

THE COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

-Of-

MACRA NA FEIRME CLG

REGISTERED COMPANY NUMBER 19920

MEMORANDUM OF ASSOCIATION

1. Name

The name of the Company is Macra na Feirme CLG.

2. Company Type

The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

3. Main Object

The main object for which the Company is established (the "Main Object") is to promote and foster agriculture and rural development in all its branches by doing all such things as are or may be incidental and conducive to the attainment of that object and, in particular, by :

- a) Assisting the personal development of young farmers & rural youth
- b) Promoting social and cultural education among young farmers and rural young people
- c) Providing opportunity for learning the skills and theory of farming
- d) Widening the interests of rural youth by increasing their store of general knowledge
- e) Encouraging leadership in preparation for responsible roles in farming and community associations.
- f) Maintaining a non-party-political and non-sectarian viewpoint. No action which would favour one political party or one religious denomination over any other shall be undertaken by any member on behalf of or in the name of the organisation.

4. Subsidiary Objects

As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:-

1. to provide learning experiences and personal development opportunities for its members, rural youth, volunteers and others through involvement in its programmes, activities and events;
2. to foster the development by its members, rural youth, volunteers and others of essential knowledge, attitudes and skills necessary for effective living, especially in areas such as :
 - a) Agriculture
 - b) community development
 - c) Public speaking, travel, performing-arts, sporting and recreational activity,
 - d) democratic, civic and social activity
 - e) to involve as members, rural youth, volunteers and others in facilitating the development of themselves, of others and of their communities.

5. Powers of the Company

The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- 5.1 To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 5.2 To undertake, accept, execute and administer, without remuneration, any charitable trusts.

- 5.3 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.
- 5.4 To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 5.5 To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 5.6 To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- 5.7 Subject to Article 6, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 5.8 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.
- 5.9 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 5.10 To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- 5.11 To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 5.12 To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- 5.13 To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of

the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.

- 5.14 To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- 5.15 To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- 5.16 To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 5.17 To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- 5.18 To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 5.19 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 5.20 To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 5.21 To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 5.22 To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 5.23 To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company,

society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Article 6 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company society, trust or other partnership, and to sell, hold, reissue with or without guarantee or otherwise deal with same.

- 5.24 To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.
- 5.25 To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 5.26 To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.
- 5.27 To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- 5.28 To establish and maintain links with international and national organisations having similar objectives.
- 5.29 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- 5.30 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

PROVIDED THAT:

- a) In case the Company will take or hold any property which is subject to the jurisdiction of the Charities Regulatory Authority, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law;
- b) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- c) Nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

6. Income and Property

- 6.1 The income and property of the Company shall be applied solely towards the promotion of Main Object as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.
- 6.2 No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- i. reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;
- ii. interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
- iii. reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
- iv. reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- v. fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company;
- vi. Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

7. Additions, alterations or amendments

- 7.1 The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.
- 7.2 No amendments of any kind shall be made to the provisions of Articles 6 and 7 of the memorandum of association and no amendments shall be made to the memorandum and articles of association to such extent that they would alter the effect of Articles 6 and 7 of the memorandum of association, such that there would be non-compliance with the requirements of section 1180 and of the Companies Act 2014.

8. Winding Up

- 8.1 If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 6 hereof. Members of the Company shall select company or companies (being a charitable institution or institutions) at or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9. Limited Liability

- 9.1 The liability of the members is limited.

10. Guarantee

- 10.1 Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for
- (i) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expense of winding up; and
 - (ii) the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding €1.

11. Keeping Accounts

- 11.1 Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

ARTICLES OF ASSOCIATION

PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent herewith:

The "**Act**" means the Companies Act, 2014.

The "**2009 Act**" means the Charities Act 2009;

The "**Company**" means the above named Company.

The "**Directors**" means the directors for the time being of the Company or the directors present at a meeting of the Directors and includes any person occupying the position of Director by whatever name called.

The "**Board**" means the members for the time being of the Board of Directors hereby constituted.

