

**COMPANIES ACT 1963 TO 2001**

**COMPANY LIMITED BY GUARANTEE**

**NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**THE INLAND WATERWAYS ASSOCIATION OF IRELAND**

**CUMANN UISCEBHEALAIGH INTIRE NA hEireann**

**(Revised 2005; approved at EGM / /05)**

COMPANIES ACTS 1963 to 2001  
COMPANY LIMITED BY GUARANTEE  
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ARTICLES OF ASSOCIATION  
OF

THE INLAND WATERWAYS ASSOCIATION OF IRELAND  
CUMANN UISCESHEALAIGH INTIRE NA h-EIREANN.

1. In these Articles:-

"The Act" means the Companies Act, 1963. (No. 33 of 1963)

"The Council" means the Council for the time being of the Association.

"The Secretary" means any person appointed to perform the duties of the Secretary of the Association.

"The Seal" means the common seal of the Association.

"Ireland" means the island of Ireland.

"In writing" shall be construed as, unless the contrary intention appears, as including references to printing, lithography, photography, and any other modes of representing or reproducing words in a visible form, including electronic means.

And words importing the masculine gender shall include also the feminine gender and words importing the singular number shall include the plural and vice versa.

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

## MEMBERSHIP

2. The Council shall cause a register of members to be kept. The register shall be kept at the office or subject to section 116 of the Act at such other place as the Council thinks fit, and shall at all reasonable times be open to inspection to the members of the Council. The register shall be made available for all general meetings of the Association. The register shall be kept in such a manner as to incorporate an index. A register of the Directors shall be kept at the office.

3. The Association is established for the objects expressed in the Memorandum of Association.

4. The members of the Association shall be the persons who have paid the specified fee to the Association and such other persons or bodies as the Council shall admit to membership.

## INDIVIDUAL AND FAMILY MEMBERS

5. All persons supporting the objects of the Association shall be eligible for individual or family membership. Such persons must nominate the Regional Branch to which they wish to belong.

## CORPORATE MEMBERS

6. Any organization supporting the objects of the Association shall be eligible for corporate, associate or affiliated membership of the Association, as defined in Article 10.

## CESSATION OF MEMBERSHIP

7. A member shall cease to be a member of the Association if

(a) He resigns his membership by notice in writing to the Association.

(b) he being an individual is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes arrangements or compositions with his creditors generally or being a company shall go into liquidation either compulsorily or voluntary (except for the purpose of reconstruction or amalgamation).

(c) It is the opinion of the Council, that the conduct of the individual or corporate member be injurious to the character and interest of the Association, the Council may call on such member to resign from the Association and from the Branch or Branches to which he or it may belong, and if the member does not so resign within twenty-one days after being so called upon, the Council may by resolution of which fourteen days' written notice shall be given, terminate his membership or its membership, but before coming to any decision the Council shall give the member concerned an opportunity to state his or its case before the Council.

(d) The member falls more than one year in arrears in relation to their annual membership fee.

## REGIONAL BRANCHES

8. (a) The Council may establish or approve new regional branches as appropriate. Such branches shall have power to formulate their own rules and regulations provided that these do not conflict with the rules and regulations of the Association.

(b) Before any new branch is formed the names of the proposed Officers and Committee of the branch shall be submitted to the Council for approval.

(c) Individual membership of the Association shall be arranged centrally or through the regional branches, as may be decided by council.

(d) The Council shall have the power to dissolve any regional branch whose behavior is considered to be prejudicial to the object of the Association. In the event of 'the Council dissolving a regional branch the members thereof shall be deemed to be members of the Regional branch at the centre nearest that of the branch which has been so dissolved or of such regional branch as may be designated by the Council. The members of the dissolved branch shall be members of such substituted branch for the remainder of the current year. In the following years members of the dissolved branch will be free to transfer to a branch of their choice.

(e) Before the Council dissolves any regional branch, the branch concerned shall have the right to a hearing before the Council whose subsequent decision shall be final.

## ELECTION OF INDIVIDUAL MEMBERS

9. Names and addresses of all individual and family members shall be held on a central register.

## ELECTION OF CORPORATE/AFFILIATED/ASSOCIATE MEMBERS

10. The Association may elect to membership any commercial, state, semi-state or other body which supports the objects of the Association. Such bodies will be known as Corporate members. The Association may elect to membership, any group or body whose main objects are closely aligned with the objects of the Association. Such bodies will be known as affiliated members. The Association may elect to membership, any body whose main interests lie in any sphere of activity concerning inland waterways. Such bodies will be referred to as Associated Members.

