The Companies Act 2014

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE INSTITUTE OF ADVERTISING PRACTITIONERS IN IRELAND

(As amended by Special Resolution dated the [1st Sep 2022]

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1. In these Articles except where the context otherwise requires the following expressions shall have the following meanings namely:

   "Institute" shall mean this company, The Institute of Advertising Practitioners in Ireland.

   "Member" shall mean a legal entity/person who becomes a member of the Institute in accordance with these Articles. For avoidance of doubt Fellows and Honorary Fellows are not members.

   “Bye-laws” means the bye-laws of the Institute as amended and supplemented from time to time.

   "Companies Act" shall mean the Companies Act, 2014.

   "Statutes" shall mean any Acts for the time being in force and which in any way affect the Institute.

   "Articles" shall mean these Articles of Association as amended from time to time by a special resolution of the Members.

   "Board" shall mean the Board of Directors for the time being of the Institute or a quorum of the members of the Board of Directors acting at the meeting of the Board of Directors.

   "Office" shall mean the registered office of the Institute.

   "Seal" shall mean the common seal of the Institute.

   "legal entity/person" shall mean and include a sole proprietor of a business, a company, a partnership or other legal entity capable of entering into a legal contract.

   In these Articles, where not already specified, the masculine shall include the feminine, neuter genders.

2. For the purpose of Article 6, Article 7 and Article 11, the Board shall have an absolute discretion to determine in each case and having regard to all circumstances which it considers relevant whether a particular legal entity/person satisfies the requirements of the relevant Article and should be admitted to membership. For the purposes of the Companies Act, the number of Members is declared not to exceed 200 subject to the power of the Directors to register and increase the number of Members.

3. Subject to Article 1, any words or expressions defined in the Companies Act shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

4. The Office shall be at such place in the Republic of Ireland as the Board shall from time to time appoint.

5. Save as provided for in Article 7, all Members shall be companies or limited partnerships.

ADMISSION AND READMISSION

6. (a) Subject to the provisions of Article 7 a company or limited partnership shall be eligible for membership of the Institute as an Ordinary Member if it shows to the satisfaction of the Board that it:

(i) is a company or limited partnership that is primarily concerned with the provision of advice and services to clients, designed to create, maintain and enhance the value of their business brands or operation through advertising, design, media planning and buying and specialist market communications;

(ii) has, prior to becoming a member of the Institute, traded profitably for a minimum of two years and has verified its gross income for that two-year period (being turnover minus cost of sales, excluding staff salaries hereinafter referred to as "Gross Income") by a financial certificate ("Gross Income Certificate"). The Institute reserves the right to require such further verification of the information provided under this provision, as it deems necessary.

(iii) at the time of application is solvent and has been trading continuously for a minimum of two years immediately prior to its application for membership.

(iv) has been solvent for a period of two previous years, and during such time has no history of the following:

(being a body corporate) has had a winding up petition presented against it or has passed a winding up resolution (other than in connection with a members' voluntary winding up for the purposes of amalgamation or reconstruction) or has resolved to present its own winding up petition or is wound-up (whether in Ireland or elsewhere) or an Examiner, Receiver or Manager has been appointed in respect of any of its assets; or being a limited partnership, the dissolution of the partnership or any of the foregoing analogous events occurring; or (being an individual (for the purposes of Article 7) has had a bankruptcy petition presented against him, her or them or has been adjudged bankrupt (whether in Ireland or elsewhere) or has suffered any distress or execution to be levied on his, her or their premises or has entered into composition with his, her or their creditors or has a receiving order made against him;

(v) has properly completed the approved application form approved by the Board from time to time and has complied with any of the bye-laws relating to admission to membership of the Institute.

Once a legal person/entity is admitted to membership of the Institute such legal person/entity shall appoint one of its directors/partners or a member of its senior management as its representative to deal and represent it for all matters relating to the Institute.

