



ROYAL DUBLIN SOCIETY

# BY-LAWS

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## Interpretation and Definitions

**Advisory Council** The body established by Council under Chapter VIII, section 51 of the By-Laws to provide non-binding strategic advice to Council. For the avoidance of doubt, references in the By-Laws to 'Council' refer to the 'Trustee Council' and not the 'Advisory Council'.

**Annual Election** The annual election to vacancies arising in any of the following offices: the President, Vice-President, Elected Trustees and Elected Members of Society Boards or Committees.

**Appointed Trustees** Trustees appointed by Council.

**Ballot** The ballot of the Members to elect the President, Vice-President, Elected Trustees and Elected Members of Society Advisory Council, Boards or Committees.

**Board/s** A body established by Council with delegated strategic responsibility for a specific area of governance.

**Body** Collectively refers to the Trustee Council, Advisory Council and any other Board or Committee of the Society.

**By-Laws** These by-laws, as amended from time to time.

**Committees** Bodies established by Council to act on or consider matters of a particular kind.

**Casual Vacancy** A vacancy that arises due to unforeseen circumstances, e.g. death, resignation, disqualification.

**Charters** The Royal Charters of the Society as amended from time to time.

**Charities Act** The Charities Act 2009 or any amendment or statutory re-enactment of that Act.

**Charity Trustees** Has the meaning as prescribed by section 2 (1) of the Charities Act 2009.

**Chief Executive** A paid officer of the Society who acts under the general direction of the President with such powers and duties as may be vested in them by Council.

**Clear Days** Complete days, excluding the day on which the notice is given or the day on which the event for which it is given takes place.

**Connected Person** Has the meaning prescribed by section 2(2)(a) of the Charities Act 2009.

**Co-Optee** A person who is appointed to fill a casual vacancy arising on Council or any other body of the Society.

**Council** The Governing Body of the Society as defined under Chapter 7 of these By-Laws and may be otherwise referred to as the 'Trustee Council.' For the avoidance of doubt, references in the By-Laws to 'Council' refer to the 'Trustee Council' and not the 'Advisory Council'.

**Corporate Committees** Are Committees of Council constituted to perform specific tasks related to the oversight of corporate responsibilities of the Society, including but not limited to, Finance, Audit, Nominations etc.

**Day of nomination** The day on which the names of the candidates for election are announced to the Members.

**Elected Trustees** Those Trustees elected by the Members in accordance with By-Laws.

**Entrance Hall** The foyer of the Members Club where reception is located.

**Financial Year** The period for which the Society's statutory accounts are prepared and published.

**Foundation** The section of the Society responsible for the delivery of programmes of activities and events to promote and enhance the arts, sciences, technology, equestrianism, enterprise, agriculture, library and heritage for the benefit of the public.

**Foundation Board Chairperson** Is a Trustee of the Society who has been designated this specific office.

**Foundation Programmes** The Society's programmes of work in the Arts, Agriculture, Science and Technology, Equestrianism, Enterprise and Library and Archives and any other area as determined and agreed by Council.

**General Meeting** An Annual General Meeting or Extraordinary General Meeting of the Society (references in the Charters and Statutes of the Society to 'Stated General Meeting' means the Annual General Meeting and to 'Meetings of the Society' means an Extraordinary General Meeting).

**Good Standing** means a Member who is not in arrears in any payments owing to the Society or who has not voluntarily withdrawn nor been expelled or suspended by the Society.

**Honorary Treasurer** Is a Trustee of the Society who has been designated this specific office.

**Junior Office** (see also 'Senior Office') where a candidate is running for more than one in office in an election, the Junior Office may be a Committee of the Society, the Senior Office may be Council or an Honorary Officer position. Where a candidate is running for election to Council and an Honorary Officer position, the Honorary Officer is the more senior of these offices.

**Members** An individual who belongs to a category of Membership specified in these By-Laws.

**Objects** The objects of the Society as set out in its Charters.

**President** The President of the Society and the Chair of Council.

**Registrar or Duly Authorised Officer** The official of the Society appointed by the Council to perform the duties assigned to the Registrar or Duly Authorised Officer by these by-laws.

**Requisition** A formal written demand that something should be performed or put into operation by the Council.

**Senior Office** (see also 'Junior Office') where a candidate is running for more than one office in an election, the Junior Office may be a Committee of the Society, the Senior Office may be Council or an Honorary Officer position. Where a candidate is running for election to Council and an Honorary Officer position, the Honorary Officer is the more senior of these offices.

**Society** The Royal Dublin Society.

**Standing Committees** The Standing Committees of the Society are those Committees assigned to carry out functions in line with the Foundation Programmes and Membership of the Society.

**Statutes** The Royal Charters of the Society as amended from time to time.

**Subcommittees** are formed where the Sponsoring Body requires a separate body to be formed to study and report on a particular subject of expertise and do not require a defined timeline (for example: Showjumping Subcommittee).

**Terms of Reference** A Terms of Reference (ToR) document defines the purpose and structure of a body in the Society, such as Council or a Committee. It is used to set out the detailed rules around the body, roles and responsibilities of those involved, as well as to provide guidance on how the work will be undertaken and reported. These may be otherwise referred to as **Standing Orders**.

**Working Group** may be formed in line with the provisions of policy set by Council, to undertake work on behalf of, or formulate expertise or opinion on a matter within the scope of the Sponsoring Body within a defined timeline.

Every word importing the singular shall be construed as if it also imported the plural.

Every word importing the masculine gender shall be construed as if it also imported the feminine gender but without prejudice to the generality of that statement these by-laws are hereby amended by the replacement, where appropriate, of:

The word "he" by the words "he/she" The word "his" by the words "his/her" The word "his" by the words "his/hers" The word "him" by the words "him/her".

