

**ARTICLES OF ASSOCIATION  
OF  
THE INSTITUTE OF INCORPORATED PUBLIC ACCOUNTANTS**

**As Adopted by the Members of the Institute of Incorporated Public Accountants**

**2 July 2010**

**ARTICLES OF ASSOCIATION  
OF  
THE INSTITUTE OF INCORPORATED PUBLIC ACCOUNTANTS**

(As Adopted by Special Resolution on 2 July 2010)

The Articles of Association is a statutory document setting out the arrangements for the management of the Company.

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**COMPANIES ACTS 1963 to 2009**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING**  
**A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE INSTITUTE OF INCORPORATED PUBLIC ACCOUNTANTS**  
(The Company/The Institute)  
(As Adopted by Special Resolution on 2 July 2010)

**DEFINITIONS AND INTERPRETATION**

1. In these Articles the following words and expressions shall have the following meaning unless inconsistent with the subject or context:
- a) “**Accounting Practising Certificate**” means a practising certificate issued by the Institute that allows a Member to hold himself out as Incorporated Public Accountants in public practice.
  - b) “**the Acts**” means the Companies Acts 1963 to 2009.
  - c) “**Annual General Meeting**” means an Annual General Meeting of the Institute.
  - d) “**Approved Training**” means practical training and experience approved by the Council.
  - e) “**Audit Practising Certificate**” means a practising certificate issued by the Institute that allows a sole practitioner or firm to hold him/her/itself out as Company Auditors as understood under section 161 of the Companies Act 1963.
  - f) “**Bye-Laws**” means the Bye-Laws of the Institute of Incorporated Public Accountants as set out in accordance with the Articles.
  - g) “**Council**” means the Council of the Institute elected by the Members of the Institute in accordance with the Articles of Association.
  - h) “**Directors**” means the Council for the time being of the Institute or the Council members present at a meeting of the Council of the Institute and includes any person occupying the position of Council member by whatever name called.
  - i) “**General Meeting**” means an Annual General Meeting or Extraordinary General Meeting and “General Meetings” shall be construed accordingly.
  - j) “**Institute**” means the Institute of Incorporated Public Accountants Limited, incorporated on 17 November 1981.
  - k) “**Irish Auditing and Accounting Supervisory Authority**” means the authority established by the Companies (Auditing and Accounting) Act 2003.
  - l) “**Member**” means an Associate or Fellow of the Institute.

- m) **“Member Firm”** means an accounting firm in public practice, including a sole-practitioner, which is composed in whole or in part of Members, which holds an Audit Practising Certificate, and with the majority of the voting rights of this firm exercised by Members of the Institute. A Member Firm may be a sole practitioner, a partnership, a limited liability partnership or a body corporate.
- n) **“Member in Accounting Practice”** means a Member of the Institute, holding an Accounting Practising Certificate, in practice as a professional accountant holding himself out to provide accounting and related services.
- o) **“Member in Audit Practice”** means a Member of the Institute, Holding an Audit Practising Certificate, in practice as a professional accountant holding him/herself out to provide accounting, auditing and related services.
- p) **“Minister”** means the Minister for Enterprise, Trade and Innovation.
- q) **“Office”** means the registered office for the time being of the Company.
- r) **“Office of the Institute”** means the premises from which the Institute carries on its business, or such other place as may be chosen by the Council from time to time.
- s) **“Officers of the Institute”** shall be the persons stated in Article 55 of the Articles of Association.
- t) **“Prescribed Accountancy Body”** has the meaning ascribed to it under Companies (Auditing and Accounting) Act, 2003.
- u) **“Practising Certificate”** means an Audit Practising Certificate or an Accounting Practising Certificate.
- v) **“Recognised Accountancy Body”** has the meaning ascribed to it under the Companies (Auditing and Accounting) Act, 2003.
- w) **“Regulation”** means Regulation made by the Council pursuant to Article 72 of the Articles of Association.
- x) **“the Seal”** means the Common Seal of the Company.
- y) **“Secretary”** means the Secretary of the Institute for the time being and shall be deemed to include any such person as may be appointed Secretary by the Council under the Articles of Association.
- z) **“Student”** means a student training to become a Member of the Institute.

Words importing the singular only shall include the plural and vice versa and words importing the masculine gender only shall include the feminine gender.

Expressions referring to “in writing” shall, unless the contrary intention appears, be construed as including references to all media printing, lithography, photograph, computer reproduction and any other modes of representing or reproducing words in a audio or visual form.

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

References to statutory provisions include, where the context permits, the subordinate legislation made from time to time under that provision and any reference to a statutory provision shall include that provision as from time to time modified or re-enacted so far as such modification or re-enactment applies or is capable of applying to such reference.

## **MEMBERS**

2. The number of Members with which the Company proposes to be registered is unlimited.
3. The subscribers to the Memorandum of Association and such others persons as become Members pursuant to these articles shall be Members of the Institute. The Council shall make an entry in respect of every Member in the register of Members required to be kept by the Institute in accordance with section 116 of the Companies Act, 1963.
4. Notwithstanding Article 3 of these Articles, the Members of the Institute shall be persons who have been admitted by the Council in accordance with these Articles and the Bye-Laws.