7. On an exceptional and case by case basis, if a legal entity/person is not a company or a limited partnership but otherwise fulfils the requirements for eligibility for membership of the Institute set out in Article 6 and such other eligibility requirements as may be determined by the board from time to time, then (i) an individual being the sole proprietor or (ii) a partnership may be eligible for membership and, if so determined by the Board, the other provisions of these Articles relating to the admission as a member of Institute shall apply.

8. Unsuccessful applicants for admission to membership shall not again make a similar application until the expiration of one year from the date of the refusal of their former application unless invited by the Board to do so.

9. No legal entity/person who has their application for membership accepted by the Board shall become or be a member of the Institute or entitled to any privileges of membership until after payment by that legal entity/person of its, his, her or their first membership subscription, which payment shall be made within ninety days after notification to that legal entity/person of acceptance of their application for membership (subject to payment of his, her or their subscription) or such longer period, if any, as the Board may in its discretion in any particular case allow. In default of such payment within the period aforesaid the acceptance of the application for membership of such legal entity/person shall become ineffective and it, he, she or they shall not be admitted to membership without further application being made in accordance with Article 6 or Article 7, as applicable.

10. Every legal entity/person applying for admission to membership shall give an undertaking to observe in the event of its, his, her or their admission, the provision of these Articles, the Bylaws and the other rules and regulations of the Institute for the time being in force. Such undertaking shall be included in the form of application for admission, and shall be signed, for and on behalf of the relevant legal entity/person that is applying for membership.

11. It shall be competent for the Board by a resolution passed by the Board present and voting at a duly constituted meeting of the Board convened specially for the purpose, to admit, in special cases, persons as Members of the Institute who may not be eligible under Article 6 or Articles 7, but whom, in the opinion of the Board, it is desirable to admit on account of (i) public services or (ii) their experience in or service to advertising or (iii) of their being interested in the objects of the Institute or (iv) for any other reason. It shall be in the absolute discretion of the Directors attending that meeting to decide whether the application before it is special case or not. The Board shall be entitled, at its discretion, to vary the rights and obligations of such persons from time to time.

12. The Board shall be entitled in its discretion to re-admit to membership any Person who has for any reason ceased to be a member of the Institute either unconditionally or on such conditions as to payment of arrears of subscriptions (if any) or otherwise as may seem expedient to it.

FELLOWS AND HONORARY FELLOWS

13. The Board may at its discretion elect any Member (being an individual) or employee or officer of, or partner within, a Member to be a Fellow, and any other individual not being a Member or an employee or officer of, or partner within, a Member to be an Honorary

Fellow. The rights and obligations of Fellows are contained in this Articles 13, Articles 14 to 20 and in the bye-laws.

14. Save where they are Members, Fellows and Honorary Fellows shall neither be members of the Institute nor be liable to pay any membership subscription, or liable to contribute to a winding up.

15. Fellows are eligible to be elected to be a member of the Board provided that (i) they (in the case of a sole proprietor), the company by which they are employed, or of which they are a director or officer, or the partnership in which they are a partner, remains a Member and (ii) they are nominated by that Member or, in the case of a sole proprietor, by themselves. Save where they are elected to be a member of the Board, Fellows shall not have any interest in the Institute or its management. For avoidance of doubt, Fellows do not have any right to be present or vote at any general meetings of the Institute.

16. Honorary Fellows shall not have any interest in the Institute or its management. For avoidance of doubt, Honorary Fellows shall not have any right to be present or vote at any general meetings of the Institute nor be eligible for election to the Board or to any office of the Institute.

17. A Fellow shall be entitled to style himself, herself or themselves "Fellow of the Institute of Advertising Practitioners in Ireland", and to use after his, her or their name the initials FIAPI.

18. An Honorary Fellow shall be entitled to style himself, herself or themselves "Honorary Fellow of the Institute of Advertising Practitioners in Ireland", and to use after his, her or their name the initials Hon FIAPI.

19. The Institute shall maintain a register of Fellows and Honorary Fellows. The Board may in its absolute discretion for any reason withdraw the right of any person to be a Fellow or an Honorary Fellow and to describe themselves as such and remove their name from the register.