An application for Corporate, Affiliate or Associate membership shall be made in writing to the Hon. Secretary and placed before the Council at its next regular meeting for adjudication. They shall pay annual fees to be determined by Council.

Corporate, Affiliate and Associate members will have the right to be represented at General Meetings by one of their members whose name will be registered with the Hon. Secretary from time to time.

Affiliate members will have the right to be represented at Council meetings by one of their members whose name shall be registered with the Hon. Secretary from time to time.

## GENERAL MEETINGS

11. All general meetings of the Association shall be held in the Island of Ireland.

12. (1) The Association shall not later than 31st December in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next.

(2) The annual general meeting shall be held at such a time and at such a place as the Council shall appoint.

13. All general meetings other than annual general meetings shall be called extraordinary general meetings.

14. The Council may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened or requisitioned or in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Association 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.

15. (a) A Notice convening the annual general meeting shall be sent to members not less than 21 days before the meeting.

(b) An extraordinary general meeting of the association may be convened at any time by the Council and shall be convened within six weeks from the receipt by the Hon. Secretary of a requisition in writing signed by not less than fifteen members and specifying the objects of the meeting. Notice of such meetings shall be conveyed to the members of the Association in accordance with the procedure for convening the Annual General Meeting as hereinbefore provided.

16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting

#### PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the officers of the Council and auditors, the re-appointment of the retiring auditors, the fixing of the remuneration of the auditors, and the election of officers and members of Council.

18. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, fifteen members present in person shall be a quorum.

19. If within half an hour from the time appointed for 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 such other time and place as the Council or Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for meeting, the members present shall be a quorum.

20. The President or if he is not present the Executive Vice- President shall preside as Chairman at every general meeting of the Association or if there is no such President, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council present shall elect one of their number to be Chairman of the Meeting.

21. If at any meeting no member of the Council is willing to act as Chairman or if no member of the Council is present within 15 minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to be chairman of the meeting.

22. The Chairman may with the consent of any meeting at which a quorum is present (and, shall, if so directed by the meeting.) adjourn the meeting from time to time and

from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original 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. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands)

(a) By the chairman, or

(b) By at least three members present in person.

Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

The demand for a poll may be withdrawn.

24. Except as provided in Article 25, if a poll is duly demanded it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Where there is an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting at which a show hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

25. A poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded with pending the taking of the poll.

26. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such a resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Association duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

## VOTES OF MEMBERS

27. Every member shall have one vote, provided however that where the two adult partners in a family membership are present, each shall have one vote.

28. No objection shall be raised to the qualification of any votes except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote

allowed 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 shall be final and conclusive.

29. Votes may only be given in person and each person may exercise only one vote.

#### BODIES CORPORATE ASSOCIATED OR AFFILIATED, ACTING BY REPRESENTATIVES AT MEETINGS

30. Any body corporate, affiliated or associated, which is a member of the Association may by Resolution of its directors or other governing body, authorize such a person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorized shall be entitled to exercise the same powers on behalf of the body which they represent as that body could exercise if it were an individual member of the Association.

The representative of a Corporate, Affiliated or Associated body, who is also a member of the Association, will be entitled to one vote.

#### THE COUNCIL

31. The affairs of the Association shall be managed by a Council consisting of the following

- (a) The President, Executive Vice-President, Honorary Secretary and Honorary Treasurer who shall be the Directors and the Officers of the Company.
- (b) The immediate Past President.
- (c) The Chairpersons of whatever Standing Committees have been formally established by resolution of council, in accordance with Article 45.
- (d) Two representatives from each regional branch, one of which should be the Chairman or Secretary and representatives of affiliated organizations as detailed in Article 10.
- (e) Members of the association elected to the Council at the Annual General Meeting. The number of such members and the period for which they shall be elected shall be in accordance with the provisions of the Bye-laws of the association approved by Council.
- (f) Persons co-opted by Council.
- (g) The Council may from time to time, invite such other persons as it deems appropriate, to attend meetings.

32. All candidates for election as Directors and members of the Council shall be Members in good standing of the Association. Election of the Directors and members of Council (other than those elected by the branches) shall be by ballot of the members present at the Annual General Meeting with voting rights as defined in Articles 27.