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

The "**Seal**" means the Common Seal of the Company.

The "**Club**" means the local branch of Macra na Feirme where volunteers engage with Macra na Feirme.

The "**volunteers**" means affiliated members of Macra na Feirme Clubs.

"**Even years**" means calendar years which are divisible by two (for example; 2016, 2018);

"**Odd years**" means calendar years which are not divisible by two (for example; 2015, 2017);

The "**Office**" means the registered office for the time being of the Company;

"**National Council**" means the National Council of the organisation Macra na Feirme.

Members of national Council shall be deemed to be Members of the Company, and those set out in Article 4 below;

"**General meetings**" of the Company are also known as National Council Meetings

"**members**" and "**membership**" refer to membership of the Company;

"**Associate Sponsor**" means a sponsor of the Company approved by the Board;

"**Bye- laws**" means to rules which elaborate on the Constitution

"**Irish Farmers Association (IFA)**" refers to the entity known as the Irish Farmers Association

"**Macra**" means an abbreviation of "Macra na Feirme"

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, digital media 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.

In these Articles, words importing the masculine gender shall import the feminine or neuter where appropriate. In these Articles, words importing County shall also import region.

MEMBERSHIP

2. For the purposes of registration the number of members of the Company is declared to be 37 but the Directors may increase the number of members from time to time. Members of National Council are members of the Company.

3. The subscribers to the Memorandum of Association of the company and such other persons as shall be admitted to membership in accordance with these Articles shall be the members of the company and shall be entered in the Register of Member accordingly.
4. The members shall consist of:
 - (i) National President
 - (ii) Vice Presidents numbering three
 - (iii) immediate past president
 - (iv) representative of the IFA
 - (v) and one other volunteer from each county in which there is at least one properly affiliated club provided that if on an election being held one member is not elected for each such county the National Council may consist of those members only who have been duly elected at such election. These volunteers are referred to as National Council Representatives.
 - (vi) There shall be a maximum of 37 National Council members.
5. Save as set out in these Articles, all classes or categories of members shall be elected in such manner, for such period and upon such terms and conditions as the Directors may prescribe in bye-laws from time to time.
6. Members shall have the right to receive notice of all General Meetings of the Company and to attend and vote thereat.
7. Membership of the Company shall cease:
 - 7.1 on the member's death;
 - 7.2 if the member resigns by notice in writing to the Secretary at the Company's Office;
 - 7.3 if the Directors resolve that the person shall cease to be a member on the grounds that:
 - (a) the conduct or actions of the person has brought the good name of the Company into disrepute;
 - (b) the person has failed to adopt or promote the principles and policies of the Company;
 - (c) the person has ceased to be an active participant in the activities of the Company by missing three consecutive meetings of the Company;
 - (d) or on such other grounds as in the opinion of the Directors justifies the cessation of membership and notice in writing of such decision is given to that person by prepaid post to the address given in the register of members;
 - 7.4 in the manner prescribed by the Directors in bye-laws from time to time.
8. The rights of every member shall be personal and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise.

GENERAL MEETINGS

9. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year and shall specify the Meeting as such in the notice 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.
10. All general meetings of the Company (including the Annual General Meeting) shall be held in the State and at such time and place as may be determined by the Directors.
11. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings or meetings of National Council.

12. Such members of the public may be admitted to any General Meeting of the Company as the National President, as chairperson, may decide.
13. The Directors may resolve to, whenever they think fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting may also be convened on such requisition as is provided by Section 178 of the Act.
14. Subject to section 181 of the Act, an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 14 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 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 hour of the meeting and shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive such notices from the Company, but with the consent of all the Members, or of such proportion of the same as is prescribed by section 191 of the Act, a meeting may be convened by such notice as those Members think fit.
15. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.
16. National Council Members shall meet no less than five times a year, these shall be known as National Council Meetings. National Council shall meet at such other times at a requisition of thirteen National Council Members to the Company Secretary or at the request of the Board. In the event that the Company Secretary fails to convene the meeting within 7 days, the Members shall be entitled to convene the meeting. The business of such meetings shall be governed by the bye-Laws.
17. A Member who is unable to attend a National Council Meeting, may be represented by another ordinary member from his/her constituency provided notice is given in writing to the Company Secretary by the National Council Representative at least two working days in advance to the meeting. A proxy attending, as above, will have full speaking and voting rights. Only Members referenced in Article 4. (v) are entitled to be represented by a proxy. No proxies shall be allowed at any other meeting of the organisation.