The word "himself" by the words "himself/herself".

Council shall have authority to decide any matter in relation to which the interpretation of these By-Laws is in doubt and to make provision for any matter on which they are silent, provided that such interpretation or provision is permitted by the Charters.

## CHAPTER I - THE CORPORATE SEAL AND OBJECTS OF THE SOCIETY

### 1. The Seal

- (1) The seal, of which the above is an engraving, shall be the corporate or common seal of the Society, and shall be affixed to all deeds, leases and other public acts of the Society.

### 2. The Custody of the Seal and Affixing the Seal

- 1) The custodians of the seal shall be the Registrar or Duly Authorised Officer of the Society appointed by Council, and the Honorary Treasurer.
- 2) Either of the custodians of the seal may make arrangements for one of the Honorary Officers to take his/her place during his/her absence as custodian of the seal.
- 3) Except pursuant to an express direction of these By-Laws the seal shall not be affixed to any instrument save under the authority of a resolution of Council, authorised by Council and in the presence of the two custodians of the seal and one other member of Council, each of whom shall sign the instrument.
- 4) Council may, subject to any limitations or conditions it thinks fit to impose, authorize the custodians of the Seal and one other member of Council to affix the seal to any instrument in the periods between meetings of Council. Such action shall be reported to Council at its next meeting.

### 3. The Objects and Purposes of the Society

- (1) The By-Laws exist to serve the objects of the Society as set out in its Charters and Statutes:  
*'promotion of Husbandry and other useful Arts and Sciences in Ireland' (1750 Charter)*  
*'for the Advancement of Agriculture and other Branches of Industry, and the Advancement of Science and Art' (1888 Supplemental Charter)*
- (2) and the Charitable Purposes of the Society as defined in the Charities Act (2009) as follows:
  - Any other purpose that is of benefit to the community, namely: *'The advancement of the arts, culture, heritage or sciences'* and;
  - The Advancement of Education.

## CHAPTER II - THE MEMBERS OF THE SOCIETY

### 4. Classification of members

- (1) Members of the Society shall be Ordinary Members who may be either Annual Members or Life Members; Associate Members; Country Members; Overseas Members; Corporate Members; Honorary Members or Honorary Life Members, and Junior Members. No person under sixteen years of age shall be admitted a voting member of the Society. Persons under sixteen years of age may be admitted to Junior Membership, with such privileges as are set out in Chapter III.

### 5. Tenure and election of members

- (1) Ordinary Members shall, subject to the provisions of rules (2) and (3) of this by-law, be elected in accordance with the procedures set out by Council.
- (2) Council at any time may admit to Corporate Membership without election Corporate Organisations interested in furthering the aims of the Society. Such Corporate Members shall nominate four persons as representatives who shall have the privileges set forth in by-law 6 (2) and the obligations of an Ordinary Member.
- (3) It shall be lawful for Council at any time to admit to Ordinary Membership without election persons who, in Council's opinion, are interested in furthering the aims of the Society.
- (4) The geographical limits defining Country Members shall be as decided by Council from time to time.
- (5) Overseas Members shall be those members residing outside the island of Ireland.
- (6) Council may from time-to-time delegate to a Board or Committee of the Society the power to admit to membership set forth in rules (2) and (3) of this By-Law, the delegated Board or Committee must report any exercise of this power to Council at its next meeting.
- (7) Council, or the Board or Committee so delegated may, at its absolute discretion admit an applicant or may require further particulars and shall in any event be entitled to refuse to admit an applicant for admission and election as a Member.
- (8) Council shall not proffer reasons for the declining of a membership application to the applicant, provided however, that nothing in the Society's terms of membership shall affect any of an applicant's legal or statutory rights.
- (9) Each applicant for election and admission as a Member shall subscribe to the Code of Conduct of the Society or other undertaking on such terms and by such methods as may be prescribed by Council. Such undertaking shall be bound by all relevant constitutional and regulatory provisions of the Society.

### 6. Privileges of Ordinary Members

- (1) The following shall be the privileges of an Ordinary Member, Country Member, an Overseas Member or an Associate Member (in good standing):

- (a) To be present, to speak (subject to the conditions set forth in Chapter IV of the by-laws) and to vote at meetings of the Society.
  - (b) To sign a requisition to convene a special meeting.
  - (c) To be a candidate if duly nominated for election to any office.
  - (d) To vote at an election for Honorary Officers, elected trustees and elected members of Society Boards and Committees.
  - (e) To nominate candidates for election under the provisions of By-Law 60.
  - (f) To nominate persons for election as Ordinary Members, Associate Members, Country Members or Overseas Members.
  - (g) To visit and make use of the Society's library and members' rooms, subject to availability, whenever the same are not closed to the general membership.
  - (h) Except as otherwise determined by the Council, to attend without charge for admission, but subject to the rules in regard to the allotment of available accommodation, all recitals and lectures held by or under the auspices of the Society and all exhibitions, shows and sales organised and conducted by the Society.
  - (i) To borrow books from the library subject to the rules in force at that time.
  - (j) To have access to a List of Members.
  - (k) To purchase admission tickets to the Society's Shows at concessionary rates.
- (2) Four representatives of a Corporate Member shall have and may exercise the privileges set forth in paragraphs (g), (h), (i), (j) and (k) of rule (1) of this by-law but no others.
- (3) Before exercising any of the privileges mentioned in paragraphs (a), (g), (h), (i), (j) or (k) of rule (1) of this by-law a member shall produce his/her appropriate membership identification as designated by the Council, if requested to do so.

## **7. Entrance fee for members**

- (1) The Council may, at its discretion, require an entrance fee from members generally or from members of a specified class or classes or alter or terminate such a requirement.
- (2) As soon as may be after the Council makes, alters or terminates a requirement of an entrance fee, it shall cause a notice of its decision to be posted up in the entrance hall, and its decision shall not come into force until one month has expired after the posting up of the notice.