#### EXECUTIVE COMMITTEE

33. The Council may appoint an Executive Committee, consisting of the Officers of the Council, the immediate Past President, the Chairpersons of the Standing Committees

and such other persons as it may consider desirable to deal with urgent and routine matters. All decisions of principle made by this Committee must be placed before the Council for ratification at the next duly convened meeting of the Council.

34. The business of the Association shall be managed by the Executive Committee who will be responsible for the day to day running of the association. They may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not by the Act or by these Articles required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions as may be given by the Association in general meetings, but no direction given by the Association in general meeting shall invalidate any prior act of the Council which would have been valid if that direction had not been given.

35. The Council may from time to time and any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provision for the protection and convenience of persons dealing with any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

36. (a) Any casual vacancy occurring in the Council or the office of President, Executive Vice-President., Honorary Secretary, Honorary Treasurer or Chairpersons of Standing Committees may be filled by the Council. The person so chosen shall retire at the date when the member whose place he takes would have retired had the casual vacancy not occurred but shall be eligible for re-election.

(b) The Council shall have the power to co-opt members if the number of members on the Council is less than the maximum fixed in accordance with these Articles but any members so co-opted shall retire at the next annual general meeting following his co-option. He shall be eligible for immediate re-election at such annual general meeting.

37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association shall be signed, drawn, accepted, endorsed or other wise executed, as the case may be, by such person or persons and in such manner as the Council shall from time to time by resolution determine.

38. The Council shall cause minutes to be made in books provided for that purpose:-

(a) of all appointments of officers made by the Association or the Council.

(b) of all names of the members of the Council present at each meeting of the Council and of any Standing Committee or Sub-Committee of the Council.

(c) of all resolutions and proceedings at all meetings of the Association, and of the Council and of the Standing Committees and Sub-Committees of the Council. Copies of these minutes shall be kept at the office of the Secretary.

## BORROWING POWERS

39. The Council may raise or borrow for the purpose of the Association's business such sum or sums of money as they shall think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Association, present and future or by the issue of bonds and debentures, either charged upon the whole or any part of the property and assets of the Association, or not so charged, or in such other way as the Council may think expedient.

## PROCEEDINGS OF THE COUNCIL

### 40. Meetings of Council

(a) Regular Meetings of the Council shall be held at least four times in every year. Additional meetings of the Council shall be held if requisitioned by the Executive, or in writing to the Secretary by any 10 members of the Council. 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.

(b) If the Council so resolve, it shall not be necessary to give notice of a meeting of the Council to any member thereof, who being resident in Ireland is for the time being absent from Ireland.

41. The continuing members of the Council may act notwithstanding any vacancy in their number but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of Association as the necessary quorum of the Council they may act for the purpose of filling up vacancies in their body or of summoning a general meeting of the Association but for no other purpose.

42. The quorum necessary for the transaction of the business of the Members of the Council may be fixed from time to time by the Council and unless so fixed shall be fifteen.

43. The President or failing him the Executive Vice-President shall take the chair at meetings of the Association and the Council. If neither of these is present, those in attendance shall elect a chairman for the meeting.

44. The Council may from time to time appoint such Standing committees as it may deem necessary or expedient and delegate to them such powers, and duties of the Council as the Council shall decide. The Chairpersons of standing committees will be elected by the Annual General Meeting in accordance with procedures laid down by

Council from time to time in bye-laws. The members of standing committees will be elected by Council following the election of the Chairman in accordance with procedures laid down by Council in bye-laws.

The Council may also from time to time appoint such other sub-committees as they deem necessary or expedient and delegate to them such of the powers and duties of the Council as the Council shall decide. Upon the appointment of a sub-committee, Council shall determine the process for selecting the committee Chairman.

45. If at any sub-committee or standing committee no chairman is present within 15 minutes of the time appointed for the commencement of the meeting, the members may choose one of their number to be chairman of the meeting.

46. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and when there is an equality of votes, the chairman of any meeting shall have a second and casting vote,

47. All acts done at any meeting of the Council or of a committee of the Council or by any person acting as a member of the Council shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person acting 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 member of the Council.

48. A resolution in writing, signed by all members of the Executive for the time being entitled to receive notice of the meeting of the Executive shall be as valid as if it had been passed at a meeting of the Executive duly convened and held.

## RESIGNATION OF MEMBERS OF THE COUNCIL AND DISQUALIFICATION

49.(a) Any Officer or other member of the Council may resign from his office by notice in writing to the Association.