### *Fellows and Associates*

5. Members may be Fellows or Associates, as defined in the Bye-Laws.
6. The Council may, from time to time, establish in the Bye-Laws, the requirements to be met for Associate Members to become Fellows.

### *Eligibility for Membership*

7. Except as otherwise provided in these Articles or in the Bye-Laws, a person shall only be eligible to be admitted as an Associate of the Institute if he:
  - (a) is of good repute;
  - (b) has passed such examination or examinations as the Council may from time to time prescribe or authorise;
  - (c) has obtained not less than three years practical training;
  - (d) has paid or agreed to pay any relevant subscription, levy, fee or other payment;
  - (e) has agreed to abide by the Articles, the Bye-laws, IIPA Code of Ethics and the Regulations of the Institute.
8. The Council may, grant exemption, in whole or in part, from the Institute examination or examinations required in article 7(b) to applicants for admission to membership of the Institute, where such applicants provide appropriate evidence of having:
  - (a) passed an examination or examinations which, in the opinion of the Council, is equivalent to those of the Institute, and
  - (b) obtained experience of not less than three years in accounting, auditing and related areas, which in the opinion of the Council is deemed to meet the requirements for three years Approved Training.
9. All applications for admission to the Institute shall be made to the Council and shall be accompanied by such information as the Council may require.
10. The Council shall have full discretion to decide conclusively as to the admission of any applicant. The Council shall in its absolute discretion be entitled to refuse admission to any applicant without providing any reason therefore.

11. Notwithstanding Article 7 a person may be eligible for consideration for admission for membership if:
- (a) he is a member in good standing of any Recognised Accountancy Body or Prescribed Accountancy Body;

or

  - he is a member in good standing of any other supervisory Body of Auditors or Accountants that is a competent authority under Directive 2006/46/EC;

or

  - he holds or is eligible to hold a certificate which enables him to practice as a registered Auditor;

or

  - he is a member in good standing of any member body of the International Federation of Accountants;

or

  - he is a member in good standing of any other supervisory body of Auditors or Accountants the Council has decided to recognise for the purposes of granting Membership;
- and
- (b) he has paid or agreed to pay any relevant subscription, levy or other payment;

and

  - (c) he has agreed to abide by these Articles, the Bye-laws, the IIPA Code of Ethics, and Regulations of the Institute.

The Council shall consider each application made under this Article and may, in its absolute discretion, subject to the provisions or any terms of any reciprocal arrangement between the above mentioned bodies, or any other terms or conditions it deems appropriate, admit any such applicant to membership.

#### *Membership Certificates*

12. On being admitted to membership, every person shall be entitled to a Certificate of Membership under the Common Seal of the Institute. Each Certificate of Membership shall remain the property of the Institute and shall on demand be returned to the Secretary.
13. Upon approval of the Council, every Member in Accounting Practice shall be entitled to an Accounting Practising Certificate under the Common Seal of the Institute. Each said Certificate may be re-issued annually at the discretion of the Council and shall remain the property of the Institute and the holder shall be bound to return the said certificate to the Institute on ceasing to be a Member in Accounting Practice for any reason whatsoever.

14. Upon approval of the Council, every Member in Audit Practice and every Audit Member Firm shall be entitled to an Audit Practising Certificate under the Common Seal of the Institute. Each said Certificate may be re-issued annually at the discretion of Council and shall remain the property of the Institute and the holder shall be bound to return the said certificate to the Institute on ceasing to be a Member in Audit Practice or an Audit Member Firm for any reason whatsoever.
15. Upon approval of the Council, every Member on becoming a Fellow of the Institute shall be entitled to a fellowship certificate under the Common Seal of the Institute. Each said Certificate shall be and remain the property of the Institute and shall on demand be returned to the Secretary.

#### *Designation of Members*

16. A Member of the Institute shall be entitled to describe himself as an Incorporated Public Accountant. An Associate Member is entitled to use the designated letters "A.I.P.A" and a fellow, "F.I.P.A."

#### *Members in Accounting Practice*

17. Members in Accounting Practice are Members who are permitted by the Institute to provide any accounting, financial, bookkeeping, taxation, and related services, as well as any other services the Member in Accounting Practice sees fit, save and in so far as any such services may be prohibited or restricted by statute or other regulation to holders of specific qualifications or authorisations. This applies to all Members providing any of the aforementioned services, other than those Members providing the services under a contract of employment.
18. A Member of the Institute who wishes to provide any of the services detailed in article 17 (other than Members providing said services under a contract of employment) must obtain and continue to hold an Accounting Practising Certificate from the Council.