## **8. Limitation of the numbers of members**

(1) Subject to by-law 11 (3) the total number of Members of the Society and/or the total number of Members of a particular class of Members of the Society shall be as fixed from time to time by the Council.

(2) The application of by-law 10 rule (1) and of by-law 32 rule (1) in regard to life composition shall be subject to any rules made by the Council under this by-law.

## **9. Subscriptions of Annual, Associate, Country, Overseas, Corporate and Junior Members**

(1) The subscriptions of an Annual Member, an Associate Member, a Country Member, an Overseas Member, a Corporate Member and a Junior Member shall be such sums payable at such times and on such terms as the Council shall from time to time decide.

(2) Except as provided in rule (3) of this by-law a person whose name has been struck off the list of members for non-payment of subscription is ineligible for election within a period of one year from date of default.

(3) The Council may, at its discretion, reinstate as a member a person whose membership has terminated on account of his/her failure to pay an annual subscription if he/she has lodged the amount of the annual subscription with the Registrar or Duly Authorised Officer, for retention if he/she is reinstated as a member.

## **10. Composition fee on becoming a Life Member**

(1) A person ceasing to be a member forfeits any life composition rights which he/she may have acquired during his/her period of membership.

## **11. Honorary Members and Honorary Life Members**

(1) The Council may, at its discretion, elect the following members of the diplomatic corps accredited to Ireland - Ambassadors and their spouses/domestic partners resident in Ireland – the Lord Mayor of Dublin, and the senior Officers of societies and learned bodies having objects similar to those of the Society to be Honorary Members during their terms of office.

(2) Notwithstanding rule (1) above, the current President and all the former Presidents of the Royal Ulster Agricultural Society may be admitted by the Council as Honorary Members of the Society.

(3) Council may admit to Honorary Life Membership persons of distinction especially in Agriculture, Equestrianism, Science, Industry and the Arts, the number of such Honorary Life Members not to exceed 60 in all at any given time. The conferring of Honorary Life

Membership(s) will take place on the Thursday nearest the 25th June, the Society's foundation date unless otherwise decided by the Council.

(4) Council shall have the power to revoke an Honorary Membership or Honorary Life Membership at any time for good cause.

## **12. Privileges of Honorary Members and Honorary Life Members**

(1) An Honorary Member and an Honorary Life Member shall have and may exercise the privileges of an Ordinary Member set forth in by-law 6, rule (1), paragraphs (g), (h), (i),

(j) and (k) but no others. Before doing so he/she shall produce his/her membership identification if requested to do so.

## **13. Subscription of reinstated member**

(1) If at any time the Society rescinds the resolution by which a person was called upon to resign his/her membership under chapter VI of the Statutes of the Society, the Council shall reinstate such a person as a member upon such terms as to subscriptions as the Council thinks reasonable.

## **14. The membership identification, car park permit and resignation**

### **A. Membership identification and car park permit**

(1) The issuing of membership identification and the terms and conditions of such issue shall be as fixed from time to time by Council.

(2) Membership identification must be clearly displayed by members entering all Society functions in the Society's premises together with any entrance voucher that may be prescribed for a particular function. Admission to the members' car park is subject to availability and is confined to vehicles bearing the appropriate members' car park permit.

(3) Notwithstanding anything contained in rules (1) and (2) of this by-law the Society may retain the membership identification of any member for any of the following reasons –

(a) If there is reason to believe that the address registered for the member in the Society's records is not the correct address.

(b) If the member has failed to pay any sum lawfully due by him/her to the Society.

*[(4) & (5) deleted 2023]*

## **B. Resignation**

(6) A member admitted to ordinary membership, under By-Law 5 rules (2), (3) or (6), may be called upon to resign his/her membership by resolution of Council or the Board or Committee so delegated under by law 5 rule (6) (hereafter referred to as the 'delegated body') for good and sufficient reason. The resolution of the Council/delegated body shall be passed at a meeting of the Council/delegated body specially convened to consider the matter. The Registrar or Duly Authorised Officer shall give such member at least fourteen days' notice in writing of the intention to move such a resolution and the member shall be entitled to make, in writing, any representations relevant to his/her case and such representations must be placed before Council/ the delegated body when considering the resolution.

In the event of a recommendation made by a delegated body it shall be considered by Council at its next meeting following the recommendation, provided that at least fourteen days shall have elapsed between the meeting of the delegated body at which the resolution is passed and the next meeting of Council. The Registrar or Duly Authorised Officer shall give the member concerned at least fourteen days' notice in writing of the Council meeting and shall inform such member that he/she shall be entitled to make in writing any representations relevant to his/her case and any such representations must be placed before the Council meeting when considering the recommendation of the delegated body.

The recommendation of the delegated body shall be accepted in the event that a majority of those present and entitled to vote at the Council meeting vote in favour of the recommendation of the delegated body. In the event of the acceptance of the recommendation of the delegated body by Council, the Registrar or Duly Authorised Officer shall forthwith give the member concerned notice in writing of Council's decision. If the member fails to resign within fourteen days he/she shall thereupon cease to be a member and shall be liable to surrender his/her membership identification and shall not be entitled to exercise any of the privileges set forth in by-law 6.

(7) The membership identification is for the personal use of the member to whom it is issued and is not transferable. Any abuse of this rule shall involve forfeiture of the membership or car park permit.

## **C. Suspension and Expulsion**

(8) Should any complaint be formally made to an Honorary Officer, the Registrar or Duly Authorised Officer concerning any member affecting his/her character as such member, or his/her conduct on Society premises (or on the premises of a reciprocal club of the Society) or should Council think fit to take cognizance of such themselves, they may, after giving opportunity to the member concerned to defend or explain such

complaint in line with the provisions of the Complaints Policy and Procedures set by Council, following the recommendations of the Complaints Committee, suspend or expel such member.

