

**THE COMPANIES ACTS, 1963 TO 1990  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL**

**ARTICLES OF ASSOCIATION  
OF  
INSTITUTE OF GEOLOGISTS OF IRELAND LIMITED**

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**AMENDMENT DATES**

Created 28<sup>th</sup> March, 2000

Amended 15<sup>th</sup> May, 2001

Amended 1<sup>st</sup> June 2011

Amended 23<sup>rd</sup> June 2012

Amended 21<sup>st</sup> May 2013

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**PART 1**  
**PRELIMINARY INTERPRETATION**

Definitions

1. The Regulations contained in Table C of the Companies Act 1963 shall apply to the Company save and in so far as they are modified varied or excluded hereby and to the extent that they are inconsistent with these Articles, shall bind the Company and its members.

In these articles:-

“The Act” means the Companies Act, 1963, as amended or any statutory modification or amendment or re-enactment thereof for the time being in force;

“the Directors” means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors (“the Board”) and includes any person occupying the position of Director by whatever name called;

“Secretary” means any person appointed to perform the duties of the Secretary of the Company;

“Treasurer” means any person appointed to perform the duties of the Treasurer of the Company;

“the Seal” means the Common Seal of the Company;

“the office” means the registered office for the time being of the Company;

“month” means calendar month.

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

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

Words importing the singular shall include the plural and words importing the masculine shall include the feminine and vice versa. The Chairman, and other officerships, shall include persons of the male and female genders.

## **PART 2 SETTING UP**

### **Inaugural General Meeting**

2. So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 30 the annual general meeting shall be held at such time and at such place in the State as the Board shall appoint

### **First Directors**

3. The number of Directors and the names of the first Directors shall be determined in writing by the subscribers to the Memorandum of Association or a majority of them.

### **Retirement from Board of the First Directors**

4. At the first annual general meetings meeting of the Company all the Directors shall retire from office.

## **PART 3 MEMBERSHIP**

### Numbers

5. The number of members with which the Company proposes to be registered is 500 but the Board may from time to time register an increase in numbers.

### Subscribers

6. The subscribers to the Memorandum of Association shall be such persons as the Board shall admit to membership of the Company.

### Classes of membership

7. Membership of the Company shall consist of the following classes:

- Founder Member
- Professional Members
- Members-in-Training
- Retired Members
- Associate Members
- Student Members

### Founder Members

8. Those persons who applied for Professional Membership prior to August 1999 may refer to themselves as "Founder Members".

### Rights and liabilities

9. The rights and liabilities attaching to any member of the Company may be varied from time to time by a Special Resolution of the Company.

### Professional Members

10. Professional Members

a) The several persons who immediately before the date of adoption of these Articles of Association were members in good standing of the Institute of Geologists of Ireland, and who held the title PGeo, shall be deemed to have entered the Company as Professional Members.

b) Any person being a member of the Institute of Geologists of Ireland Limited who has been so nominated and elected as a Professional Member shall be entitled to be known as a Professional Member of the Institute of Geologists of Ireland Limited. Such Members duly nominated and appointed shall have the right to describe themselves as such and use the description "Professional Member of the Institute of Geologists of Ireland Limited" or "PGeo". A Professional Member whose fees remain due and owing for six (6) months shall, at the discretion of the Board, have their name deleted from the register by the Board after being notified by post or electronic mail at the address stated to the Company. Such a Professional Member on notification of deletion of their name shall not be entitled to use the description PGeo or hold himself or herself out as such.

c) Professional Members shall have a primary degree in geology, geoscience, or equivalent approved by the Board; or produce evidence satisfactory to the Board that

such degree or other qualification the candidate may possess is equivalent to a degree approved by the Board; and have been engaged in the science and practice of geoscience for a period of not less than five years subsequent to the award of the degree, or to the acquiring of such qualification as may be accepted by the Board as equivalent, provided that in the specified five years the candidate has attained a position of professional responsibility.