#### *Members in Audit Practice*

19. Members in Audit Practice (including Member Firms) are members who are permitted by the Institute to undertake the audit of companies and other entities save and in so far as any such audit may be prohibited or restricted by statute or other regulation to holders of specific qualifications or authorisations.
20. A Member of the Institute who wishes to engage in the audit of companies or other entities must obtain and continue to hold an Audit Practising Certificate from the Council. The principals of a Member Firm who wish to sign company audit reports must hold an Audit Practising Certificate individually.
21. A Member in Audit Practice (including a Member Firm) is also authorised to provide all of the services referred to in Article 17.
22. The Council shall set down in the Bye-Laws the conditions upon which a Member may obtain a Practising Certificate.

#### *Designation of Firms*

23. A firm may only be described as "Incorporated Public Accountant(s)" if the practice is conducted by a sole practitioner Member, by a firm with two principals, at least one of

whom is a Member of the Institute, or a firm where the majority of the voting rights reside with Members of the Institute holding Practising Certificates in their own right.

#### *Retired Members*

24. Any Member, who has reached the age of sixty years, and who has been a Member of the Institute for not less than fifteen years and has retired from his professional work or business, may apply to the Council to be treated as a retired Member. In so applying he shall provide satisfactory proof of his age and the fact of his retirement in such form as the Council may from time to time decide. The Council may, in its absolute discretion, vary the foregoing conditions.

#### *Students*

25. The Council may make such Bye-Laws and/or Regulations as it sees fit, prescribing the conditions upon which persons may become, and remain, Students of the Institute.

#### *Honorary Members*

26. The Council may by resolution elect any person to be an Honorary Member of the Institute. Such resolution must be passed by not less than seventy-five per cent of the members of the Council present in person at the relevant Council meeting. Such Honorary Member shall be exempt from paying any admission fees or annual subscriptions to the Institute.
27. The Council may set down in the Bye-Laws the conditions, rights, privileges and obligations attaching to Honorary Membership of the Institute.

#### *Resignation of Members*

28. A Member who wishes to resign his membership shall give notice in writing to the Council and once it is accepted by the Council his membership shall cease. On resignation from the Institute, Members shall be required to return all membership certificates to the Secretary for cancellation. If a complaint in respect of a Member is received in advance of their resignation from the Institute, the acceptance of said resignation shall be held in abeyance until such time as said complaint is dealt with and the Director of Professional Conduct and/or Investigation Committee and/or Disciplinary Committee has concluded all process and notified the Member in writing of the conclusion.

#### *Expulsion of Members*

29. The Council shall, subject to the provisions of Article 30 hereof and subject to any disciplinary procedure contained in the Bye Laws or such other disciplinary procedure, and subject to the principles of natural justice, due process and procedural fairness, have power by resolution approved by not less than two thirds of the Members of the Council present and voting at a meeting specially convened for the purpose of expelling from the Institute any Member whose continued association with the Institute the Council considers not to be in the best interests of the Institute.
30. A Member whose expulsion is to be considered by the Council under the provisions of Article 29 hereof shall receive not less than twenty one (21) days notice in writing of the relevant meeting of the Council and particulars of the grounds of the proposed

expulsion and where it is decided to expel a Member he shall be notified in writing of the decision of the Council.

31. A Member of the Institute shall cease to be a Member:
  - (a) if he does not renew his membership by the date set by the Council for such renewal, unless he is a Member in respect of whom the Council has waived the requirement for the payment of an annual subscription; or
  - (b) if he shall be in default for a period of three months in the payment of any subscription or other contribution payable by him to the Institute;
32. Members who cease to be a Member under Article 31 may apply for readmission to membership of the Institute in accordance with the Bye Laws prescribed by the Council. All applications for readmission to the Institute under these provisions shall be made to the Council in a prescribed format and accompanied by whatever supporting documentation as may be prescribed by the Council from time to time. The ultimate decision on readmission shall, in all cases, rest with the Council who shall not be required to give reasons for their decisions.
33. Where a complaint has been received in respect of a Member, expulsion or cessation of membership shall be held in abeyance until such time as the complaint is dealt with and the Director of Professional Conduct and/or Investigation Committee and/or Disciplinary Committee have concluded all matters in relation to the complaint and have notified the Member of said conclusion in writing.
34. A Member, Member Firm, and Student shall continue to be liable for disciplinary action after his or its resignation, expulsion or ceasing to be a Member, Member Firm or Student in respect of any matters which occurred whilst he was actually a Member, Member Firm or Student and in respect of which a complaint is referred to the committee responsible for hearing the complaint, or disciplinary action is otherwise commenced, within five years of his or its so ceasing to be a Member, Member Firm or Student (as the case may be).