(9) Members shall have the right of appeal as detailed in the Complaints Policies and Procedures as set by Council.

## CHAPTER III - ASSOCIATE AND JUNIOR MEMBERS

### SECTION 1

#### **15. Associate Members**

(1) Subject to By-Law 15, rule 2, persons who have reached the age of sixteen years and over and who are pursuing full-time a course in education may be elected Associate Members of the Society in accordance with the procedure set out in Chapter V of these bylaws.

(2) Every member, who immediately prior to the adoption of this by-law, was an Associate Member but was also under the age of sixteen years at that date shall be entitled to remain an Associate Member on the adoption of this by-law notwithstanding that such member is below the age of sixteen years, and, subject to this rule, such member shall have the rights and obligations and shall be subject to the requirements attaching to such membership. Notwithstanding the foregoing, such members may apply for transfer to Junior Membership without further admission requirement.

(3) An Associate Member shall have and may exercise the privileges of an Ordinary Member set forth in by-law 6 rule (1). Before exercising any of these privileges he/she shall produce his/her membership identification, if requested to do so.

#### **16. Privileges of Associate Members**

(1) An Associate Member shall be entitled to a reduced annual subscription as determined by Council.

(2) Notwithstanding anything contained in rule (1) of this by-law the Council may alter or vary the privileges which Associate Members may exercise and may prescribe rules and conditions under which the said privileges may be exercised.

(3) A member under the age of eighteen years shall not be supplied with intoxicating liquor on the Society's premises.

#### **17. Limitation of numbers of Associate Members**

(1) The total number of Associate Members shall not exceed such a number as the Council shall from time-to-time fix.

#### **18. Transfer to Ordinary Membership**

(1) The procedures as set out in Chapter II By-Law 5 rule (7) and Chapter V of these by-laws for the election of Ordinary Members shall apply to the admission or election to Ordinary

Membership of an Associate Member except that it shall not be necessary for the Associate Member when applying for admission or election as an Ordinary Member to be nominated.

(2) An Associate Member who is elected to Ordinary Membership in accordance with this by-law shall not be deemed to have acquired any life composition rights in respect of any subscription paid as an Associate Member.

## **SECTION 2**

### **A. Junior Members**

(1) Persons under the age of sixteen may be admitted Junior Members of the Society in accordance with the procedure set out in Chapter V Section 2 of these by-laws.

(2) A Junior Member shall have and may exercise the privileges of an Ordinary Member set out in by-law 6 (1) paragraphs (g), (h), (i), (j), and (k) but no others. Before exercising any of these he/she shall produce his/her membership identification, if requested to do so.

### **B. Subscriptions and privileges**

(1) A Junior Member shall be entitled to a reduced annual subscription as determined by the Council.

(2) Notwithstanding anything otherwise contained in these by-laws the Council may alter or vary the privileges which Junior Members may exercise and may prescribe rules and conditions under which the said privileges may be exercised.

### **C. Limitation of numbers**

(1) The total number of Junior Members shall not exceed such a number as the Council shall from time-to-time fix.

### **D. Transfer to Ordinary Membership**

(1) On the first day of January next following his/her sixteenth birthday a Junior Member shall cease to be a Junior Member but may apply for election as an Associate Member under the procedure set out in Chapter V, Section 1, of these by-laws.

(2) A Junior Member shall not be deemed to have acquired any life composition rights in respect of any subscriptions paid as a Junior Member.

## CHAPTER IV - MEETINGS OF THE SOCIETY

### 19. Annual General Meeting and Extraordinary General Meetings

- (1) An Annual General Meeting shall be held ordinarily in May each year on a date and at a time determined by Council. In the event that the Annual General Meeting cannot take place in May under exceptional circumstances, the Annual General Meeting must take place by September of that year.
- (2) The business to be conducted at the Annual General Meeting shall include (but is not limited to):
  - (a) presentation of the annual report;
  - (b) presentation of the annual accounts for the previous Financial Year;
  - (c) announcement of newly appointed Honorary Treasurer and Foundation Board Chairperson and Appointed Trustees; and
  - (d) declaration of the result of the ballot and election of the new President, Vice-President, Elected Trustees and any other Elected Office.

(3) All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings. Council shall convene an Extraordinary General Meeting of the Society –

- i. whenever they think the holding of such a meeting is necessary or expedient, and
  - ii. whenever a requisition in writing is received by the President or Vice-President stating the object of the meeting and signed by not less than fifty Members, other than Honorary Members, Honorary Life Members or Corporate Members, such requisition having been addressed through the Registrar or Duly Authorised Officer.
  - iii. In the case of a requisition by Members the following conditions shall also apply:
    - a written requisition shall be signed by the members party to the requisition and include their respective names and membership numbers;
    - the requisition shall state the purpose of such an Extraordinary General Meeting and the motions to be brought before the meeting;
    - a requisition must be deposited at the registered office of the Society, addressed to the Registrar, and may consist of several documents of like form, each signed by one or more members party to the requisition;
- (4) An Extraordinary General Meeting in pursuance of such requisition shall be held on a date to be fixed by Council within three months of receipt of the requisition.
  - (5) Unless Council shall otherwise direct, a meeting of the Society shall be held

in the Society's premises at Ballsbridge.

## **20. Notice of meetings**

- (1) No fewer than fourteen days before any General Meeting of the Society, Council shall cause notice of the meeting together with an agenda setting forth the business to be transacted at that meeting, to be posted up in the Entrance Hall. In addition, Council shall notify every member and furnish an agenda for that meeting not less than fourteen days before the date of such meeting, or instead at its discretion, Council may publish the notice in such daily newspapers as are considered appropriate by Council.
- (2) No business shall be discussed at a meeting of the Society other than that specified on the notice given.

