

**COMPANIES ACT 2014**  
**Constitution**  
**Of**  
**The Institute of Certified Public Accountants in Ireland**  
**Memorandum of Association**

1. The name of the Company is The Institute of Certified Public Accountants in Ireland.
2. The registered office of the Company will be situated in Ireland.
3. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
4. The objects for which the Company is established are:
  - (a) To provide an organisation for Accountants and Auditors to promote and protect the interests of Members, as between themselves, and as between Members, Authorised Firms, Affiliated Partners, Responsible Individuals and Students, non-members and the general public.
  - (b) To provide means when and where the Directors deem advisable or necessary for testing the qualifications of candidates for admission to the professional membership of the Company by examination in theory and in practice, or by any other practical tests.
  - (c) To advance the science of accountancy and auditing and their related subjects as applied to all or any of the professional services provided by the Members; to set and promote adherence to professional and ethical standards for the accountancy profession and for the provision of auditing, accountancy, taxation and related services; to promote the highest standards of competence, practice and conduct among the Members, Authorised Firms, Affiliated Partners, Responsible Individuals and Students.
  - (d) To regulate, monitor and exercise professional supervision over the Company's Members, Authorised Firms, Affiliated Partners, Responsible Individuals and Students to ensure adherence to appropriate professional and ethical standards for the accountancy profession and adherence to appropriate professional and ethical standards in the provision of auditing, accountancy, taxation and related services





































































































- (vi) the procedure to be adopted for voting on resolutions proposed to be passed at the meeting.
- (j) In this Article the following terms and words shall have the meanings assigned to them:
  - (i) “electronic communications technology”, in relation to a general meeting of the Institute, means technology that enables real time transmission and real time two-way audio-visual or audio communication enabling attendees as a whole with a reasonable opportunity to participate in the meeting using such technology from a remote location;
  - (ii) “electronic platform”, in relation to a general meeting of the Institute, means an electronic system for the delivery of audio-visual or audio communication, including websites, access software and access telephone details or any other electronic technology that delivers such communications;
  - (iii) “general meeting”, in relation to the Institute, means an annual general meeting or extraordinary general meeting of the Institute, and includes any such meeting that has been rescheduled.

94. **Notice of special business**

Any Member wishing to bring before the annual general meeting any resolution (other than a special resolution or a resolution for the removal of an Elected Council Member under Article 25) not relating to the business mentioned in Article 91 shall give notice of such resolution to the Council not later than the fourteenth day of February, and in case the Member shall wish to bring before the annual general meeting a special resolution or a resolution for the removal of an Elected Council Member under Article 25, he shall give notice of such resolution not later than the fifteenth day of January. No resolution in respect of any matters not relating to the business mentioned in Article 91 shall come before the annual general meeting unless such notice shall have been given to the Council or unless the Council shall see fit to dispense with this rule in any particular case but so nevertheless that it shall not be lawful to bring any such resolution before the meeting without giving the Members the requisite notice of a resolution as provided in these Articles.

95. **Notices to External Council Members**

External Council Members shall be entitled to receive all notices of meetings of the Institute, and to attend and speak thereat, as if they were Members of the Institute. In no circumstances shall any External Council Member be entitled to vote (whether in person or by proxy or on a show of hands or in a poll) at any meeting of the Institute.

96. **Extraordinary general meeting requisitioned by Members**

The Council, whenever they think fit may, and on the requisition of not less than one tenth of the Members shall, convene an extraordinary general meeting; the requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Institute and may consist of several documents in like form each signed by one or more requisitionists. If the Council do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting to be

held within 2 months from the said date, the requisitionists, or any of them constituting between them in number more than half of the requisitionists, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date. If at any time there are not within Ireland a sufficient number of Council Members capable of acting to form a quorum, any Council Member or any two Members of the Institute may convene an extraordinary general meeting. A meeting convened under any of the provisions of this Article shall be convened in the same manner as nearly as possible as that in which meetings are convened by the Council.

97. **Place of meetings**

Every extraordinary general meeting shall be held in the State or in Northern Ireland.

98. **Length of notice**

Subject to sections 181 and 193 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Institute (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of the business and shall be given to Members in a manner hereinafter mentioned. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at that meeting.

99. **Business at meetings**

No business shall be transacted at a general meeting except such as has been specified in the notice convening it, and in the case of an annual general meeting, the matters specifically hereinbefore mentioned.

100. **Details to be given**

In any case in which by These Presents notice of any business to be transacted at a general meeting is to be given, the notice shall particularise the business.

## PROCEEDINGS AT GENERAL MEETINGS

101. **Chairman**

At all meetings of the Institute the President of the Council for the time being, and in his absence one of the Vice-Presidents of the Council, shall be chairman, and in their absence the chairman shall be one of the Council elected by the Council Members present. In case none of the Council shall be present or willing to take the chair, the Chairman shall be elected by the Members present from among themselves.