PROCEEDINGS AT GENERAL MEETINGS

18. All business shall be deemed special that is transacted at any 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 directors and auditors, the election or appointment of Directors, the appointment of the auditors and the fixing of the remuneration of the auditors.
19. The Board may decide to use technological advancements to support the holding of meetings, other than the Annual General Meeting, or making of decisions, such as tele-conferencing, video-conferencing, electronic voting, or other such advancements that arise.
20. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as provided in Article 21 below, the quorum shall be one half of Members plus one.
21. If within half-an-hour from the time appointed for a General 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 Directors 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.

22. The National President shall preside as chairperson at every General Meeting of the Company, but if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting, the Directors present shall elect one of their members to be chairperson of the meeting. If, at any meeting, no Director is willing to act as chairperson or if no Director is present within 15 minutes of the time appointed for holding the meeting, the Members present shall choose one of their number to be chairperson of the meeting.
23. The chairperson may, with the consent of any General 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 for which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
24. At any General Meeting (save for elections which shall be carried out by secret ballot) 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:
 - 24.1 by the chairperson of the meeting; or
 - 24.2 by at least one third of Members present in person.

Unless a poll is so demanded, a declaration by the chairperson of the meeting 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.

25. Except as provided in Article 27, if a poll is duly demanded, it shall be taken in such manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. Where there is an equality of votes, whether on a show of hands or a poll, the Chairperson 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.
27. A poll demanded on the election of a chairperson of the meeting, 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 chairperson 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.

RESERVED FUNCTION OF NATIONAL COUNCIL

28. The Board shall obtain the approval of National Council for the sign off of the following:
 - 28.1 The annual budget of the company;
 - 28.2 The setting of the affiliation fee;
 - 28.3 Approving the advocacy policy direction of Macra na Feirme;
 - 28.4 Ratification of the appointment of independent directors;

- 28.5 Approval of establishment of new regional executives as detailed in the bye-laws;
 - 28.6 The setting of the club fee.
 - 28.7 Approval of Macra na Feirme nominees to external boards
 - 28.8 Approval of major new programmes
 - 28.9 Approval of borrowings by the Board in excess of €100,000.
29. Any such meeting of National Council to approve these shall be held in accordance with the bye-laws.
30. In addition the following committees shall be established by the Members, with the President appointing Members to each:
- 30.1 Agricultural Affairs
 - 30.2 Rural Youth
 - 30.3 Competitions
31. The committees outlined in Article 30 shall report to National Council as required.

VOTES OF MEMBERS

32. Every Member, shall have the right to vote but this is without prejudice to provisions of these Articles regarding the election of Directors. A Member shall have one vote, save for a Chairman's casting vote.
33. 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 chairperson of the meeting whose decision shall be final and conclusive.
34. Votes may only be given by Members in person, save where the Member has given a person a proxy to attend a General Meeting and vote on the Member's behalf.

DIRECTORS

35. There shall be a Board constituted as follows:-
- a) The National President duly elected according to Macra na Feirme's bye-laws in odd years for a period of two years
 - b) Three Vice- Presidents duly elected according to Macra na Feirme's bye-laws in odd years for a period of two years.
 - c) The Honorary Secretary and Honorary Treasurer duly elected by the Members at the Annual General Meeting for a period of one year.
 - d) The Immediate past president for a period of two years.
 - e) Three Members from National Council elected at the AGM for a period of one year.
 - f) Three independent persons, who are not members of the Company, shall be elected by the members of the Company to bring specific expertise to the Board; These directors will serve a maximum of two, two-year terms.
 - g) At least one of the directors above should be under the age of 25 at the date of election.
36. Unless and until otherwise determined by the members in General Meeting the number of Directors shall not be more than thirteen.