## **NOTICES**

35. Every Member shall provide the Secretary with full details of his address for the purposes of serving him with notices or other documents. This address is to be known as his "registered address". Every Member shall inform the Secretary within 14 days of any change in the Member's registered address. A Member of the Institute shall not be entitled to receive notices or other documents if, and so long as, he has no registered address. Each Member may also provide the Secretary with an email address. Where a Member provides an email address this may be used as his "registered address" for the purposes of serving him with notices or other documents.
36. A notice under Article 35 may be given by the Institute to any Member either personally or by sending it by post to him to his registered address, or by email to his email address.
37. Where notice under Article 35 or other document is sent by post, service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the same and to have been effected at the expiration of forty-eight hours after such letter was posted.
38. Where notice under Article 35 or other document is sent by email, service thereof shall be deemed to have been effected by the proper addressing and sending of the email with the email address provided by the Member.

39. Any notice or other document, required to be given by a Member to the Institute, may be given by sending it by post, addressed to the Secretary, at the Office of the Institute or such other address as the Council may prescribe from time to time.
40. The accidental omission to send a notice or other document to or the non-receipt of any notice or other document by a Member entitled to receive the same shall not invalidate the proceedings at any meeting to which the notice or document relates.

## **THE COUNCIL**

41. The Council of the Institute shall consist of not fewer than nine nor more than twenty Members, drawn from the membership of the Institute. The Institute may, from time to time, on the recommendation of the Council, reduce or increase the maximum number of members for the time being of the Council.

### *Election of Council*

42. A candidate for election to the Council must be a Member of the Institute.
43. No person shall be eligible to be a Council Member of the Institute if he:
- (i) is an undischarged bankrupt or has made any arrangement or composition with his creditors generally; or
  - (ii) has been and remains prohibited from being a Director of any Company by reason of any order made under Section 184 of the Companies Act, 1963 or;
  - (iii) has had made against him, and remains deemed to be subject to, a Disqualification Order (as defined in Section 160 of the Companies Act, 1990) or is deemed, Under Part VII of the Companies Act, 1990, and remains deemed to be subject to, a Disqualification Order; or
  - (iv) has, within the previous five years been (within the meaning of Section 150 of the Companies Act, 1990) a person to whom Section 150 of that Act applies; or
  - (v) has been convicted of an indictable offence, unless the Council otherwise determines; or
  - (vi) has ceased to be a Member of the Institute in accordance with the provisions of these articles.
44. A candidate for election to the Council shall be either:
- (a) nominated by the Council, or by not fewer than five members of the Institute.
- or
- (b) a retiring member of the Council who gives notice of his intention to offer himself for reselection in accordance with Article 37 and is therefore exempt from nomination.

Nominations of candidates for election to Council shall be in writing.

45. The Nomination Paper shall contain the name and address of the proposed candidate and of each of the nominators. The nomination paper shall be signed by the candidate and those nominating the candidate. In the case of a nomination by the Council, the Secretary shall sign the nomination paper on behalf of the Council.

46. The format of the Nomination Paper shall be prescribed by the Council.
47. The election of members to the Council shall be by vote of the Members and every Member entitled to vote in elections of the Council shall be sent a voting paper together with voting instructions in a form approved by Council. Where the number of candidates standing for election is equal or less than the number of vacancies, all candidates for election shall be deemed elected without the need to hold an election. Where the number of candidates standing for election is less than the number of vacancies, the remaining unfilled vacancies shall be filled by Council in accordance with Article 51.
48. Each voting paper shall be returned to the Office of the Institute to arrive at the said Office by the appointed time and day set down by the Council.

#### *Retirement of Council by Rotation*

49. At each Annual General Meeting, one third of the members of the Council shall retire from office or, if their number is not three or a multiple of three, then the number nearest but not exceeding one third shall retire from office. The Council members to retire in every year shall be those who have been longest in office since the last election. Where two or more members have been members of the Council for an equal length of time, the persons to retire shall, in default of agreement between them, be determined by lot. The length of time a person has been a member of the Council shall be computed from this last election or appointment.
50. Every member of the Council so retiring shall be eligible for re-election and exempt from nomination. Such a member shall give notice in writing to the Council, by the duly appointed date, of his intention to offer himself for reselection. The retiring member of the Council shall continue to act as a member of the Council until the conclusion of the meeting at which he retires.
51. If a casual vacancy, or vacancies, in the number of members of the Council arises from time to time, then the Council may fill such vacancies by co-option at a Council Meeting. Any person so co-opted shall hold office only until the next Annual General Meeting and shall then be eligible for reselection. Such co-opted members shall be included in the number of members retiring in accordance with the provisions in Article 36 on retirement by rotation.

#### *Resignation of a Council Member*

52. A member of the Council may at any time tender his resignation by notice in writing to the Council and, on the acceptance of his resignation by the Council, but not until then, he shall cease to be member of the Council.