20. A Fellow or an Honorary Fellow shall ipso facto cease to be such if he, she or they resign by notice in writing to the Institute.

MEMBERSHIP SUBSCRIPTIONS

21. The Board shall have power to fix the scale of subscriptions payable by Members and may at any time and from time to time increase or reduce the amount of the membership subscriptions and may also in their absolute discretion waive payment wholly or in part of any membership subscriptions in any case or cases where they think fit so to do. The membership subscription and other charges for services of a continuing nature to which the Member is subscribing shall fall due on 1st January of each year and shall be paid by each Member in such method as the Board may from time to time determine. The Board may in its absolute discretion agree to a deferred payment system.

MEMBERSHIP RIGHTS AND DUTIES

22. Every Member shall be entitled on admission as a member of the Institute to receive a certificate of membership and shall have their name entered into the Register of Members. Every such certificate shall be under the Institute's seal and shall be in such form as the Board may from time to time determine. Every such certificate shall be the property of the Institute and in the event of cessation of membership shall be returned to the Institute unless the Board shall assent to its remaining in the possession of the Member.

23. Members shall be entitled to style themselves as "Member of the Institute of Advertising Practitioners in Ireland" and to use after it, his, her or their name the initials MIAPI.

24. Save for Members and Fellows and Honorary Fellows (in accordance with Articles 13 to 20 inclusive) no person or firm shall use or employ any of the styles or initials referred to in these Articles or describe or represent himself, herself or themselves as a member of the Institute or in any way connected with the Institute.

25. The rights and privileges of every Member shall be personal to each Member and shall not be transferable by her, his or their own act or by operation of law, and save as herein provided, shall cease on his, her or their death or winding up (as the case may be) or on ceasing to be a Member for any reason whatever.

26. On any change, whether of name, directorship, partnership, proprietorship, beneficial shareholding or control of a Member, particulars thereof shall be supplied to the Institute within one month of such change.

27. The Members shall, at all times, be bound by the bye-laws for the time being in existence.

TERMINATION OF MEMBERSHIP

28. A Member may terminate his, her or their membership at any time, upon one month's prior written notification to the Institute.

29. The Institute shall, at its absolute discretion, be entitled to terminate a Member's membership, by written notice, with immediate effect, in the following circumstances and such other circumstances as may be prescribed in the bye-laws from time to time:

(a) the Member becomes insolvent or bankrupt, whether on a voluntary or compulsory basis;

(b) the Member is found guilty by a court of law of a criminal offence (other than for minor motoring offences);

(c) the Member fails to continue to comply with the criteria for membership set out, or provided for, in Articles 6 or Article 7; or

(d) the Member is in breach of these Articles or the bye-laws or other rules or regulations for the time being in existence.

30. If a Member's membership is terminated for whatever reason, during the course of a membership year, the Member shall not be entitled to a rebate of its membership fee or any part of it.

31. Upon termination of a Member's membership, for whatever reason, the Register of Members shall be updated to reflect this and the Member shall cease thereafter to be entitled to use the Institute's logo on its stationary and website, and shall no longer be entitled to refer to themselves as a member of, or connected with, the Institute in all communications with third parties.

THE BOARD

32. (a) The Board of Directors shall be made up of not less than ten and not more than twelve Directors. Save for a Board Nominated Director (as defined below), the members of the Board shall be either a director, partner, owner, employee or other full time or part time staff member of a Member that is appointed in accordance

with these Articles. The Board shall be entitled to appoint one employee of a Member to the Board for a period of up to two years who the Board determines has the potential to play a significant role in the advertising industry in the future (the **"Board Nominated Director"**). The Board shall be entitled to remove any Board Nominated Director on giving notice to him, her or them at any time and replace any Board Nominated Director that may resign or otherwise cease to be a Director.