d) The Board shall be the sole judge of the eligibility of an approval for membership of the Company as a Professional Member and to the adequacy of the qualifications or relevant experience or responsibility. Applicants proposed as Professional Members shall first satisfy a Validation Committee being a subcommittee appointed by the Board that any applicant proposed as a Professional Member is a fit and proper person to become a Professional Member and the Validation Committee shall make recommendations to the Board in this regard. A Professional Member shall be sponsored by not less than three (3) fully paid up Professional Members of either the Company or other professional organisations recognised for this purpose by the Board.

e) An applicant who is refused Professional Membership may appeal the decision as outlined in Article 17.

f) The Board shall nominate not less than six (6) Professional Members to be appointed to the Validation, Ethics and Disciplinary Committees.

g) At the discretion of the Board, the Company may accept applications for professional membership of the Company (PGeo) from candidates who are unable to obtain sponsorship from three current, Professional Members of the Company. In such circumstances, the candidate may instead be sponsored by another national or international body recognised by the Company, and of equivalent standing, of which the candidate is a current full or professional member.

h) In all other respects, the candidate must comply with the criteria for PGeo. The Board will maintain a register of recognised bodies that shall be published annually at the Annual General Meeting. A list of such recognised bodies will be provided to applicants upon request.

#### Members-in-Training

##### 11. Members-in-Training

a) Any person engaged in the science, practice, or study, of geoscience may apply to become a Member-in-Training, provided he or she holds a degree or diploma in geoscience from a college of acceptable academic standards. Applicants shall be sponsored by one, or more, fully paid up Professional Members of the Company, or by the Geophysical Association of Ireland, or by the Geotechnical Section of the Institution of Engineers of Ireland, or by the Irish Association for Economic Geology Limited, or by the International Association of Hydrogeologists (Irish Group), or by the Irish Mining and Quarrying Society, or by equivalent approved by the Board.

b) Any applicant for Member-in-Training must be approved by the Board as being suitable for membership as a Members-in-Training. A Member-in-Training whose fees remain due and owing for six (6) months shall, at the discretion of the Board,

have their name deleted from the register after being notified by registered post at the address stated to the Company

#### Associate Members

##### 12. Associate Members

a) Any person engaged in the science, practice, or study, of geoscience may apply to become an Associate Member, provided he or she holds such qualifications as may be approved by the Board. Applicants shall be sponsored by one, or more, fully paid up Professional Members of the Company.

b) Any applicant for Associate Membership must be approved by the Board as being suitable for associate membership. The Board may waive degree or current professional activity requirements if in its judgement an applicant has adequate professional experience and has attained standing in the profession of geology. An Associate Member whose fees remain due and owing for six (6) months shall, at the discretion of the Board, have their name deleted from the register after being notified by registered post at the address stated to the Company.

#### Student Members

##### 13. Student Members

Student membership shall be available to:

a) Any undergraduate student studying a primary degree in geology, geoscience, or equivalent satisfying the educational standard required for Professional Membership;  
or

b) A post-graduate student holding such a primary degree.

#### Retired Members

##### 14. Retired Members

a) Retired membership shall be available to:

Any person who was a Professional Member and was engaged in the science, practice, or study, of geoscience, who ceases to engage in the profession of geoscience and no longer wishes to practice as a Professional Member;  
or

Persons who have retired from the science, practice, or study, of geoscience and who have not been Professional Members of the Institute of Geologists of Ireland. Such applicants shall be sponsored by one, or more, fully paid up Professional Members of the Company.

b) Application for the Retired Member class shall be made to, and approved by, the Board.

#### Election to membership

15. Every candidate for admission as a member shall submit an application on a form as authorised by the Board, signed by the applicant, stating his or her training and experience and such other facts as the Board shall prescribe. The Board, assisted by the Validation Committee, shall be the sole adjudicator of the eligibility of the applicant for membership and the adequacy of his qualification. If the Board, after due consideration, judge that the applicant's qualifications meet the requirements of

the Memorandum of Association and these Articles, the Board shall deem the candidate to be eligible for membership and the applicant shall be notified of his or her election.