#### *Removal of a Council Member*

53. The Institute may, by resolution in General Meeting, remove any member of the Council from office. Notice in writing of the intention to move any such resolution shall be signed by seven members of the Institute and given to the Secretary not less than twenty-eight days before the General Meeting at which it is to be moved. The Institute shall give notice of such resolution at the same time and in the same manner as it gives notice of such General Meeting. On receipt of notice of an intended resolution to remove a member of the Council, the Secretary shall send forthwith a copy thereof to the member concerned.
54. A member of the Council shall ipso facto vacate his office if such member:

- (a) for any reason ceases to be a Member of the Institute; or
- (b) shall be absent, without the consent of the Council, from four consecutive meetings of the Council; or
- (c) has an order made against him by the Disciplinary Committee of the Institute that is not reversed on appeal; or
- (d) is adjudged bankrupt in the State or in any other member state of the European Union; or
- (e) becomes of unsound mind; or
- (f) becomes prohibited from being a company director by reason of any order made under Part VII of the Companies Act 1990; or
- (g) is directly or indirectly interested in any contract with the Institute and fails to disclose the nature of his interest in the manner required by section 194 of the Companies Act 1963 as amended by section 47(3) of the Companies Act 1990 and as amended by section 2 and section 3 of the Companies (Amendment) Act 2003.

Every member of the Council ceasing for any reason to be such shall, ipso facto, cease to be a member of any Committee or Sub-Committee of persons elected from members of the Council.

*Members as Officers of the Institute*

- 55. The Officers of the Institute shall consist of the President, Deputy President, Vice-President and Honorary Treasurer and Secretary who shall be voted into office in accordance with article 56, article 57, article 58 and article 59.
- 56. The President of the Council shall be elected by a majority vote of the members of the Council. The format of the Nomination may be prescribed by the Council and nominations are to be received by the Council at the commencement of the first meeting of the Council after each Annual General Meeting. In order to be eligible to be elected as President of the Council the Member must have been a Member of the Institute for a minimum of three years preceding his nomination. Each Council member shall be entitled to vote in respect of the nomination for the position of President, Deputy President, Vice-President and Honorary Treasurer and Secretary.
- 57. Notwithstanding article 56 the current President shall be deemed to be nominated for consideration by Council for another term as President unless he has indicated that he does not wish his name to go forward.
- 58. All other Officers of the Institute shall be chosen from among the members of Council by simple majority.
- 59. Any casual vacancy arising among the Officers of the Institute shall be filled by Council from among its members in whatsoever manner it sees fit.

*Proceedings of Council Meetings*

- 60. The Council shall meet at such times and places as it thinks fit, including by telephone or electronic means of communications.

61. A Council meeting shall be called at any time by order of the President, the Deputy President or at the request in writing, addressed to the Secretary, of not fewer than four members of the Council.
62. Notice in writing of a Council meeting shall be given to each member of the Council at least five clear days before such meeting. Such notice shall contain a statement of business to be transacted at the meeting.
63. An emergency meeting of the Council may be called by the President or Deputy President with, in such circumstances, notice in writing of one clear day
64. The chairman of meetings of the Council shall be the President or, in his absence, the Deputy President or, in the absence of the President and the Deputy President, the Vice President. In the absence of all three of these Officers, the chairman shall be elected from amongst those present and eligible to vote.
65. At all meetings of the Council the vote of a simple majority of the members of the Council personally present shall prevail. In the case of equality of votes the chairman shall have a second or casting vote.
66. The quorum necessary for the transaction of business of the Council shall be seven (7) members.
67. The Chairman of any meeting of the Council may, with the consent of the meeting, adjourn the meeting. The resolution for adjournment shall state the notice period which shall be decided by those present and voting for such adjournment.
68. Minutes shall be recorded of the attendance and all resolutions and proceedings of the Council and of all committees and sub-committees thereof. Such minutes shall be signed by the Chairman of the meeting at which the minutes are read and shall be considered a correct record of the facts therein stated.
69. The Council may act and exercise all the powers of the Council, notwithstanding any vacancy in the membership of the Council but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Institute as the necessary quorum, the continuing Council members may act for the purpose of increasing the number of Council members to that number or of summoning a General Meeting of the Institute, but for no other purpose.
70. Members of the Council shall be entitled to be repaid their out-of-pocket expenses reasonably and properly incurred in consequence of their attendance at any meetings of the Council or any committee or sub-committee thereof, if so approved by the Council.
71. Council may exercise any and all the powers of the Council without the convening a Council meeting. Council may make any decision, order or pronouncement by indicating assent in writing to any proposal put to the members of the Council.

#### *Powers and Duties of the Council*

72. The Council may from time to time make Bye-Laws and/or Regulations providing for such matters as it considers necessary for the purpose of the Institute's carrying out its functions so long as the Bye-Laws and/or Regulations are consistent with the Objects of the Institute and not restricted by law or the Memorandum of Association or Articles of Association. All Bye-Laws shall be binding on all Members, Member Firms, and Students. All Bye-Laws must be ratified by Members in a General Meeting.