## **21. Revocation or amendment by the Society of decisions of Council**

- (1) Subject to rule (2) of this by-law the Society at a General Meeting may revoke or amend any decision made by Council not relating to a matter which is placed by charter exclusively under the control of Council.
- (2) No motion to revoke or alter a decision made by Council shall be introduced at a General Meeting of the Society unless written notice of the motion signed by the mover and seconder and not less than fifty other Members, other than Honorary Members, Honorary Life Members or Corporate Members, has been given to the Registrar or Duly Authorised Officer not less than four weeks before the meeting.
- (3) When notice of a motion to revoke or amend a decision of Council at a General Meeting of the Society is received by the Registrar or Duly Authorised Officer in compliance with rule (2) of this by-law he/she shall post up the notice in the entrance hall and the notice shall be included in the agenda for the meeting.
- (4) These provisions shall not apply to a motion for an alteration to the By-Laws, which shall comply with the requirements of Chapter XII (75) of these By-Laws.

## **22. Motion to reverse decisions of the Society**

- (1) No motion to reverse a decision of the Society shall be introduced at a meeting of the Society unless –
  - (a) twelve calendar months have expired from the date of the decision, and
  - (b) not less than fifty members entitled to vote at such meeting are present, and
  - (c) written notice of the motion, signed by the mover and seconder and not less than fifty other Members, other than Honorary

Members, Honorary Life Members or Corporate Members, has been given to the Registrar or Duly Authorised Officer not less than twenty-eight days before the meeting.

- (2) When notice of a motion to reverse a decision of the Society is received by the Registrar or Duly Authorised Officer in compliance with rule (1) of this by-law he/she shall post up the notice in the entrance hall and the motion shall be included in the agenda for the meeting.

### **23. Quorum at meetings**

(1) The quorum at a meeting of the Society shall be twenty-five members entitled to vote at such meeting, with the following exceptions:

- (a) Where a notice of motion to reverse a decision of the Society as per By-Law 22 (1) has been received, the quorum shall be fifty members entitled to vote at such meetings.
- (b) Where a motion or proposal has been received to wind up the Society, the quorum shall be one hundred members entitled to vote at such meetings.

### **24. Time of meetings**

(1) Council may fix any time which it thinks convenient for the holding of a particular meeting.

- i. If no quorum is present at the time of a meeting the meeting shall be postponed for twenty minutes or until a quorum is present. If at the expiration of twenty minutes no quorum is yet present the meeting shall be adjourned to a time and place determined by the Chair. The date determined by the Chair for the reconvened meeting must be at least five clear days after the date originally arranged.

### **25. Proceedings at meetings**

At a meeting of the Society the following shall apply -

- (1) The President, if present, shall be the Chairperson. In the absence of the President, the Vice-President shall be the Chairperson. In the absence of the President and the Vice-President, one of the other Honorary Officers shall Chair the meeting.
- (2) The Chairperson of a meeting is empowered to require that all who are not members of the Society shall withdraw from the meeting.
- (3) All acts of the Society and all questions coming before the Society at a meeting shall be decided by a majority of such members as are present and

vote, but in case of equality of votes the Chairperson of the meeting shall have a second or casting vote.

- (4) A member may not vote by proxy.
- (5) Subject to the Charter and these By-Laws, the following matters shall be decided by a majority of three-fifths of members casting a vote:
  - (a) any proposal to amend the Charter or petition for a new or Supplemental Charter;
  - (b) on a proposal that the Society should amalgamate with a kindred Society
  - (c) any proposal to wind up the Society;
  - (d) any proposal to remove a Trustee before the expiry of their term of office and
  - (e) any proposal to invite a Member of the Society to resign in line with the provisions of By-Law 14.
- (6) No decision shall be taken on any matter which is not referred to in the agenda of the meeting.
- (7) No motion shall be considered unless it is seconded.
- (8) Subject to these rules the Chairperson of a meeting shall regulate the proceedings, and every question of order or procedure arising at a meeting including questions involving the interpretation of these By-Laws shall be decided by the Chairperson of the meeting, whose decision shall be final.
- (9) The proceedings at a General Meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society. In the event of an incident resulting in the loss or late delivery of a substantial number of notices the President, on receipt of a request signed by not less than 10 members, shall decide on behalf of Council whether or not the notice should be cancelled and a meeting on a later date arranged.
- (10) Where these By-Laws make no specific provision, Council may prescribe the method of conducting the business of any General meeting. Among the matters that may be covered by Council is the effective consideration of alterations, amendments or additions to any resolution to be moved at the meeting.

## **26. Annual Report of Council**

- (1) At the Annual General Meeting Council shall lay before the Society their Annual Report and the annual accounts for the previous financial year of the Society, its general condition and the work done during the year ended on the previous 31st

day of December for the promotion of the Society's Foundation objectives.

- (2) Any member of the Society may, not earlier than fourteen days before the Annual General Meeting, apply to the Registrar or Duly Authorised Officer either to deliver to him/her or his/her agent at the Society's premises a copy of the Annual Report or to post or otherwise deliver to him/her a copy, and the Registrar or Duly Authorised Officer shall comply with such application.

### **27. Minutes of meetings of the Society**

Minutes of the proceedings of every meeting of the Society shall be drawn up and fairly entered in a book kept for that purpose and shall be signed by the Chairperson of the next ensuing General Meeting. The minutes shall be printed and retained in the Society's archives.

### **28. Minutes of Council meetings to be available at General Meetings**

The minutes of the meetings of Council since the last General Meeting shall be available at a General Meeting of the Society.