102. **Quorum**

One tenth of the Members present personally or by proxy or at least ten Members present personally shall be a quorum; unless the quorum requisite shall be present at an annual general meeting within half an hour after the time appointed for the meeting, the meeting shall stand adjourned for a fortnight, and be then held at the same time and place, and the business on the agenda paper, but no other, shall then be disposed of by the Members present in person or by proxy, whether constituting a quorum or not. At an extraordinary



general meeting, unless a quorum be present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

103. **Adjournment**

The Chairman of the meeting 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. No notice need be given of any adjourned meeting unless it is so directed in the resolution for adjournment.

104. **Minutes**

The first business at every general meeting after the chair is taken shall be the reading of the minutes of the last general meeting, and if the minutes do not appear to the meeting to have been signed according to the Act or These Presents, they shall, on being found or made correct, be signed by the Chairman of the meeting at which they are read.

105. **Voting**

Subject to a poll being demanded as hereinafter mentioned, every question to be decided by any general meeting, unless resolved on without dissent, or unless otherwise prescribed by the Acts or These Presents, shall be decided by a majority of the Members present thereat in person or by proxy and qualified according to These Presents to vote, by way of show of hands.

106. **Demand for a poll**

At any general meeting (unless a poll on any resolution thereof be demanded immediately on the declaration by the Chairman of the meeting of the result of a show of hands thereon, in the case of a special resolution by at least three Members, and in any other case by the Chairman or by a written requisition signed in person or by proxy by at least four Members or by one twelfth of the total membership of the Institute whichever is the lesser number) a declaration by the Chairman that a resolution is carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact so declared, without proof of the number or proportion of the votes given for or against the resolution. Provided always that no poll shall be taken as to the election of a Chairman, the appointment of Scrutineers, or the adjournment of a meeting; and notwithstanding a demand for a poll the meeting shall continue for the transaction of business other than the question in respect of which a poll has been demanded. The Members demanding a poll may nominate three Members to act as Scrutineers on their behalf.

107. **Procedure on receipt of a demand for a poll**

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. The demand for a poll may be withdrawn.

108. **Chairman's casting vote**

In case of equality of votes, whether on a show of hands or on a poll, the Chairman shall have a casting vote in addition to his vote as a Member.

109. **Votes of Members**

Every Member shall have one vote at every general meeting.

110. **Member present need not vote**

A Member qualified to vote, being personally present at any general meeting, may decline to vote on any question before the meeting, but shall not by so declining be considered absent from the meeting, nor shall his presence invalidate any proxy duly given by him, except as regards any question on which he may vote in person.

111. **Proxies**

A Member entitled to vote may from time to time appoint as his proxy any other Member who is qualified to vote.

112. **Form of proxy**

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 at least forty-eight hours before the time for holding the general meeting or adjourned meeting at which it is to be acted on:- I (.....) A Member of the Institute of Certified Public Accountants in Ireland hereby appoint (C.D.) or in his absence (E.F.) both Members of the Institute to act as my proxy at the general meeting of the Institute to be held on the ..... day of ..... 20..... and at every adjournment thereof. As witness my hand this ..... day of ..... 20.....  
(Signed) .....

113. **Members in arrears**

No Member shall be entitled to be present or to vote, either personally or by proxy, at any general meeting, or upon a poll, or to be reckoned in quorum who is in arrears with any subscription or sum payable by him to the Institute.

114. **Validity of vote**

No objection shall be made to the validity of any vote at the meeting or poll at which such vote shall be tendered, and every vote not disallowed at such meeting or poll shall be valid. The Chairman at the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll.

115. **Powers of general meeting**

Subject to the Acts and to the Memorandum the Institute may, by resolution in general meeting, exercise any of the powers conferred by the Act for companies limited by guarantee.

116. **Minutes**

Every entry in the minute book of the proceedings of general meetings purported to be entered and signed according to the Acts or These Presents shall, in the absence of proof to the contrary, be deemed to be a correct record and an original proceeding of the Institute accordingly; and in every case the burden of proof or error shall be on the person making any objection to the entry.

**SEAL**

117. **Custody of Seal**

The Council shall provide a common seal for the purposes of the Institute. The seal for the time being of the Institute shall be kept under such custody and control, and used for such purposes of the Institute and subject to such conditions, as the Council may resolve from time to time.

118. **Affixing Seal**

The Seal shall be used only with the authority of the Council or a committee of the Council authorised by the Council for that purpose. Every instrument to which the Seal is affixed shall be signed by a Council Member and countersigned by the Secretary or by a second Council Member or by some other person appointed by the Council for that purpose.

## **BYE-LAWS**

119. **Bye-Laws to have IAASA's Approval and be Under Seal**

- (a) All Bye-Laws made or amended by Council under the authority of these articles of association shall require the approval of IAASA.
- (b) All Bye-Laws made or amended shall be under the Seal of the Institute and shall take effect from the date they are sealed provided that the Seal shall not be affixed to any Bye-Law until IAASA's approval has been communicated in writing to the Institute.