(b) At every Annual General Meeting of the Institute, save for the Board Nominated Director, one-sixth of the directors for the time being, or, if their number is not six or a multiple of six, then the number nearest one-sixth, rounding up, shall retire from office. While a Director may not be required to retire pursuant to this paragraph (b), he, she or they shall be deemed to have completed a term of office (a **"Term"**) after each consecutive three-year period as a Director. In determining the number of Terms the period prior to the date of adoption of these Articles shall be taken into account.

(c) The Directors to retire in each year shall be, firstly, those that are required to retire pursuant to Article 32(d) below and, secondly, those that are the longest in office for the purposes of Article 32(b) above. Where there are two or more persons (i) who are required to retire on the same day or (ii) who became Directors on the same day, the persons who are required to retire (unless they otherwise agree among themselves) shall be determined by the President of the Institute for the time being.

(d) Save as provided for in this Article 32(d), a retiring Director may be eligible for re-election if he, she or they have not been a Director of the Company for two (2) or more consecutive Terms. If a Director has been a Director for two (2) or more consecutive Terms heshe or they shall resign as a Director with effect from the annual general meeting next following or concurrent with the expiry of the third term. Notwithstanding the foregoing, the President may, in his, her or their absolute discretion, permit a retiring Director who has served for two (2) or more consecutive Terms to be eligible to seek re-election for a further period determined by the President (not to exceed one Term).

(e) The Directors shall have the power at any time and from time to time to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Save for a Board Nominated Director who may be appointed for up to two years, any Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

(f) A Director retiring pursuant to this Article 32 may be eligible for re-election only if heshe or they give notification of his, her or their intention to stand for re-election to the Board, to the Secretary of the Institute at least 28 days before the Annual General Meeting for that year.

(g) No other person other than a Director standing for re-election, or those nominated by Members for election to the Board, may be eligible for election to the Board.

(h) Save for the Board Nominated Director and any casual vacancy being filled by the Directors from time to time, all nominees for election to the Board shall be nominated by the Members. Each Member shall be entitled to nominate only one person. That person may be the Member themself (in the case of a Member who is a sole proprietor) or a director, partner, employee of the Member. Nominations for election to the Board must be submitted to the Secretary of the Institute at least 28 days before the Annual General Meeting for that year. The Board shall have power to make rules concerning the procedures for nominating candidates to the Board (but not their appointment). The Board shall also have the power to limits the number of Directors that can be nominated by Members which are connected with each other (as determined by the Board from time to time).

(j) A Director shall not be entitled to vote on and may be required by the other members of the Board not to participate in, any discussions on, a resolution relating to a contract, appointment or arrangement in which he, she or they are interested.

33. (a) If the candidates nominated for election or re-election to the Board become more in number than the vacancies to be filled an election shall be conducted by postal / electronic mail ballot. Every fully paid-up Member of the Institute shall have one vote. The voting papers shall be in such form as the Board shall approve from time to time. The voting papers containing details of the persons eligible for election shall be sent to each Member at least twenty-one (21) days before the date of the Annual General Meeting. Voting papers and proxy forms must be returned to the Office so as to be received there not less than forty-eight hours before the time fixed for the Annual General Meeting.

(b) If the candidates nominated for election or re - election to the Board are not more in number than the vacancies to be filled such candidates shall be deemed to have been elected automatically without the holding of a postal ballot.

(c) Where an equality of votes exists between any two or more candidates, the President of the Institute shall have a second or casting vote which shall be conclusive.

(d) Each of the Members shall appoint the President as their proxy to vote in favour or against any resolutions relating to the appointment of Directors in accordance with the foregoing provisions of this Article 33. A Member shall be entitled to appoint another proxy to vote on their behalf, or vote in person, at the Annual General Meeting on other resolutions to be considered.

34. A member of the Board may resign by sending his, her or their resignation to the Board and the resignation shall take effect from the date it is received by the Board.