#### Use of the title Professional Member

16. The Board shall have the authority to approve an applicant as a Professional Member on the recommendation of the Validation Committee. It shall be the responsibility of the Board to ensure that only those applicants approved shall use the term Professional Member or such initials or titles which could or might convey that such a member of the Company was authorised to use the term Professional Member after their name or to hold himself or herself out as such.

#### Appeals

17. Should the Board decide to refuse Professional Membership to an applicant, the applicant may appeal the decision. Such an applicant shall be entitled on twenty eight (28) days notice to cause the Board to call a meeting of all of the members of the Company. The applicant shall be entitled to attend and speak at such meeting, and to be accompanied by a person of their choice. A two-thirds ( $\frac{2}{3}$ ) majority decision of eligible voting Professional Members at such a meeting may revoke the decision of the Board.

#### Certification

18. The Board shall be authorised to issue certificate(s) to every class of member.

#### Member in Good Standing

19. A “Member in Good Standing” (with the company) is a Member of whatever class who has all membership fees paid up to date and who has no disciplinary action in force and where relevant has all Continuing Professional Development records filed with the IGI office.

#### Resignation

20. Any member of whatever class may resign at any time from the Company; such resignations shall be in writing.

#### Loss of membership rights

21. Any member of whatever class who resigns, or who forfeits his membership for non-payment of dues, or who forfeits his membership for non-compliance with Continuing Professional Development requirements, or who is expelled by the Board for ethical reasons, ceases to have any rights in the Company and ceases to incur further indebtedness to the Company, excepting as provided for in the Memorandum of Association.

#### Ethics

22. The Board shall have the authority to discipline or expel any member whom it considers to have violated the Code of Ethics.

#### Reinstatement

23. Any person who has ceased to be a member of whatever class, who has resigned, or who has forfeited his or her membership for non-payment of dues, unless expelled for ethical reasons, may be reinstated by majority vote of the Board, subject to the

payment of any outstanding dues as determined by the Board and/or other indebtedness to the Company on the date when he or she ceased to be a member.

#### MEMBERSHIP FEES

##### Application fees

24. The Board shall fix application fees for individual classes of membership from time to time.

##### Subscriptions

25. The Board shall be authorised to fix subscription rates and fees for individual categories of membership, such rates/fees may be altered at the recommendation of the Board and approval at the AGM or EGM called for the purpose.

## **PART 4 PARTICIPATING ASSOCIATIONS**

### **SPONSORING BODIES**

#### Sponsoring Bodies

26. Sponsoring Bodies are those bodies or associations which supported the formation of the Institute of Geologists of Ireland. They are:

- The Geophysical Association of Ireland
- The Geotechnical Section of the Institution of Engineers of Ireland
- The Irish Association for Economic Geology Limited
- The International Association of Hydrogeologists (Irish Group)
- The Irish Mining and Quarrying Society

### **AFFILIATED GEOSCIENCE BODIES**

#### Affiliated Bodies

27. Any body or organisation engaged with the science, practice, or study, of geoscience may apply to become an Affiliated Body. If deemed eligible, they shall be approved by the Board.

An Affiliated Body shall satisfy the following requirements:

- (i) Be a body or organisation engaged with the science, practice, or study, of geoscience;
- (ii) Have applied to the IGI for Affiliated status as approved by the Board;
- (iii) Have been accepted as an Affiliated Body of the IGI by a two thirds majority of voting members at a properly convened meeting of the Board; and
- (iv) Have paid the annual subscription to the IGI as defined by the Board.

## **PART 5 MEETINGS**

### **GENERAL MEETINGS**

#### Entitlement of Notice

28. Notice of every General Meeting shall be given in any manner hereinbefore authorised 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.

#### Not entitled to Notice

29. No other person shall be entitled to receive notices of General Meetings.

#### Annual General Meeting

30. Subject to Article 2, the Company shall 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 Company and that of the next.

#### Time and Place of the Annual General Meeting

31. The Board shall determine the time and place of the Annual General Meeting.

#### Extraordinary General Meetings

32. All general meetings other than the Annual General Meeting, or Ordinary Meetings, shall be called Extraordinary General Meetings.

