may be Fined:**
- (a) The Council may from time to time, in the form of Bye-laws or otherwise, make rules and regulations relating to the conduct of members and disciplinary procedures, and sanctions including recommending exclusion from, or suspension of, membership of the Institute, reprimanding members and imposing fines on members, and directing members to pay costs.
 - (b) Any fines imposed on a member, or costs directed to be paid by a member, under any such rules or regulations will constitute a debt due by the member to the Institute, but no fine may exceed €15,000.00 for any one incident.

40. **Fees, Subscription and Charges:**
- (a) The Council may from time to time, in the form of Bye-laws or otherwise, set the amount of admission fees, annual subscriptions and other fees or charges to be paid by members, so that different amounts may be set in relation to different classes of member, and in relation to persons exceeding a certain age, or any other categories at the discretion of the Council.
 - (b) All fees or charges set by the Council will be payable to the Institute as indebtedness owing by the members to whom such fees and charges relate, save in the case of a member who resigns his membership before the date on which the fees or charges in question become due and payable.
41. **Regulations for Examinations:** The Council may from time to time make regulations, in the form of Bye-laws or otherwise, in regard to the admission of Associate Members, Fellows and Technician Members, the holding of examinations, and all other related matters. The regulations will be known as the Regulations for Examinations of the Irish Taxation Institute. Those regulations which are current at the date of adoption of these Articles will continue in effect but may be amended, altered or revoked and replaced from time to time.
42. **Chief Executive Officer; Other Officers and Employees:** The Council may engage a Chief Executive Officer and any other officers and employees that it considers necessary, and shall regulate their duties and fix their salaries.
43. **Borrowings:** The Council may exercise all the powers of the Institute to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Institute or of any third party.
44. **Branches:** The Council may from time to time approve of the establishment in any part of the State or elsewhere of local branches of the Institute and may make such regulations as to the conduct of the affairs of such branches as it may think proper.

PROCEEDINGS OF COUNCIL OF MANAGEMENT

45. **Council may Determine own Procedures:** The Council may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
46. **Voting:** Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes the chairman will have a second or casting vote.
47. **Convening Meetings:**
- (a) The President may, and the Chief Executive Officer on the requisition of any Council member shall, at any time summon a meeting of the Council.
 - (b) Any member may waive notice of any meeting of the Council, and any such waiver may be retrospective.
 - (c) If the Council so resolves, it will not be necessary to give notice of a meeting of the Council to a member who, being a resident of the State, is for the time being absent from the State.
 - (d) Notice of a meeting of the Council will be deemed to be duly given to a

member if it is given to him personally or by word of mouth or sent to him in writing by delivery, post, telecopier, telex, electronic mail or any other means of communication approved by the Council, at his last-known address or any other address given by him to the Institute for the purpose.

48. **Quorum:** Subject as provided in Articles 10, 11 and 12, the quorum necessary for the transaction of the business of the Council may be fixed by the Council and, unless so fixed after the date of adoption of these Articles, will be three.
49. **Chairman:** The President or, in his absence, the Deputy President or, in his absence, the Vice-President will be the chairman of the meetings of the Council but, if at any meeting none of the President, Deputy President or Vice-President is present within fifteen minutes after the time appointed for holding the meeting, the Council members present may choose one of their number to be chairman of the meeting.
50. **Former President:**
- A former President will be entitled to receive notice of and to attend and speak at meetings of the Council until the first annual general meeting following that at which he ceased to hold office as President, but will not be entitled to vote and will not be counted for the purposes of the quorum.
51. **Validity of Acts Done:** All acts done by any meeting of the Council or any person acting as a Council member will, notwithstanding that it is afterwards discovered there was some defect in the appointment of any such Council 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 and was qualified to be a Council member.
52. **Committees:**
- (a) The Council may at any time constitute Committees for a specific purpose or otherwise and may regulate their procedure, quorum and membership as they think fit.
 - (b) Members of Committees shall be chosen from among the Council members, and a member of a Committee will ipso facto cease to be a member of any Committee if he ceases to be a Council member, except that the Council may appoint any persons regardless of whether they are Council members or members of the Institute if, in the opinion of the Council, they possess specialised knowledge or experience.
 - (c) The Council may delegate any of its powers to Committees thus formed and may disband any Committee at any time.
53. **Minutes:** The Council shall cause proper minutes to be made of the proceedings of all meetings of the Council, Committees and general meetings. A record of all such minutes signed by (or by a person nominated by) the chairman of such meeting or the chairman of the meeting of the Council, Committee or general meeting, respectively, next succeeding, will be conclusive evidence without further proof of the facts therein stated.
54. **Resolutions in Writing:** A resolution in writing signed by all the Council members for the time being, or of a Committee of the Council, being members entitled to receive notices of meetings of the Council or of such Committee (as the case may be), will be as valid as if it had been passed at a meeting of the Council or such Committee (as the case may be) duly convened and held, and any such resolution in writing may consist of several documents in the like form each signed by one or more of such members of the Council or of a Committee (as the case may be).

SECRETARY

55. **Appointment:** The Secretary shall be appointed by the Council for such term and at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary where there is no Secretary, or no Secretary capable of acting.
56. **Dual Capacity:** A provision of the Acts or of these Articles requiring or authorising a thing to be done by or to a Council member and the Secretary will not be satisfied by its being done by or to the same person acting both as Council member and as, or in place of, the Secretary or assistant or deputy Secretary.
57. **Data Protection and Intellectual Property:**
- (a) The members shall treat all personal information contained in the register of members as confidential and will not use this information for any purpose (save as permitted under the Data Protection Act, 1988 and 2003 as amended) without the consent of the relevant individual member; and
- (b) The members shall respect the Institute's intellectual property including but not limited to its copyright in the database of its register of members.

THE SEAL

58. **Use of Seal:** The Seal shall be used only by the authority of the Council or of a Committee authorised by the Council on their behalf, and every instrument to which the Seal is affixed shall be signed by a Council member and shall be countersigned by the Chief Executive Officer or by a second Council member or by some other person appointed by the Council for the purpose.

ACCOUNTS AND AUDITORS

59. **Accounts:** The Institute shall comply with the provisions of the Acts and all other relevant legislation with regard to accounts.
60. **Auditors:** The Auditors will be appointed and removed and their rights and duties regulated in accordance with the Acts. The Auditors will be entitled to attend any general meeting and to receive all notices of, and other communications relating to, any general meeting which any member is entitled to receive, and to be heard on any part of the business which concerns them as Auditors.
61. **Revenue Commissioners:** The Institute shall make available its annual audited accounts to the Revenue Commissioners on request.

NOTICES

62. **Method of Service:** A notice may be given by the Institute to any member either personally or by sending it by post to him to his registered address as appearing in the register of members. Where a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the notice is posted.
63. **To Whom Given:** Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every member, except for Technician Members who are not entitled to receive notice of, or to attend, general meetings and
- (b) the auditors for the time being of the Institute.

No other person will be entitled to receive notices of general meetings.