35. The office of a member of the Board shall also be vacated:

(a) if he, she or they become bankrupt or of unsound mind;

(b) if he, she or they are concerned or interested or participate in the profits of any contract with the Institute other than as provided for in Clause 3 of the Memorandum of Association;

(c) if he, she or they cease to be a Member of the Institute;

(d) if he, she or they are for more than 6 months absent without permission of the Board from meetings of the Directors held during that period;

(e) if he, she or they are removed from office by a resolution of the Institute in general meeting;

No member of the Board shall vacate office or be ineligible for re-election, nor shall any person be ineligible for appointment as a member of the Board by reason only that he, she or they attain or have attained any particular age.

ELECTION OF THE PRESIDENT AND VICE-PRESIDENT

36. (a) The first meeting of the Board declared elected at the Annual General Meeting shall normally take place immediately following such Annual General Meeting and, where necessary, the business of such Board meeting shall include the election from among the Board members of the President and Vice President of the Institute. The President of the Institute, and in his, her or their absence the Vice President, shall be the Chairman of the Board. Prior to the Board Meeting, individuals wishing to be President or Vice President should notify the secretariat of the Institute.

(b) The election shall be conducted by secret ballot. Each member of the Board shall have one vote.

(c) In the case of an equality of votes, the outgoing President shall have the casting vote.

37. The terms of office of the President and Vice President shall be for two-year terms which expire at the conclusion of the second Annual General Meeting following the Board Meeting at which he, she or they were appointed to the relevant office. The President shall not be required to retire as a Director in accordance Article 32 with effect from a date that is earlier than the date of expiry of his, her or their two-year term of office and Article 32 shall be varied accordingly.

THE DIRECTORS, SECRETARY AND OTHER PERMANENT OFFICERS

38. The Board may appoint a Company Secretary and such other permanent officers or other employees of the Institute as they think fit and may fix their respective term of office and remuneration and prescribe their respective duties. No Member, member of the Board or member of any Committee appointed by it shall be eligible for or appointed to any salaried office of the Institute nor to any office paid by fees, dividend, profits or other income of the Institute save in accordance with Clause 3 of the Institute's Memorandum of Association. The Board may also revoke the appointment to any committee or sub-committee of any person (whether a member of the Board or not) and appoint another person in his, her or their place.

POWERS AND DUTIES OF THE BOARD

39. The business and affairs of the Institute shall be managed by the Board, who may exercise all such powers, authorities and discretions of the Institute as are not by the Statutes or by these Articles required to be exercised by the Institute in General Meeting, subject, nevertheless, to any regulations of these Articles and to the provisions of the Statutes. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

40. The Board may exercise any of the powers of the Institute to borrow money or to issue debentures or other securities, or to mortgage or charge any of the property or assets of the Institute.

41. The Board may authorise the repayment by the Institute to members of the Board and of any committee of all or any out-of-pocket expenses incurred by them in the performance of their duties or in connection with the affairs of the Institute and in that event such members shall be repaid such out-of-pocket expenses accordingly.

42. The Board may from time to time appoint any member of the Board as honorary local or overseas representative of the Institute with such powers and for such period as may be determined by the Board.

43. The Board shall also have power:

(a) To establish any local boards or agencies for managing any of the affairs of the Institute or to make inquiries upon any matters and report thereon to the Board and to appoint any Members and/or other persons to be members of such local boards, or as managers or agents and, subject to Article 38, to fix their remuneration, and to delegate to any local board manager or agent any of the powers, authorities and discretions vested in the Board.

(b) To appoint any one or more of its bodies to act as attorney either generally or specially with such powers and for such period as may from time to time determine.

(c) To publish or cause to be published from time to time at the expense of the Institute or otherwise a list of the Members together with such particulars with regard thereto and to the Institute or its objects as they may deem advisable and such list may be supplied to Members and others either free or at such prices as the Board shall from time to time determine.

44. All the moneys payable to the Institute shall be paid to the Board or by its direction into the account of the Institute at its bankers and all moneys payable by the Institute shall be paid in such manner as the Board may from time to time prescribe. Cheques drawn upon the bankers of the Institute shall be signed in such manner as the Board may from time to time prescribe.