#### Calling an Extraordinary General Meeting

33. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the State sufficient Directors capable of acting to form a quorum, any two (2) Directors, or any ten (10) members, of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

#### Notice for General Meetings

34. Subject to Sections 133 and 141 of the Act an Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 28 days' notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 28 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day from which it is given and 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 hereinafter

mentioned to such persons as are under the Articles of the Company entitled to receive notices from the Company.

#### Failure to give notice by accident

35. 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

36. 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 Board and Auditors, the election of Directors in the place of those retiring, the reappointment of the retiring Auditors, and the fixing of the remuneration of the Auditors.

#### Quorum

37. Business may be transacted at any General Meeting until a quorum of Professional Members is called for by a Professional Member at the Meeting subject to Article 38. Ten (10) Professional Members present in person shall be a quorum. If there is not sufficient Professional Members present then all business shall cease once a quorum is called.

#### Procedure to be adopted in the absence of a quorum

38. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

#### Chairman

39. The President of IGI shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting, the Vice President of the Company shall preside as the Chairman of the General meeting, or if he is not present within 15 minutes after the time appointed for the holding of the meeting, the Directors present shall elect one of their number to be Chairman of the meeting. If at any meeting no Director is present within 15 minutes after the time appointed for holding the meeting then the meeting shall be terminated.

#### Adjournment of General Meetings

40. 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 adjourned meeting or of the business to be transacted at an adjourned meeting.

#### Resolution signed by all Members

41. 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 resolution at a General Meeting for being bodies corporate by their duly authorised representatives shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution within the meaning of the Act.

#### Votes of Members

42. 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 (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the Chairman, or
- (b) by at least three members present in person or by proxy, or
- (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

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 Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

#### Poll at a meeting

43. Except as provided in Article 42, if a poll is duly demanded it shall be taken in such 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.

#### Timing of polls

44. A poll demanded on the election of a 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 proceeded with pending the taking of the poll.

#### Proxy votes

45. Votes may be given either personally or by proxy.

#### Appointment of proxy

46. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a member of the Company.

#### Proxy in writing

47. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purposes in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the

instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of a proxy shall not be treated as valid.

Form of proxy

48. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

I, ..... of.....  
in the County of ..... being a Professional Member  
of the above named Company, hereby appoint  
.....  
of ..... or failing him  
.....  
of ..... as my proxy to vote for me on my behalf  
at the (annual or extraordinary, as the case may be) general meeting of the Company  
to be held on the ..... day of ..... 2XXX and at  
any adjournment thereof.

Signed this ..... day of ..... 2XXX

This form is to be used in favour of/against the resolution (delete whichever is appropriate).

Unless otherwise instructed. The proxy will vote as he thinks fit.

Right of proxy to call for poll

49. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Failure to notify

50. 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 was executed, if no intimation thereof is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Right to vote

51. Only Professional Members are entitled to vote at Annual and Extraordinary General Meetings and they shall have one vote each at any such Meetings. Members-in-Training, Associate, Student and Retired Members shall be non-voting members.

Qualified to vote

52. 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.

Voting rights rescinded if fees not paid

53. No Professional Member shall be entitled to vote at any general meetings unless he is a Member in Good Standing (Article 19).

Chairman to have casting vote

54. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

Professional Members of unsound mind

55. A Professional Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.

### ORDINARY MEETINGS

Ordinary meetings

56. Ordinary meetings to hear papers, symposia, etc., will be held at times and places designated by the Board

## **PART 6**

### **BOARD of DIRECTORS**

#### Executive authority

57. The executive authority of the Company shall be vested in a Board of Directors composed of the following members:-

- President
- Vice-President
- Secretary
- Treasurer
- Six (6) Ordinary Board Members

#### Officers

58. The Officers of the Company shall consist of the following:-

- President
- Vice-President
- Secretary
- Treasurer

#### Changing the number of Directors

59. The Company may from time to time by ordinary resolution increase or reduce the number of Directors.

#### Officers must be Professional Members

60. Only Professional Members may hold the office of President, Vice-President, Secretary and Treasurer, and refer to themselves as Professional Members of the Company. Ordinary Board Members may be an Associate Member, a Retired Member or a Member in Training of the Company.