73. 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, outright or as security for any debt, liability or obligation of the Institute.
74. The business of the Institute shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Institute, and exercise all such powers of the Institute as are not by the Act or by these Articles required to be exercised by the Institute in General Meeting, subject nevertheless to the provisions of the Act and of these 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 shall invalidate any prior act of Council which would have been valid if that direction had not been given.
75. The Council may from time to time and at 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 Institute 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 provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
76. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Institute, shall be signed, drawn, accepted, endorsed or otherwise 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.
77. All monies of the Institute, in excess of requirements for payments to be made, may be invested by the Council in such manner as it shall think fit in any form of investment for the time being authorised for the investment of trust funds. Such investments may be varied or realised as the Council considers appropriate.
78. The Council may establish such Committees and Sub-Committees as it sees fit to assist in the management of the affairs of the Institute. Where such Committees are established Council may establish terms of reference for their operation.
79. Council may, entirely at its discretion vary the rule of management and control, amend or set aside decisions or resolutions of any Committee or Sub-Committee, other than decisions of the Investigation Committee, Disciplinary Committee or the Appeals Committee, as it sees fit.
80. The members of the Council, including Committees and Sub-Committees of the Council, officials, the Secretary and parties acting on behalf of the Council or Institute, shall be indemnified by the Institute from all losses and expenses incurred by them in or about the discharge of their respective duties except such as happen from their own respective wilful act or default.
81. The Council may establish branches of the Institute as it sees fit. Where such branches are established Council may establish rules for the management and control of same. The Council may vary the rule of management and control, amend or set aside decisions or resolutions of any such branches as it sees fit. Council may dissolve any such branch as it sees fit.
82. The Council shall:
  - (a) appoint, remunerate and, if necessary, remove any member of staff of the Institute, and

- (b) determine their respective duties, responsibilities and terms of employment.
83. The Council shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of Officers made by the Council;
  - (b) of the names of the Council members present at each meeting of the Council and of any committee or sub-committee of the Council;
  - (c) of all Resolutions and proceeding at all meetings of the Institute, and of the Council and of committees or sub-committees of the Council.
84. The Council may, to the maximum extent allowable, delegate any and all of its duties and responsibilities to any Committee, Sub-Committee, individual, or entity in a manner and under such terms as it sees fit. The Council may rescind such delegation as it sees fit. The Council may vary or revoke any and all powers delegated as it sees fit. The Council may continue to exercise any and all powers delegated to any Committee, Sub-Committee, individual or entity as it sees fit. Such delegation and rescinding must be recorded in writing.

#### **COMMON SEAL**

85. The Council shall provide for the safe custody, control and use of the Common Seal of the Institute.
86. A separate book or other form of register shall be kept for the purposes of entering details of every instrument to which the Seal is affixed. Such details shall include a short title and description of the instrument together with the date of the minute authorising the Seal to be affixed to the instrument.
87. The Common Seal of the Institute may only be used on the express authority of a Resolution of the Council, specifying the Instrument to which the Seal is to be affixed. All such Instruments shall be signed by any two Council members and countersigned by the Secretary of the Institute.

#### **SECRETARY**

88. The Secretary of the Institute shall be appointed by the Council. The Secretary may be removed from office at the discretion of Council. Any vacancy in the office of Secretary may be filled by the Council.

#### **GENERAL MEETINGS**

89. All General Meetings of the Institute shall be held in the State.
90. The Annual General Meeting of the Institute shall be held each year, following due notice to Members, at such time and place as the Council shall from time to time determine.
91. The business of the Annual General Meeting shall include:
- (a) Election or reselection of members of the Council and the appointment or re-appointment of auditors.

- (b) Receiving and considering the annual report of the Council on the past year's transactions.
  - (c) Receiving and considering the accounts of the Institute for the past year together with the auditors' report thereon.
  - (d) To consider, debate and vote upon any and all resolutions properly before the meeting.
92. Any Member of the Institute who wishes to bring before an Annual General Meeting any motion not relating to the ordinary annual business of the Institute may do so, provided that notice in writing from such member of the proposed motion is received by the Secretary not later than forty two (42) days prior to the date of the meeting. In order to facilitate the placing of such a motion, a non-binding notice indicating the expected date for the Annual General Meeting, will issue at least 50 days before the anticipated date of the Annual General Meeting. Failure to issue the non-binding notice shall not be grounds for the postponement of the Annual General Meeting.
93. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
94. An Extraordinary General Meeting may be called at any time on receipt by the Secretary of a requisition in writing from:
- (a) the Council, or
  - (b) not less than ten per cent (10%) of the Members of the Institute and such Members having signed the requisition.

The requisition shall state the object of the proposed meeting.

95. The Council shall within twenty one (21) days from the date of receipt of the requisition to convene an Extraordinary General Meeting, duly proceed to convene the Extraordinary General Meeting to be held within two (2) months from the date of the receipt of the requisition at such time and place as it thinks fit.
96. All business transacted at an Extraordinary General Meeting shall be deemed to be special business.

*Notice of General Meetings*

97. Subject to Sections 133 and 141 of the Companies Act 1963, 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. An Extraordinary General Meeting shall be called by 14 days' notice in writing at the least. The notice shall be "clear", i.e. exclusive of the day on which it is served or deemed to be served and of the day for which it is given.
98. Notice of every General Meeting shall be given in any manner described by Article 79 to:
- (a) every 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 Company.