120. **Binding on Members**

All Bye-Laws so made and for the time being in force shall be binding on all Members, Authorised Firms, Affiliated Partners, Responsible Individuals and Students of the Institute, and shall have full effect accordingly.

121. **Subject to Memorandum and Articles:**

- (a) No Bye-Laws made shall operate so as to abrogate, modify or vary any provisions contained in the Memorandum or the Articles, and in the case of any conflict or inconsistency the Memorandum and Articles shall prevail.
- (b) Any Bye-Laws purporting to make provisions for anything which under the Acts or the Articles should be provided for by resolution of the Institute in general meeting shall be inoperative and void to the extent of the provision purporting to be so made.

## **NOTICES**

122. **Notices to Members**

Without prejudice to Article 124, any notice required to be given by the Institute to any person ("the recipient") under These Presents (including, without prejudice to the generality of the foregoing, under these Articles and any Bye-Laws made by the Council) or the Acts may be given by means of delivery, post, cable, telegram, telex, telefax, facsimile, electronic mail (including email) or any other means of communication approved by the Council, to the address or number of the recipient notified to the Institute by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the Institute) or to the registered place of address or to the registered email address (as the case may be) of a Member, Authorised Firm, Affiliated

Partner, Responsible Individual or Student. Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Institute and the recipient, to have been served at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 24 hours after despatch in the case of post, cables and telegrams and at the expiration of 12 hours after despatch in the case of telex, telefax, facsimile, electronic mail (including email) or other method of communication approved by the Council.

**123. Address of Members**

Every Member, Authorised Firm, Affiliated Partner, Responsible Individual and Student shall, from time to time, notify to the Secretary: (a) a place of business or residence to be registered as his place of address, and the place from time to time so registered shall, for the purposes of the Acts and These Presents, be deemed to be his or her registered place of address; and (b) an email address, and the email address shall, for the purposes of the Acts and These Presents, be deemed to be his or her registered email address.

**124. Failure to notify address**

As regards any Member, Authorised Firm, Affiliated Partner, Responsible Individual or Student who has no registered place of address or registered email address, a notice posted up on the Institute's Website shall be deemed to be well served on him at the expiration of twenty-four hours after it has been so posted.

**125. Signature of notices**

All notices sent in pursuance of Article 122 shall be signed by, or have printed at the foot thereof the name of, the Secretary, or such other person in his place as the Council shall appoint, except in the case of a meeting convened by Members in accordance with These Presents, and in that case shall be signed by, or have printed at the foot thereof the name of, the Members convening the same. In the case of a notice sent by email no signature shall be required where the email is sent by the Institute's Secretary and in the case of a notice posted on the Institute's Website, no signature shall be required.

**126. Day of service to be counted:**

When a given number of days notice or notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days or other period, and the day for which the notice is given shall be excluded.

**127. Winding up**

The provisions of Clause 7 of the Memorandum relating to the winding up or dissolution of the Institute shall have effect and be observed as if the same were repeated in full in These Presents.

## **PUBLICATIONS**

**128. Publications by Council**

The Council may from time to time publish a list (whether on the Institute's website or otherwise) of the Members, Authorised Firms, Affiliated Partners, Responsible Individuals and / or Students and the Bye-Laws and other regulations of the Institute for the time being in force, lists of Council Members and Officers, and such other matters as the Council shall consider it desirable to publish.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Ignatius J. Scully, 15 Upper Hollybank Lane, <sup>Dublin</sup> ~~Dublin~~ <sup>Dublin</sup>  
 William A. Costello, 18 Sandymount Ave, <sup>Dublin</sup> ~~Dublin~~ <sup>Dublin</sup> Accountant  
 Ballinacorney  
 John J. Callaghan, 20 St. Alphonsus Rd. <sup>Dublin</sup> ~~Dublin~~ <sup>Dublin</sup> Accountant  
 Drumcondra, Dublin  
 Thomas W. Davy, 18, Palmerston Road <sup>Dublin</sup> ~~Dublin <sup>Dublin</sup> Accountant  
 Rathmines  
 Edmund Farrell, 44, Ashdale Road <sup>Dublin</sup> ~~Dublin <sup>Dublin</sup> Accountant  
 Terenure  
 John J. Mc Mahon, Bavisbrook, <sup>Dublin</sup> ~~Dublin <sup>Dublin</sup> Accountant  
 Croystones, Co. Wicklow  
 Patrick Farrell, 112, Saifield Rd, <sup>Dublin</sup> ~~Dublin <sup>Dublin</sup> Accountant  
 Dublin  
 Ernest Walsh, 6 Gardiner Place, <sup>Dublin</sup> ~~Dublin~~ <sup>Dublin</sup> Accountant~~~~~~~~

Dated this 23<sup>rd</sup> day of January 1943.

Witness to the above signatures :

Jessie King,  
 20 Bellinilla Gardens,  
 Dunamoa,  
 Dublin  
 Typist.