37. No Director shall serve more than five consecutive years on the Board of Directors, save for a person who is elected Vice-President or National President. After a 5 year period on the Board, a person may be entitled to seek re-election or nomination to the board after a 12 month period.
38. At the time of acceptance of this Constitution, the terms of office of Directors shall expire on the expiration of their term of office in Macra na Feirme.
39. At the first meeting of the Board after the Annual General Meeting in each year the Board shall appoint a Chairperson and Vice-Chairperson from among the Directors present. If a Chairperson shall for any reason cease to hold office before the expiry of his or her term the person then holding the office of Vice Chairperson shall be Chairperson until the earlier of:
 - a) the expiry of the term for which the departing Chairperson would have continued in office but for such cessation (the "residual term"), and
 - b) the date of a Board meeting, to be convened at the Board's discretion, at which a by-election is held to appoint a new Chairperson for the residual term.
40. Any person taking office as Chairperson under this Article shall be eligible for re-election as Chairperson in accordance with the preceding Article.
41. The Chairperson shall not serve more than two years as chairperson.
42. The Company may by Special Resolution of the Members, of which extended notice has been given in accordance with the provisions of the Act, remove any Director before the expiration of his/her term of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director.
43. The Company may by Ordinary Resolution of the Members appoint another person in place of a Director removed from office under Article 42.
44. Any casual vacancy for the time being in the membership of the Directors shall be filled at the discretion of the Directors, by co-opting a member of the Company to fill such vacancy, provided that no member who is prohibited by Article 37 from serving a further term of office shall be eligible for co-option under this Article. A person who is co-opted under this Article shall hold office until the next Annual General Meeting of the Company when such person shall retire from office but shall, subject to Article 37, be eligible for re-election at that General Meeting.
45. A Director shall vacate that office, if:
 - 45.1 the Board's directors shall vote on the majority decision of those present and attending to remove a director;
 - 45.2 he/she resigns his office by notice in writing to the Company Secretary;
 - 45.3 he/she fails to attend three consecutive meetings;
 - 45.4 he/she becomes of unsound mind;
 - 45.5 he/she is adjudged bankrupt in Ireland or Northern Ireland or Great Britain or makes any arrangement with his creditors generally;
 - 45.6 he/she is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by Section 231 of the Act unless the Directors otherwise determine;
 - 45.7 he/she ceases to be a member of the Company, except for independent directors;
 - 45.8 he/she ceases to be a member of a Macra na Feirme club in the county/region, which made her/him eligible for election to membership of the Company;
 - 45.9 the Director themselves, save for the independent directors, cease to be a member of an affiliated Macra na Feirme club.

- 45.10 he/she ceases to be qualified for the position of charity trustee by virtue of Section 55(1) of the 2009 Act;
- 45.11 by his or her conduct or actions has brought the good name of the Company into disrepute or has failed to adopt and promote the principles and policies of the Company or Macra na Feirme;
- 45.12 in addition to Article 42, the Board shall be entitled to remove a director under Article 45.11 by a two thirds majority present voting for the removal of the said director.

BORROWING POWERS

- 46. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge (including by way of floating 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.

POWERS AND DUTIES OF DIRECTORS

- 47. The business of the Company shall be managed by the Directors who may 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 Directors which would have been valid if that direction had not been given.
- 48. Without prejudice to the general powers and authorities conferred by Articles or any statute on the Board, the Board is hereby empowered, subject to approval by the Members, to make, vary, repeal all such bye-laws as it may deem necessary or expedient or convenient for the proper management and conduct of the affairs of the company. The Board, subject to approval by the Members, is also empowered to make, revoke or vary such bye-laws as it may deem necessary for the proper conduct and management of the affairs of any affiliate of the company. The Board shall adopt such means as it deems sufficient to bring to the notice of the members and affiliates all such bye-laws and variations and repeals thereof and all such by laws as long as they are in force shall be binding upon all the members and affiliates provided always that no bye-laws shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company or constitute such an amendment or addition to these Articles as could lawfully be made only by special resolution. For the avoidance of doubt, the foregoing does not apply to matters reserved for decision by National Council or reserved for decision by Referendum within the byelaws.
- 49. 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 Directors shall from time to time by resolution determine.
- 50. The Directors shall cause minutes to be made in books provided for the purpose:
 - 50.1 of all appointments of officers made by the Directors;
 - 50.2 of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - 50.3 of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.