99. Notice of a General Meeting shall specify the place, the day and the hour of meeting and in the case of special business the general nature of that business, and shall be given in manner here mentioned to such persons as are under the Articles of the Institute entitled to receive notices from the Institute.
100. Notice of an Annual General Meeting shall be accompanied by a copy of the annual report of the Council, a copy of the annual audited accounts of the Institute, together with the auditors' report thereon, a list of persons nominated for membership of the Council and particulars of all motions to be brought before the meeting (such motions being those not relating to the ordinary annual business of the Institute).
101. 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 that meeting.

#### *Proceedings at General Meetings*

102. 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;
  - (a) at least ten Members present in person shall be a quorum for an Annual General Meeting. Unless such quorum is present within thirty minutes after the time appointed for the meeting, the meeting shall stand adjourned for two weeks to be held at such time and place as the Council may determine. For such adjourned and reconvened meeting the agenda shall be unchanged and the quorum shall be not fewer than five Members present in person.
  - (b) At least thirteen Members present in person shall be a quorum for an Extraordinary General Meeting and, unless such quorum is present within thirty minutes of the time appointed for the meeting, the meeting shall be dissolved.

Where a General Meeting is deemed to be adjourned under this article, not less than seven days clear notice in writing of the date, time and place of the adjourned meeting shall be given to all Members entitled to receive notice of General Meetings.

#### *Chairman of Meetings*

103. At all General Meetings of the Institute, the President or, in his absence the Deputy President or, in the absence of the Deputy President, the Vice President shall be chairman. In the absence of the three aforementioned Officers the chairman shall be elected from among the members of the Council present. If there are no members of the Council present, then the chairman shall be elected by the members from among themselves.
104. The chairman of any General Meeting of the Institute may, with the consent of 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. Not less than seven days clear notice in writing of the date, time and place of the adjourned meeting shall be given to all Members entitled to receive notice of General Meetings.

#### *Resolutions*

105. At any General Meeting of the Institute any resolution proposed and seconded shall be put to the meeting by the chairman and decided by a show of hands, unless a clear majority of Members present call for a secret ballot.

106. In the event of an equality of voting at a General Meeting, on either a show of hands or by ballot, the chairman shall have a second or casting vote.
107. The declaration by the chairman as to the decision of a General Meeting shall be final unless a poll of all Members is demanded before or on the declaration of the chairman, either by the chairman, on behalf of the Council or by at least five Members present and entitled to vote at the meeting.
108. If it is decided by the chairman at any meeting that a ballot ought to be taken at such meeting, he shall give directions for the taking of the ballot and appoint scrutineers from amongst the Members present.
109. Where a poll of all Members is demanded under Article 107 the chairman shall, as soon as is reasonably practicable after the meeting arrange the poll to be taken by resolution in writing in such a manner as he sees fit.
110. Where a poll of all Members is demanded under Article 107 voting papers containing the resolution shall be issued to all Members entitled to vote at the date of the meeting within ten days of the meeting. The voting papers must be received from Members by the Council within twenty-one days of the meeting. Where there is an equality of voting, the chairman shall have a second or casting vote. Where the chairman is required to cast a second vote, the report of the results of the ballot issued to the Members shall state whether the chairman voted for or against the resolution.
111. Any business other than that upon which a poll has been demanded may be proceeded with at the General Meeting, pending the taking of the poll.
112. Subject to Section 141 of the Companies Act 1963, 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 (or being bodies corporate by their duly authorised representatives) shall be 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 shall be deemed to be a special resolution within the meaning of the Act.

#### *Votes of Members*

113. Every Member shall have one vote.
114. A Member who has not paid any subscription, fee or levy due to the Institute shall not be entitled to be present at or vote at any General Meeting of the Institute.
115. A Member of unsound mind, or in respect of whom an order has been made by any court or qualified medical body, may vote, whether on a show of hands or on a poll, by his proxy who is to be any other Member who is qualified to vote in his own right.
116. No objection shall 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 shall be final and conclusive.
117. A Member entitled to vote may, from time to time, appoint as his proxy any other Member who is qualified to vote in his own right.
118. Every instrument of proxy shall be in writing in or according to the following form, or as near thereto as circumstances will admit, and shall be signed by the appointer or

his attorney and deposited, together with the power of attorney (if any) under which it is signed, at the Office of the Institute at least forty-eight hours before the time for holding the General Meeting, or adjourned meeting, at which it is to be acted on:

The Institute of Incorporated Public Accountants

I,.....being a Member of the Institute of Incorporated Public Accountants, hereby appoint..... or, in his absence, .....both being Members of the Institute, to act as my proxy at the General Meeting of the Institute to be held on the ..... day of ..... 2.....

This form is to be used \*in favour of/against the resolution. \*Strike out whichever is not desired.

Unless otherwise instructed, the proxy will vote as he thinks fit.