45. The Board may employ any part of the funds of the Institute in the provision of education, exhibitions and awards.

46. The Board may make, alter, supplement or repeal any of the bye-laws or any of Institute's, rules, guidelines or regulations as it may think desirable for the purpose of effecting the general objects of the Institute.

THE SEAL

47. The seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Board and shall be so affixed in the presence of at least two individuals being either (i) two Directors or (ii) a Director and the Secretary or (iii) a Director and such other individuals as the Board may appoint for the purpose.

PROCEEDINGS OF THE BOARD

48. The Board shall meet at least four times in every year. Subject to this provision the Board may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Subject to any express provision to the contrary contained in these Articles, questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote. The President of the Board may, and Secretary, on the requisition of (i) the President or (ii) any three members of the Board at any time, shall, summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any member thereof for the time being absent from Ireland. Seven days' notice shall, except in cases of emergency, be given of meetings of the Board. There shall be included in any such notice any application by a Person for membership to the Institute. The quorum necessary for the transaction of the business of the Board may be fixed by the Board at any number of members, not being less

than one fourth of the Board, and until so fixed shall be three members of the Board.

49. The President or in his, her or their absence the Vice President shall take the Chair at meetings of the Board. If neither is present the other members of the Board present may elect a Chairman for that meeting from among the Board members present.

50. The continuing members of the Board may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the minimum number fixed as a quorum by or in accordance with these Articles, the continuing members may act for the purpose of filling up vacancies in the Board or of summoning General Meetings of the Institute and for the purpose of holding examinations and matters connected therewith, but not for any other purpose, and may act for the purposes aforesaid whether or not their number is reduced below the number fixed by or in accordance with these Articles as the quorum of the Board. The Directors appointed under this Article shall hold office until the termination of the Annual General Meeting following the date of their appointment to office and then the provisions of Article 32 shall apply as if they were not appointed to the Board under this Article.

51. Any vacancy in the office of President or Vice President arising before his, her or their period of office has expired may be filled by the Board, and any person so appointed to fill a vacancy shall hold office for the remainder of the period during which his, her or their predecessor would have held office if such vacancy had not occurred.

52.

(a) A meeting of the Board for the time being, at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board, except where otherwise expressly provided by these Articles.

(b) The Board may delegate any of its powers, other than the powers of borrowing under Article 40 hereof, to any committee or committees formed for such purpose or purposes and (subject to the proviso hereafter) consisting of such member or members of the Board and/or of such other person or persons appointed by the Board as the Board may think fit, and may from time to time vary or revoke any of the powers delegated to such committee. Provided that of any committee or committees which may be appointed by the Board to consider and deal with trade relations, business agreements and the like, at least one-half shall be composed of members of the Board. The Board may also confer upon any committee a power, subject to any regulations that may be imposed by the Board to co-opt any person who is not a member of the Board as an additional member or as additional members thereof, provided that not less than two thirds of the members of such committee shall be Members or Directors, officers or employees of Members. Any Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. The Board may also delegate any of its powers to managers and employees of the Institute on such terms as it thinks fit.

(c) A Committee may approve for specific purposes, within its own terms of reference, the establishment of sub-committees which may include persons *other* than members of the Institute or employees of members.

(d) All Board meetings and meetings of committees and sub-committees may be conducted by the use of a conference telephone or similar facility provided that all the Board members and, if required to attend or participate, the auditors, have been notified of the convening of the meeting and the availability of the conference telephone or similar facility for the meeting and can hear and contribute to the meeting and such participation in a meeting shall constitute presence in person at the meeting and the members may be situated in any part of the world for any such meeting.

53. Subject to any regulations made by the Board as to the appointment of a Chairman, a committee and a subcommittee may elect a Chairman of its meetings. If there shall be no Chairman, or if at any meeting the Chairman be not present within five minutes after the appointed time for holding the same, the members of the committee or sub-committee present may choose one of their number to be Chairman of the meeting. Unless and until otherwise provided by the Board, the President of the Institute shall have the right to attend any meeting of any committee or sub-committee of which he is not a member but not to vote thereat. A committee and a subcommittee may meet and adjourn as it thinks fit, and act notwithstanding vacancies in its body (provided only that the number is not reduced below any minimum authorised number determined by the Board), and determine the quorum necessary for the transaction of business. Questions arising at any meeting shall be determined by a majority of votes of the members of the committee or sub-committee present, and in case of an equality of votes the Chairman shall have a second or casting vote.