## CHAPTER V - PROCEDURE FOR THE ELECTION OF MEMBERS

### SECTION 1

#### **29. Nomination**

(1) Any member other than a Junior Member, Honorary Member or an Honorary Life Member may at any time nominate a person as a candidate for election as an Ordinary Member, Country Member, Overseas Member, or Associate Member on a nomination paper to be supplied on application to the Registrar or Duly Authorised Officer.

(2) The nomination paper shall contain -

- (a) the name, address, occupation and particular interests of the candidate,
- (b) the name and address of his/her nominator, and
- (c) a statement signed by the nominator that he/she has personal knowledge of the candidate and proposes and recommends him/her as a fit and proper person to be a member of the Society;
- (d) The date of birth of the candidate.

(3) The nomination paper when completed shall be delivered or transmitted to the Registrar or Duly Authorised Officer, who shall record the date of its receipt.

(4) Members may be elected in accordance with rules set out in Chapter II of these By-Laws and the detailed procedures set by Council.

#### **29. A. Junior Membership**

(1) Any person under the age of sixteen and above such minimum age as may be set by the Council may apply as a candidate for Junior Membership on a form to be supplied on application to the Registrar or Duly Authorised Officer.

(2) The application form shall contain -

- (a) The name and address of the applicant
- (b) A note of the applicant's particular interests
- (c) Name of a parent or guardian of the applicant
- (d) The date of birth of the applicant
- (e) A signed approval from parent or guardian

(3) The completed form together with the appropriate subscription shall be delivered or sent to the Registrar or Duly Authorised Officer who shall record the date of receipt.

(4) Subscriptions paid after 20th October in any year shall be regarded as valid for the coming year.

(5) Confirmation of acceptance as a Junior Member shall be despatched, with membership identification and acknowledgement of receipt of subscription, within thirty days of receipt of application.

## CHAPTER VI - THE HONORARY OFFICERS AND TRUSTEES OF THE SOCIETY

### **36. The Honorary Officers and Trustees of the Society**

- (1) Council, as Charity Trustees, has control of the Society and its property and funds and must ensure that these are applied only for the objects for which the Society is constituted. Council exercise control over, and are legally responsible for, the management of the Society in line with the provisions of the Charities Act (2009) and the Charters and Statutes of the Society.
- (2) With effect from the conclusion of the Annual General Meeting of the Society in 2024 the Honorary Officers of the Society shall comprise:
  - the President
  - the Vice-President
  - the Honorary Treasurer
  - the Foundation Board Chairperson and
  - such other Honorary Officers as Council may appoint from time to time.
- (3) The Trustees of the Society shall comprise the Honorary Officers and the elected, appointed and co-opted Members of Council (hereafter referred to collectively as 'the Trustees'.

### **37. Provision for illness, absence, etc., of the President**

- (1) If at any time the President is incapable of action owing to illness, absence, or any other good and sufficient reason Council may, at its discretion, appoint the Vice-President to be Acting-President during the continuance of the incapacity.
- (2) Every power or duty conferred or imposed by these By-Laws on the President may be exercised or performed during the incapacity of the President by an Acting-President duly appointed under rule (1) of this by-law.

### **38. Provision for illness, absence, etc. of the Vice-President, Honorary Treasurer and Foundation Board Chairperson**

- (1) If at any time the Vice-President is incapable of acting owing to illness, absence or any other good and sufficient reason, Council may at its discretion appoint one of the other Honorary Officers to be Acting-Vice-President during the continuance of the incapacity.
- (2) Every power or duty conferred or imposed by these By-Laws on the Vice-President (including the right to be appointed Acting-President in accordance with rule (1) above) may be exercised or performed during the incapacity of the Vice-President by the Acting-Vice-President.
- (3) If at any time the Honorary Treasurer or Foundation Board Chairperson is incapable of acting owing to illness, absence or any other good and sufficient reason, Council may at its discretion appoint a Member of Council to be Acting in either of those roles during the continuance of the incapacity.

### **39. The President and Vice-President**

- (1) The President is the most senior Officer of the Society, responsible for leading Council in carrying out its duties as Trustees, providing supervision and support to the Chief Executive and any other duties as agreed by Council.
- (2) The Vice-President shall concern him/herself "inter alia" with the general trends of the activities of the Society and shall support the President in his/her role. The Vice-President shall deputise for the President as and when required.

### **40. Tenure of office**

- (1) The term of office of a Trustee elected whether before or after the adoption of these By-Laws at an annual election shall expire on the completion of the third annual election after the annual election at which he/she was so elected.
- (2) The term of office of a Trustee who is appointed, whether before or after the adoption of these By-Laws, to fill an appointed role shall expire on the completion of up to three, three-year terms.
- (3) The term of office of a Trustee who is appointed, whether before or after the adoption of these By-Laws, to fill a casual vacancy shall expire on the completion of the next annual election after his/her appointment.
- (4) Trustees (not including the President and Vice-President) shall be eligible for re-election or re-appointment for a maximum of three terms in total (nine years) and shall not be eligible for re-election or re-appointment on conclusion of three terms but shall be eligible:
  - (a) To fill a casual vacancy among the elected Trustees
  - (b) For election or appointment (as the case may be) as an Honorary Officer
  - (c) For election or appointment to any other Board, Committee, Subcommittee or Working Group of the Society except Council.
- (5) The election of the Vice-President is in accordance with Chapter IX of these By-Laws. In the event that the Vice-President shall elect to retire on completion of his/her term of office he/she will be ineligible for re-election or co-option to Council or a Standing Committee, unless if running for election as President. The term of office of a Vice-President shall be in accordance with by-law 40 rule (1).
- (6) A President who shall have completed his/her term of office as President shall retire from office and shall be ineligible for re-election or co-option to Council or a Standing Committee.
- (7) A Trustee of the Society may retire at any time and shall retire from his/her present office:
  - a) if he/she accepts another office; or
  - b) at the end of his/her term of office unless he/she has been re-elected/appointed;
  - c) if they are disqualified in accordance with section 55 of the Charities Act from acting as a Charity Trustee;
  - d) if they are incapable of managing their own affairs
  - e) if they are absent from more than three consecutive meetings of Council and are

removed from office by a resolution of Council approved by not less than two thirds of those present and voting;