119. The instrument appointing a proxy shall be deemed to confer authority to demand or join in a poll.
120. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy is executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Institute at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
121. Proper minutes shall be recorded of all resolutions and proceedings of every General Meeting of the Institute. Such minutes shall be signed by the chairman at the next following General Meeting.

## **BOOKS OF ACCOUNT**

122. The Council shall cause proper books of account to be maintained in respect of the financial affairs of the Institute.
123. Annual Accounts made up to 31<sup>st</sup> December each year shall be prepared. The Annual Accounts shall be audited and together with the Report of the Auditors submitted to the Annual General Meeting next following the year end.
124. A copy of the audited Annual Accounts, together with the Report of the Auditors thereon, shall be sent to each Member of the Institute entitled to notice of the Annual General Meeting.
125. The books of account shall be kept at the Office of the Institute, or subject to s202 of the Companies Act 1990, at other such places as the Council sees fit, and shall at all reasonable times be open to the inspection of the Council.
126. The Council may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of Members not being Council members, and no Member (not being a Council member) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

## **AUDIT**

127. The Members shall, at each Annual General Meeting, appoint an individual, or more than one individual or firm as auditor(s). Such auditor(s) shall retire at the next Annual General Meeting subsequent to their appointment, but shall be eligible for re-appointment.
128. No member of the Council or partner or employee of any Member of the Council shall be eligible for appointment as auditor, nor shall any official or servant of the Institute be eligible for such appointment.
129. Any casual vacancy, howsoever arising, in the position of auditor shall be filled by the Council and the person, persons or firm shall retire and be eligible for election by the Members at the next Annual General Meeting following their initial appointment.
130. Each retiring auditor, unless he signifies his unwillingness to continue, shall be deemed to be nominated for re-appointment at the Annual General Meeting.
131. The Council shall fix the remuneration of the auditor.
132. The Members, by resolution in General Meeting, may remove any auditor from his office before the expiration of his period of office and may appoint another auditor in his stead.
133. The auditor must act in accordance with his/her statutory duties under the Companies Acts 1963-2009.

#### **AMENDMENTS TO THESE ARTICLES OR TO THE BYE-LAWS**

134. No amendment to these Articles shall be effective until such time as they have been approved by the Irish Auditing and Accounting Supervisory Authority.
135. No Bye-Law or Regulation may be made which seeks to abolish, amend or otherwise vary the provisions of the Memorandum of Association or Articles of Association. Any such enactment shall be void to the extent that it seeks to abolish, amend or otherwise vary the provisions of the Memorandum of Association or Articles of Association.
136. Amendments to these Articles and the Bye-Laws shall come into effect on a date prescribed by Council following ratification of the proposed amendments by Members and receipt of notice of approval, under Section 9 of the Companies (Auditing and Accounting) Act, 2003, from the Irish Auditing and Accounting Supervisory Authority.
137. Amendments to Regulations shall come into effect on a date prescribed by Council following receipt of notice of approval, under Section 9 of the Companies (Auditing and Accounting) Act 2003, from the Irish Auditing and Accounting Supervisory Authority.

#### **CONFLICTING PROVISIONS**

138. If any conflict arises between the Articles of Association and any Law or Statutory Instrument, in particular S.I. 220 of 2010, the Law or Statutory Instrument shall take precedent.
139. If any conflict arises between the Articles of Association and the Bye-Laws the Articles of Association shall take precedence.

## **IRISH AUDITING AND ACCOUNTING SUPERVISORY AUTHORITY**

140. The Institute shall grant to staff, directors and other nominated representatives of the Irish Auditing and Accounting Supervisory Authority:
- (a) unrestricted access to attend and observe at all meetings, hearings and other proceedings of any committees, tribunals, panels and similar bodies (howsoever called) having a role in the regulation, monitoring or discipline of members of the Institute ('Institute regulatory bodies');
  - (b) unrestricted access to all books, records or other documents in any format in the possession or control of the Institute of relevance to the Authority's objects and functions, including for the purpose of taking copies of such books, records and other documents; and such information and other assistance as the Authority may reasonably require in connection with such books, records and documents irrespective of whether such meetings, hearings or other proceedings or records are open to the public or otherwise.

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

James Hickey, Accountant, 1, Ard-Auling, St Luke's, Cork.

Edward Michael Doyle, Accountant, 13, Glenmaroon Park, Palmrestown, County Dublin.

Thomas Francis O'Connor, Accountant, Listellick house, Tralee, County Kerry.

John Joseph Mary Ryan, Accountant, Carra, Bracklone Street, Portarlinton, Co. Laois.

Michael James Brouder, Accountant, 211 Elm Grove Close, Castletroy, Limerick.

James Scanlon: Accountant, Lakeview Middleton, County Cork.

Edmond Crawford, Accountant, 53 Cherrymount, Clonmel, Co. Tipperary.

Dated the 29<sup>th</sup> Day of July 1981

Witness to the above signatures:

Michael Mullane, Solicitor, Middleton, County Cork.