54. Minutes shall be made:

(a) of all appointments of officers made by the Board or any committee or sub-committee;

(b) of the names of the members present at each meeting of the Board and of any committee or sub-committee;

(c) of all resolutions and proceedings at all general meetings of members of the Institute and the members of the Board, and, so far as the Board may from time to time require, of any committee or sub-committee.

55. All acts done by any meeting of the Board or of any committee or sub-committee or by any person acting as a member of the Board or of any committee or sub-committee shall (notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such body or person acting as aforesaid or that he or they were disqualified or had vacated office) be as valid as if every such body or person had been duly appointed or had duly continued in office and was qualified to do such acts.

GENERAL MEETINGS OF THE INSTITUTE

56. The Annual General Meeting of the Institute shall be held in calendar year, at such time and place as the Board may appoint and shall be specified as such in the notices calling it but so that not more than 15 months shall elapse between meetings. All other General Meetings shall be called Extraordinary General Meetings.

57. At each Annual General Meeting the Board shall submit for consideration their report on the affairs of the Institute and the past year's transactions, together with the financial statements and resolutions relating to the appointment of Directors. The above business and the election of Directors, and the fixing of the remuneration of the Auditors shall be the ordinary business of an Annual General Meeting. No other business shall be transacted at the Annual General Meeting unless it shall either have been specifically referred to in the notice convening the meeting or shall be certified in writing by at least four members of the Board to be a matter of extreme urgency.

58. The Board may whenever they think fit convene an Extraordinary General Meeting, and the Board shall upon a requisition signed by the President and three members of the Board or by at least ten members convene an Extraordinary General Meeting to be held within thirty

days of the receipt of the requisition. Every such requisition and every notice convening an Extraordinary General Meeting shall specify the general nature of the business to be dealt with at such meeting, and no business shall be transacted at such meeting other than that which is referred to in the notice convening the meeting. The provisions of this Article shall have effect in addition and without prejudice to the provisions of the Companies Act.

59. Subject to the provision of the Companies Act not less than twenty one clear day's notice in writing of every Annual General Meeting and of every meeting convened for the passing of a special resolution, and not less than fourteen days' notice in writing of every other General Meeting (exclusive in every *case* both of the date of the holding of the meeting and of the date on which the notice is served or deemed to be served) shall be given to all members of the Institute. All the members of the Institute shall be entitled to attend any Annual General Meeting and any Extraordinary General Meeting, and all members of the Institute shall be entitled to vote thereat. It shall not be necessary save in the case of a special resolution to give the text of any resolution intended to be proposed, but the notice shall contain a statement of the general nature of the business to be dealt with.

60. A quorum for a General Meeting shall be five Members present in person or by their duly appointed representative or by proxy. If at any meeting a quorum be not present within half an hour from the time appointed for holding the meeting, the meeting, if convened upon a requisition, 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 date, time and place as the Board may appoint, and at such adjourned meeting the members present or represented shall form a quorum. The President of the Institute, or failing him, her or them the Vice President or failing him, her or them some other member of the Board to be elected on a show of hands at the meeting or failing any such member of the Board some Member elected on a show of hands at the meeting, shall take the chair at each General Meeting.

61. The Chairman of any meeting at which there is a quorum may with the consent of the meeting adjourn the meeting from time to time and from place to place.

62. Without prejudice to Article 33, Article 63 and Article 64, Section 188 to 190 (inclusive) of the Companies Act shall apply to voting and rights to demand a poll at a General Meeting.

VOTES OF MEMBERS OF THE INSTITUTE

63. Subject to Article 64, on every resolution at each General Meeting each Member present in person, by their duly appointed representative or by proxy shall have one vote only.