- f) if they cease to be a Member of the Society
- g) if they retire by written notice to Council
- h) if they accept an office of profit within the Society incompatible with the membership of Council
- i) if they are removed from the Membership of the Society in accordance with Chapter 2, Section 14 of these By-Laws
- j) are removed by resolution passed at a General Meeting of the Society after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.
- k) Council may suspend a Trustee from Council only for good cause and in accordance with procedures set out in Regulations.

#### **41. Casual vacancies**

- (1) Council may, if it so thinks fit, fill a casual vacancy in any office by the appointment of a person to fill the vacancy until the completion of the next annual election.
- (2) A casual vacancy occurring after the issue of notice of an annual election and before its completion, by reason of death, resignation or disqualification of a Trustee whose term of office will not expire at the completion of the annual election shall be deemed to have occurred after the election.

## CHAPTER VII - COUNCIL (OR TRUSTEE COUNCIL)

### 42. Constitution of the Society

1. The Trustee Council (also referred to in these By-Laws as 'Council'), as Charity Trustees, has control of the Society and its property and funds and must ensure that these are applied only for the objects for which the Society is constituted. Council exercise control over, and is legally responsible for, the management of the Society in line with the provisions of the Charities Act (2009) and the Charters and Statutes of the Society.
2. Without prejudice to section 1 of this by-law Council shall carry out any duties as specified in its terms of reference and/or standing orders.
3. Council may delegate any of their functions to a Board, Committee, Sub-Committee or the Chief Executive provided always that matters reserved for Council, as determined, are complied with and that Council maintain proper oversight of all delegated functions.

### 43. Composition of Council

- (1) With effect from the conclusion of the Annual General Meeting of the Society in 2024 Council shall comprise:
  - a) the President elected in accordance with the provisions in Chapter IX of these By-Laws.
  - b) the Vice-President elected in accordance with the provisions in Chapter IX of these By-Laws.
  - c) the Honorary Treasurer appointed in accordance with regulations set by Council;
  - d) the Foundation Board Chairperson appointed in accordance with regulations set by Council;
  - e) three Elected Trustees elected in accordance with the provisions in Chapter 9 of these By-Laws, one elected to the Agriculture Section of Council, one elected to the General Purposes Section of Council and one elected to the Science and its Industrial Applications section of Council; and
  - f) three Appointed Trustees appointed in accordance with regulations set by Council, one appointed to the Agriculture Section of Council, one appointed to the General Purposes Section of Council and one appointed to the Science and its Industrial Applications section of Council; and
  - g) Up to three co-opted Trustees who may be appointed by Council to fill gaps in skills, expertise and/or diversity in accordance with regulations set by Council.

(2) Subject to the provisions of these By-Laws, a casual vacancy amongst the Officers, Trustees and members of other bodies may be filled by Council in accordance with Regulations made by Council.

(3) The acts of Council shall be valid notwithstanding any vacancy in the membership.

#### **44. Quorum, location and abandonment at a meeting of Council**

(1) The quorum at a meeting of Council shall be seven. The quorum must include at least one Honorary Officer.

(2) A meeting may consist of a conference between some or all of the members who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and—

i. A member taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and

ii. Such a meeting shall be deemed to take place—

1. where the largest group of those participating in the conference is assembled;
2. if there is no such group, where the Chairperson of the meeting then is;
3. if neither subparagraph (i) or (ii) applies, in such location as the meeting itself decides.

iii. A member may not cease to take part in such a meeting by disconnecting his or her telephone or other means of communication unless he or she has previously agreed same with the Chairperson of the meeting, and a member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously agreed with the Chairperson of the meeting to leave the meeting.

iv. A minute of the proceedings at such meeting 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 Chairperson of the meeting.

v. The provisions of this by-law shall apply to meetings of all other Boards, Committees, Sub-Committees and/or Working Groups of the Society.

(3) If within twenty minutes of the time appointed for the meeting a quorum is not present, the meeting shall be abandoned and no subsequent meeting

shall be held without a new notice calling a meeting.

- (4) In a case such as is mentioned in rule (3) of this by-law a note of the abandonment of the meeting shall be entered in the minute book, stating the time when the entry was made and the names of the members (if any) who assembled for the meeting, and every member whose name has been so entered shall be deemed for the purposes of these By-Laws to have attended a meeting as if the quorum had been present and the meeting had been held.
- (5) if the Trustees shall at any time be or be reduced in number to less than seven it shall be lawful for them to act as Trustees for the purposes of co-opting Elected Trustees or appointing Appointed Trustees, calling a ballot or summoning a General Meeting and participating in the work of the Boards and Committees established under Chapter 8 of these By-Laws but not for any other purpose.

#### **45. Ordinary meetings**

- (1) Subject to by-law 44 rule (2) Council shall hold such ordinary meetings of Council at such times and at such places as Council shall in its discretion deem expedient provided that Council shall hold no less than six ordinary meetings in any one year.
- (2) The President, or in his/her absence, the Vice-President, with the agreement of the remaining Honorary Officers, may postpone or cancel any ordinary meeting of Council if in his/her opinion lack of business or other sufficient reason renders that course desirable.
- (3) A meeting of Council shall be called by written notice sent by post, electronic means or otherwise delivered to every member of Council fourteen days before the day of the meeting.