#### President

61. The President shall be the chief executive officer of the Company and shall serve as Chairman of the Board of Directors. He or she shall be spokesperson for the Company. He or she shall appoint the members of all committees within the limits prescribed in the Memorandum and Articles of Association, and subject to the approval of the Board. He or she shall appoint delegates to co-operating organisations to represent the Company, subject to the approval of the Board.

#### Vice-President

62. The Vice-President shall perform the duties of the President in the absence or inability of the President to serve. The Vice-President shall assume the office of President in case of a vacancy for any cause in that office. The Vice-President shall perform such duties as may be assigned to him or her by the Board.

#### Secretary

63. The Secretary shall be responsible for recording the actions of the Board and all Board meetings. He or she shall report annually to the AGM and perform such other duties as may be directed by the Board.

Treasurer

64. The Treasurer shall supervise the receipt of all funds and, under the direction of the Board, be responsible for all disbursements of funds of the Company. He or she shall report annually to the AGM and perform such other duties as directed by the Board.

Ordinary Board Members

65. Ordinary Board Members will take part and vote in the decision making and perform such other duties as directed by the Board.

Terms of office

66. The President, Vice-President, Secretary and Treasurer, each as such, shall serve a two (2) year term and shall not succeed themselves in office, save in accordance with Article 73 with respect to the Vice-President, Secretary and Treasurer.

Officers and previous Board participation

67. Members nominated to serve for the first time as Officers of the Board will previously have served for two (2) years as Ordinary Members of the Board.

Maximum term of office

68. Including the times defined in Articles 66 no Director may serve more than eight years consecutively save in accordance with Article 73.

Commencement of term of office

69. The terms of office shall commence immediately after the Annual General Meeting.

Election of Board

70. The officers of the Company shall be elected from among the Professional Members of the Institute of Geologists of Ireland by means of a secret ballot and in the following manner:-

a) At least three months before the date of the Annual General Meeting the President shall appoint a Nominating Committee of three (3) Professional Members, one of whom shall be the immediate past President (the President shall serve as the past President during the first year of the Company). The remaining two (2) Professional Members shall not be members of the Board.

b) In their deliberations the Nominating Committee will seek to ensure that the nominees are representative of the geoscientific sub-disciplines of the Professional Members of the Company. The Nominating Committee shall nominate one (1) or more candidates for each office, provided that each candidate has consented to his or her nomination. These nominations shall be mailed to Professional Members in good standing at least two months prior to the date of the Annual General Meeting. Additional nominations may be made in writing, signed by at least two (2) Professional Members in good standing and consented to by the nominee, and delivered to the Secretary not later than six weeks prior to the date of the Annual General Meeting.

c) In the event that more than one (1) nomination is received for any Board position open for election a Ballot Committee, consisting of three (3) Professional Members

appointed by the President not later than six weeks prior to the date of the Annual General Meeting, shall have printed ballots prepared listing in alphabetical order the names of each candidate for each office. The ballot paper will be mailed to all Professional Members in good standing.

d) Postal votes, to be valid, must be received by the Secretary in time for the Annual General Meeting. Ballot papers also may be delivered to the Secretary at the Annual General Meeting. The Ballot papers, in sealed envelopes, will be opened at the Annual General Meeting, and the candidate with plurality of votes for each office will be declared elected at that meeting. In the case of a tied vote, the Board shall cast one (1) additional deciding vote.

#### Retirement at Annual General Meetings

71. At the second and subsequent annual general meetings, all Directors shall retire from office, subject to the provisions of Articles 66, 67 and 68.

#### Eligibility for re-election

72. A retiring Director shall, subject to Article 68, be eligible for re-election.

#### Officer vacancies

73. A vacancy occurring in the offices of Vice-President, Secretary or Treasurer shall be filled by the Board from among the Professional Members of the Board. The officer so serving shall be eligible for election to that office the following year.