64. No member shall be entitled to vote at any meeting of the company for so long as their annual subscription remains unpaid.

ACCOUNTS

65. The Board shall cause true accounts to be kept:

    (a) of all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place; and

    (b) of all sales and purchases of goods by the Institute; and

    (c) of the property, credits and liabilities of the Institute.

66. The books of account shall be kept at the Office, or at such other place as the Board think

fit.

67. Without prejudice to the Companies Act, once at least in every year the Board shall place before the Institute in General Meeting an income and expenditure account for the period since the last preceding account or in the case of the first account since the incorporation of the Institute made up to a date not more than nine months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Board and report of the Auditors, and a copy of such account, balance sheet and reports shall not less than twenty-one days before the date fixed for the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be read before the meeting.

AUDIT

68. Auditors of the Institute shall be appointed, and their powers, rights, remuneration and duties regulated in accordance with the provisions for the time being of the Companies Act.

NOTICES

69. Any notice or document may be served by the Institute on any Member either personally, by email, or by sending it through the post in a prepaid letter addressed to such member of the Institute at his, her or their registered address as appearing in the register of members of the Institute.

70. Any Member who does not have an address within Ireland shall, from time to time, give to the Institute an address within Ireland at which notices may be served upon the Member shall be entitled to have notices served upon the Member at such address. Save as aforesaid only those members of the Institute who have an address within Ireland recorded in the Register of Members of the Institute shall be entitled to receive any notice from the Institute.

71. Any notice or other document, if served by post, shall be deemed to have been served 24 hours after it has been posted, and in proving such service it shall be sufficient to prove that the notice or document was properly addressed, prepaid and put into the post.

INDEMNITY

72. The members of the Board and of any committee or sub-committee and the Auditors, Company Secretary and other officers for the time being of the Institute and the Trustees (if any) for the time being acting in relation to any of its affairs, and every of them and every of their executors and administrators shall be indemnified and secured harmless out of the assets and income of the Institute from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their, or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Institute shall or may be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Institute shall be placed or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto. This Article shall only take effect subject to the provisions of the Companies Act, or any statutory amendment or re-enactment thereof.

WINDING UP

73. The provisions of Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Institute shall have effect as if the same were repeated in these Articles.

COMPANIES ACT

74. Without prejudice to any mandatory provisions of the Act, each of the following optional provisions of the Companies Act shall apply to the Institute save to the extent that they are varied, or restricted, by these Articles:

Section 160 (Meetings of Directors and Committees);
Section 161 (Supplemental provisions about Meetings);
Section 183 (Proxies);
Section 188 (Votes of Members);
Section 189 (Right to Demand a Poll); and
Section 190 (Voting on a Poll);

For avoidance of doubt, the following optional provisions of the Companies Act shall not apply to the Institute:

Section 1196 (Rotation of Directors);
Section 1197 (Remuneration of Directors)

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 DESCRIPTION OF SUBSCRIBERS

Dermot J. Caffery, Old Quay House, Strand Rd., Dublin	Advertising Agent
Cecil W. Dick, Orchardstown House, Templeogue, Dublin 14	Advertising Agent
Denis J. Garvey, 12 Gifford Rd., Sandymount, Dublin 4	Advertising Agent
Luke Mahon, Cedar Grove, Foxrock, Co. Dublin	Advertising Agent
Desmond B. O'Kennedy, Beaumont House, Blackrock, Co. Dublin	Advertising Agent
Timothy O'NeilI, 13 Temple Villas, Palmerston Road, Co. Dublin	Advertising Agent
Peter M. Owens, Shaundar, Newtownpark Ave., Blackrock, Co. Dublin	Advertising Agent
John F. Young, Seacroft, Killiney, Co. Dublin	Advertising Agent

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Dated the 25th day of June 1964

Witness to the above Signatures:-

Oliver P. Walsh
68 Trimleston Park,
Booterstown,
Co. Dublin.

Executive Officer,
Irish Association of Advertising Agencies