PROCEEDINGS OF THE BOARD

51. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson shall have a second or casting vote. A Director may, and the Company Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
52. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be one half plus one. If within half-an-hour from the time appointed for a Board meeting a quorum is not present, the meeting, 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 Directors 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 Directors present shall be a quorum.
53. 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.
54. Any Director may participate in a meeting of the Directors or any committee of the Directors by means of a conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other speak and such participation in a meeting shall constitute presence in person at the meeting and any such Director shall be entitled to vote and be counted in a quorum accordingly if such person would otherwise have the right to vote and be so counted.
55. The Directors may utilise technological solutions to aid meeting participation and decision making such as electronic voting technologies provided that all persons participating in the meeting can see each other's vote and such participation in an electronic process by any such Director be so counted. A minute of the electronic vote of the proceedings must be formally recorded as a minute of proceedings at the next available board meeting.
56. A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting
57. If at any meeting of the Directors the Chairperson is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be the chairperson of that meeting, in the absence of the vice-chairperson. Should the Chairperson arrive after the selection of a Director to chair that meeting, the selected Director will remain in the Chair for the duration of the meeting.

Committees of the Board

58. The Directors may delegate any of their powers to committees. 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 Directors. The terms of reference for each committee must be approved by the Board. In addition to a permanent standalone Finance Committee, chaired by the National Treasurer, standing or permanent committees will be established by the Directors with responsibility for the following functions, without limitation:-
 - 58.1 Audit and Risk Management

58.2 Governance and Nominations

58.3 HR and Remuneration.

59. A committee, established under Article 58, may include persons who are not Directors or members of the Company provided that at least one member of the committee shall be a Director and other members of the committee may include members of the Company. Two members present, of whom one shall be a Director, shall constitute the quorum of a meeting of a committee, unless fixed by the Directors.
60. The National President may attend and vote at all committee meetings of the Company.
61. A committee established under Article 58, shall elect a Director to be chairperson of its meetings. If no such Chairperson is elected or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.
62. 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 Chairperson of the meeting shall have a second or casting vote.
63. A committee shall report on its proceedings to the next meeting of the Board following the meeting of the committee.
64. A committee may without Board approval avail of independent advice as the committee deems fit subject to the terms of reference of the committee, provided that the matter upon which advice is sought falls within the terms of reference of the committee.
65. All acts done by any meeting of the Directors or of a committee of Directors 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 persons 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.

SECRETARY

66. The Company Secretary, known as the Secretary, shall be appointed by the Directors for such term and upon such conditions as they may think fit; and any secretary appointed may be removed by them.
67. The Company Secretary shall be the Honorary Secretary of Macra na Feirme.
68. A provision of the Act or of 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.

THE SEAL

69. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors 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 some other person appointed by the Directors for the purpose.

70. The Seal may be used during electoral processes as defined within the bye-laws of Macra na Feirme to mark electoral nomination papers or ballot papers to ensure validity. Throughout the electoral process, where the company seal is used to authenticate a nomination or ballot paper, Article 69 above does not apply.