#### Ordinary Board Member vacancies

74. In the event of other vacancies occurring in the Board, the Board may co-opt a Member for the remainder of that year, due consideration being given to adequate representation being maintained of the branch of the geosciences which the former Director represented. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election.

#### Removal of Director

75. The Company may by ordinary resolution of which extended notice has been given in accordance with Section 142 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

#### Replacement of Director removed

76. The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 77. Without prejudice to the powers of the Board under Article 74 the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### Disqualification of Directors

77. The office of Director shall be vacated if the director:-

- a) holds any other office or place of profit under the Company or,
- b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally, or
- c) becomes prohibited from being a Director by reason of any order made under Section 184 of the Act, or
- d) becomes of unsound mind, or
- e) resigns his office or membership by notice in writing to the Company, or
- f) is convicted of any indictable offence unless the Board otherwise determine, or
- g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 194 of the Act, or
- h) is expelled from membership.

#### Actions by the Secretary

78. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the Secretary.

#### Trustees

79. The Board shall have the authority to appoint two or more trustees who may borrow, for the purposes of the Company, such sums as the Board shall direct and on such terms and from such person or persons as the Board shall direct.

### DUTIES AND POWERS OF THE BOARD

#### Business of the Company

80. The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.

#### Delegation of duties

81. The Board 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 Board to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretion's (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit and such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such

attorney as the Board may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

#### Minutes

82. The Board shall cause minutes to be made in books provided for the purpose:-

- a) of all appointments of officers made by the Board;
- b) of the names of the Board present at each meeting of the Board and of any committee of the Board;
- c) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of Board.

#### Jurisdiction

83. The Board shall have general executive control and management of the affairs and funds of the Company; these shall include but shall not be limited to:

- a) supervision of election of officers and filling vacancies; determination of applicant qualifications and classifications;
- b) accepting, creating, and administering funds for purposes provided under the Memorandum and Articles of Association of the Company;
- c) appointing trustees to manage such funds;
- d) establishing such fiscal policies as may be appropriate; and
- e) performing such other administrative duties as required to accomplish the objects and purposes of the Company.

#### External affairs

84. The Board shall have sole responsibility and authority for all matters involving the external affairs of the Company.

#### Validity of Board decisions and actions

85. All acts done by any meeting of the Board or of a committee of Board or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

## ACCOUNTS

#### Financial transactions

86. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company 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 Board shall from time to time by resolution determine.

#### Books of account

87. The Board shall cause proper books of account to be kept relating to:-

a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

b) all sales and purchases of goods by the Company; and

c) the assets and liabilities of the Company.

Location of books of account

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

Accounts available to Members

89. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Board or by the Company in General Meeting.

Accounting statements

90. The Board 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 Company such profit and loss 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 Company.

Annual accounts

91. A copy of every balance sheet including every document required by law to be annexed thereto which is to be laid before the Annual General Meeting of the Company together with a copy of the Board's Report and Auditors' Report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

Audit

92. Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.

Director's expenses

93. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings which take place outside of the State.

Borrowing powers

94. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## MEETINGS OF THE BOARD

### Board meetings

95. The Board shall meet at such times during the year and at such places as designated by the Board or at the call of the President or four Directors. The Directors of the Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

### Calling of Board Meetings

96. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. Notice of at least five (5) days by mail or email or otherwise shall be given to the Board prior to meetings unless waived by a quorum.

### Quorum

97. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be six, of which two shall be officers.

### Action to take place should the number of Directors reduce below the quorum

98. The continuing Directors 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 the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

### Absence of Directors

99. No proxy votes shall be allowed and no alternatives may be appointed for absent Directors.

### Equal voice

100. In meetings of the Board all Directors shall have equal voice.

### Voting

101. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairman shall have a second or casting vote.