(b) The position of an officer or other member of the Council shall be vacated if such person:-

(1) Is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally, or

(2) Becomes prohibited from being a director by reason of any order made under Section 184 of the Act, or

(3) Becomes of unsound mind, or

(4) Resigns his office by notice in writing to the Association

(5) Is convicted on an indictable offence unless the Council otherwise determines, or

(6) Is directly or indirectly interested in any contract with the Association and fails to declare the nature of his Interest in manner required by Section 194 of the Act.

## VOTING ON CONTRACTS

50. Any Officer or other member of the Council may not vote in respect of any contract in which he is interested or any matter arising thereon.

## ELECTIONS

51. The Directors of the Association shall retire at the Annual General Meeting and shall be eligible for re-election at that meeting. All the co-opted members of the Council shall retire at the Annual General Meeting each year and shall be eligible for re-election. Other elected members of Council shall retire in accordance with the bye-laws of the Association.

52. The Secretary of the Association shall be the Hon. Secretary or such other person as may be appointed by the Council.

53. A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

## BYE-LAWS

54. The Council may from time to time make, vary and revoke Bye-Laws not inconsistent with these Articles for the regulation of the conduct of its proceedings and the proceedings of Committees, and the conduct of the affairs of the Association including the branches, provided that no regulation shall be made under this power which would amount to such an addition to or alteration of these Articles as could only be made by special resolution passed in accordance with the Act.

## SUBSCRIPTIONS

55. The annual subscription for members shall be fixed from time to time by the members of the Association in general meeting.

## CAPITATION--FEES

56. Regional branches shall be entitled to re-coup from the Council, the amount of subscriptions paid to the Membership Registrar in respect of members who have nominated the Branch to which they wish to belong, subject to the deduction of a Capitation in respect of each member, the amount of which shall be determined by the Council from time to time.

## CORPORATE, ASSOCIATE and AFFILIATE MEMBERSHIP SUBSCRIPTIONS

57. Corporate/Affiliate/Associate members of the Association shall pay subscriptions to be determined from time to time by the Council.

## VOTING RIGHTS

58. A corporate or associate member of the Association, or its authorized representative, shall not be eligible for election to the Council but may attend Council meetings by invitation.

## THE SEAL

59. Every member whose fee has been paid up as defined in Article 59 and who is entered on the register of members shall be entitled to be present and to vote at the Annual and Extraordinary General Meetings of the Association.

60. The seal shall be used only by the authority of the Executive or of a committee of the Executive authorized by the Executive in that behalf, and every instrument to which the seal shall be affixed shall be signed by any two Directors.

## ACCOUNTS

61. The Council shall cause proper books of account to be kept relating to  
(a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place.

(b) all sales and purchases of goods by the Association.

(c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

62. The books of account of the Council shall be kept at the office, or subject to Section 147 of the Act at such other place as the Council think fit, and shall at all reasonable times be open to the inspection of the members of the Council.

63. The Council shall from time to time determine whether and to what extent and at what times and place and under what conditions or regulations the accounts and books of the Association or any part of them shall be open to the inspection of members of the Association.

64. The Council shall from time to time in accordance with Sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the annual general meeting of the Association such income and expenditure accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the annual general meeting of the Association.

## AUDIT

65. Auditors shall be appointed and their duties regulated In accordance with Section 160 to 163 of the Act.

## NOTICES

66. A notice may be given by the Company to any member either personally or by sending it to him at his registered address. Notice may also be notified in the Associations magazine or by electronic communication.

67. Notice of every general meeting shall be given in any manner hereinbefore authorized to:-

- (a) Every Individual, Family, Affiliate, Associate and Corporate member
- (b) Every person being a personal representative or the official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting, and
- (c) The auditor for the time being of the Association.

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

## HONORARY VICE-PRESIDENTS

68. The Council may elect individual members to the office of Honorary Vice-President.

## HONORARY MEMBERS

69. The Council or Regional Branches may from time to time, elect as Honorary Members of the Association, such persons as in the opinion of the Council or Branches that shall be in the Interests of the Association to admit to Honorary Membership, including persons who are connected in their official capacities with any State-controlled or other body governing inland waterways or navigations in Ireland. The Council may from time to time elect Honorary Life Members.

## PUBLIC ANNOUNCEMENTS

70. No individual or corporate member shall take any public action or make any public announcement or make any communication to the press, radio, television or other means of public announcement in the name of the Council of the Inland Waterways Association of Ireland without the approval of the Council of the Association or of some Officer of the Association expressly authorised by the Council so to approve.

71. The provision of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in full In these Articles.

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## NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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