ACCOUNTS

71. The Directors shall cause proper books of account to be kept relating to:
- 71.1 all sums of money received and expenses by the Company and the matters in respect of which the receipt and expenditure takes place;
 - 71.2 all sales and purchases of goods by the Company; and
 - 71.3 the assets and liabilities of the Company.
 - 71.4 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs, to explain its transactions and to comply with Section 47 of the 2009 Act.
72. The books of account shall be kept at the office, or subject to Section 283 of the Act, at such other place as the Directors think fit and shall at all reasonable times be open to the inspection in accordance with Section 284 of the Act.
73. The Directors shall from time to time in accordance with Section 341 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. Such accounts shall be made available to the Revenue Commissioners on request.
74. 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 Directors' 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

75. Auditors shall be appointed and their duties regulated in accordance with Part 6, Chapter 18 of the Act and any regulations made thereunder.

NOTICES

76. A notice may be given by the Company to any member either personally or by sending it by post or email to him to his registered address or email address. 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 a 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 notice is sent by email, service of the notice shall be deemed to have been effected at the time of transmission. A member who for the time being shall not be resident in the State, Northern Ireland or Great Britain shall not be entitled to receive notices from the Company.
77. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- 77.1 every member; and
 - 77.2 the auditor for the time being of the Company.
 - 77.3 No other person shall be entitled to receive notices of General Meeting.

78. County Secretaries are entitled to receive notification, along with those listed in Article 77, for the Annual General Meeting.

REFERENDUM

79. The following items shall require a referendum of the Clubs of Macra to be approved by a two thirds majority of the eligible and voting clubs as outlined in the bye-laws:
- 79.1 the voluntary solvent winding up of the Company;
 - 79.2 the merger with another organisation
 - 79.3 changing of the common name by which the organisation is known under the bye-laws.
 - 79.4 the manner in which National Council is elected in the bye laws and the Constitution;
 - 79.5 the manner in which the president and vice presidents are elected in the bye laws of the Constitution.
 - 79.6 Any other proposed amendment that receives a two-thirds majority of National Council, present and voting in favour of holding a referendum.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this constitution.

Names, Addresses and Description of Subscribers

1. ~~James Healy, KILMARTIN, DONOUGHMORE, CO. CORK, National President~~
2. ~~Sean Wallace, MONAGHEGAN, DONOUGHMORE, CO. CORK, National Secretary~~
3. ~~Liz Mason, ISLARCHFIELD BLANDALE, ASHWATE AVE, CO. LIMERICK, NCR Limerick~~
4. ~~Eiona O'Leary, COOMLEIGH WEST, BASTRY CO. LURK, Proxy for NCR Carbery.~~
5. ~~James Bannan, Knockin hall, Dunmore Co. Kerry, New Harris,~~
6. ~~TREVOR CORRIGAN, DUNALOE UPPER, BEAUMONT KILLARNEY CO. KERRY NCR Kerry~~
7. ~~CARA O'MAHONY, 6 PACELLI RD., DRAAS, CO. KILDARE~~
8. ~~Eilish O'CALLAGHAN, SHANBALLYREA, KNOCKRAHA, CO. CORK, NCR Seaside~~
9. ~~AMON CASSELL, GIUSTOWN, ATHBOT, CO. MEATH, NATIONAL CHAIRMAN~~
10. ~~Patrick Jordan, Killane Bullen Co. Carlow, Carlow Proxy for Ricky Oliver.~~
11. ~~Sharon Conneren, 8 Rethella Close, Creagh Rd, Rathmore, Mayo, Northwest Vice President~~
12. ~~Shane Quigley, Snugboro, Castletown, Co Mayo, NCR - Mayo~~
13. ~~Jonathan Dineen, Gleann na R, Caltra, Dublin 18, NCR - Dublin~~
14. ~~THOMAS J O'DONOGHUE, CAPPOQUINN, WATERFORD, MUNSTER, VP~~
15. ~~SEAN FINAN, Ballinlough, Castlelea, Co Roscommon, Past National President 2015-2017~~
16. ~~MAIE HANCOCK, CRATHOE WEST, ABBEYFEALE, CO. LIMERICK, NATIONAL TREASURER.~~

Dated this day 7th May of 2018

Witness to the above signatures: -

Name:

Address:

Denis Dignan
Kilcarion
Carra
Benagh
Co. Tipperary