### Board meetings by telecommunications

102. In arranging its business the contemporaneous linking together by telephone, or other means of telecommunication, of a number of members of the Board, not less than the quorum, shall be deemed to constitute a meeting of the Board, and all the provisions of these Articles as to meetings of the Board shall apply to such meetings:

- a) Each of the members of the Board taking part in the meetings must be able to hear, or be otherwise aware of the contributions of each of the other members of the Board taking part;

- b) At the commencement of the meeting each member of the Board must acknowledge his presence and that he accepts that the conversation shall be deemed to be a meeting of the Board;

c) A member of the Board may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the consent of the Chairman of the meeting, a member of the Board shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the Chairman of the meeting to leave the meeting as aforesaid;

d) A minute of the proceedings at such meetings by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairman of the meeting.

#### Resolution of Board Members

103. A resolution in writing, circulated to all the Directors and approved by a two-thirds majority, shall be valid as if it has been passed at a meeting of the Board duly convened and held.

#### Voting on contracts

104. A Director may vote in respect of any contract in which he/she has declared an interest in, or any matter arising therefrom.

## **PART 7 COMMITTEES**

### Committees

105. The Directors of the Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit. Any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

### Chairman of committees

106. The Chairman of the Board may appoint a Chairman of any Committee. If the Chairman does not appoint a Chairman then the committee shall elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

### Votes at committee

107. 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 shall have a second or casting vote.

### Standing committees

108. The following Standing Committees will be maintained and will be appointed from year to year by the Board:

- a) A **Nominating Committee** as provided for in Article 68.
  
- b) A **Ballot Committee** as provided for in Article 68.
  
- c) A **Validation Committee** containing not less than three (3) Professional Members whose duties shall be to consider all applications for Professional Membership and to report to the Board. Excepting the Chairman of the Committee, the Validation Committee shall not include serving Directors amongst its membership.
  
- d) An **Ethics Committee** containing not less than three (3) Professional Members whose duties will be to consider all complaints relating to professional misconduct submitted to the Board, and if deemed warranted to refer such complaints to the Disciplinary Committee. The Ethics Committee shall not include serving Directors amongst its membership.
  
- e) A **Disciplinary Committee** containing not less than three (3) Professional Members whose duties will be to deliberate on all matters referred by the Ethics Committee, and to report to the Board. The Disciplinary Committee shall not include serving Directors amongst its membership. No member will serve on both the Ethics Committee and Disciplinary Committee at the same time.
  
- f) A **Professional Development Committee** containing not less than three (3) members remitted by the Board to review and make recommendations on matters that relate to education, accreditation and training, and to the professional development of members of the Company.

g) And others as deemed necessary by the Board.

## **PART 8**

### **AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION**

Those entitled to propose amendments

109. Amendments to the Memorandum and Articles of Association may be proposed by the following:

- (a) Resolution by the Board.
- (b) Resolution by a constitutional committee appointed by the President.
- (c) A proposal in writing signed by any ten (10) Professional Members of the Company.

Balloting on amendments

110. The Board may, at its discretion and to avoid unnecessary administrative costs, send amendments to members for balloting on a once yearly basis for consideration by the Professional Members at the Annual General Meeting.

Calling an Emergency General Meeting to consider Amendments to the Articles of Association

111. Notwithstanding Article 110, the Board, on the receipt of an amendment in writing proposed and signed by ten (10) or more Professional Members, or by resolution of the Board, or any constitutional committee appointed by the President, must call an Extraordinary General Meeting to consider the proposed amendment within thirty (30) days of its receipt by the Board.

Majority

112. Amendments to the Memorandum and Articles of Association shall require a 75% majority favourable vote made by those voting members of the Company acting in accordance with the procedures described by Articles 41 to 55 inclusive.

## **PART 9 MISCELLANEOUS**

### Delegates

113. The President may from time to time appoint delegate(s) to represent the Company subject to the approval of the Board.

### Engagements

114. The Board may engage persons for such term and at such remuneration and upon such conditions as they may think fit to carry out the work of the Company, and any person so appointed may be removed by them.

### The Seal

115. The seal shall be used only by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

### Notices

116. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or to his e-mail address as notified by him to the Company. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by e-mail, service of the notice shall be deemed to have been effected by properly addressing the e-mail containing the notice.