#### **46. Special meetings**

- (1) Special meetings of Council shall be held either by direction of Council or on the written requisition of any of the Honorary Officers, or a minimum of three members of Council, stating the purpose for which such meeting is required.
- (2) The special meeting to be held pursuant to a requisition under rule (1) of this by-law shall be so held without reasonable delay on a day and at an hour to be fixed by the President.

#### **47. Procedure at meetings**

- (1) The President shall take the chair at all meetings of Council and General Meetings of the Society. In the absence of the President, the chair shall be taken by the Vice-

President. In the absence of the President and Vice-President, one of the other Honorary Officers shall Chair the meeting.

- (2) All acts of Council and all questions coming before Council at a meeting shall be done and decided by a majority of such members as are present and vote. In any case of an equality of votes, the Chairperson at the meeting shall have a second or casting vote.
- (3) Council may, from time-to-time and at its discretion, make standing orders and/or terms of reference for the regulation of its proceedings and business.
- (4) Subject to these rules and to any standing orders made thereunder the Chairperson at a meeting of Council shall regulate the proceedings at the meeting and every question of order or procedure arising at a meeting, including questions involving the interpretation of these By-Laws or standing orders, shall be decided by the Chairperson, whose decision shall be final.
- (5) Council may at its discretion invite any person to attend or participate in a meeting of Council but no eligibility to vote shall be conferred by such invitation.
- (6) A Trustee must avoid a situation in which an interest or other duty that the Trustee has conflicts with or possibly may conflict with the interests of the Society. There is no infringement if:
  - (a) the situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or;
  - (b) the situation is authorised by Council in accordance with section (c) as follows.
  - (c) If a conflict of interest arises for a Trustee, the un-conflicted Trustees may authorise the conflicted member to continue to attend the meeting provided that:
    - (i) the procedure in section d is followed;
    - (ii) authorisation will not result in any benefit being conferred on any Trustee or any connected person that would not be permitted; and
    - (iii) the un-conflicted Trustees consider it is in the best interests of the Society to authorise the conflict of interest in the circumstances.
  - (d) Whenever a Trustee has an actual, potential or suspected conflict of interest in a matter to be discussed at a meeting of Council or a meeting of a Board or Committee, the Trustee concerned must:
    - (i) declare their interest before discussion begins on the matter;
    - (ii) withdraw from the meeting for that item unless expressly invited by Trustees to remain in order to provide information;
    - (iii) not be counted in the quorum for that part of the meeting; and
    - (iv) withdraw from the vote and have no vote on the matter.

#### **48. Minutes and records of attendance at meetings**

- (1) Minutes of the proceedings of every meeting of Council and records of the attendance of the members shall be drawn up and fairly entered in a book kept for that purpose and shall be signed by the Chairperson of the next ensuing ordinary meeting. The minutes shall be printed and retained in the Society's archives.
- (2) If a member of Council is absent from a meeting of Council by reason of work done by him/her at the request of Council or of a Committee of Council on behalf of or for the purposes of the Society he/she shall be recorded in the minutes as 'absent on Society business' and their absence shall not be counted under the provisions of By-Law 40(7)(e).

#### **49. Rules and regulations of Council relating to the management of business**

- (1) Council shall define the powers and duties of any Board, Standing Committees and other Committees, and shall frame such rules and regulations for the management of the activities of the Society as Council thinks expedient.

## CHAPTER VIII - THE BOARDS AND COMMITTEES OF THE SOCIETY

### **50. General**

- (1) Council may delegate to any Board or Committee such of its powers and duties as it sees fit and the law and good practice for charities allows, but Council remain responsible for the actions of such Boards and Committees and Council may dissolve a Board or Committee at any time.
- (2) Each Board or Committee shall be constituted and administered in accordance with such regulations or directions as Council may prescribe. Each Board or Committee shall have written terms of reference which shall be approved by Council.
- (3) With the exception of the Standing Committees, the Chairs of each Board and Committee shall be appointed by Council in consultation with the President.
- (4) Every Board or Committee appointed under this By-law shall report to Council and shall, in exercising the powers delegated to it, conform to such Regulations or directions as Council may prescribe or impose, whether by Standing Order or otherwise.
- (5) Unless otherwise specified in these By-Laws, vacancies occurring on any Board or Committee shall be filled in such manner as Council may determine.
- (6) The President and Vice-President shall be ex-officio Members of every Board and Committee of the Society, unless otherwise stated in terms of reference and approved by Council.

### **51. The Advisory Council**

- (1) Council shall establish an Advisory Council, comprising Members of the Society, staff of the Society and any other members as detailed in terms of reference agreed by Council. The Advisory Council shall have a meaningful role in the development of strategies and policies in relation to the affairs of the Society.
- (2) With effect from the conclusion of the Annual General Meeting of the Society in 2024 the Membership of the Advisory Council shall comprise the Honorary Officers ex-officio and such other elected and appointed Members as determined by Council and specified in the terms of reference of the Advisory Council.
- (3) Unless otherwise ordered by Council, the Vice-President of the Society shall act as Chair.
- (4) The detailed remit, composition and proceedings of the Advisory Council shall be governed by such terms of reference as may be issued by Council from time to time.
- (5) The Advisory Council shall report to Council following each meeting. Minutes of meetings of the Advisory Council shall be made available to Council.

### **52. The Foundation Board of Council**

- (1) Council shall appoint a Foundation Board of Council to:

- (a) Ensure a distinct focus and priority is maintained on Foundation objectives on behalf of Council;
- (b) Evaluate recommendations in relation to Foundation activities made as part of the Society's overall strategic process and using these to inform the Foundation Strategy;
- (c) Formulate the Foundation Strategy and recommend its approval to Council;
- (d) Oversee the implementation of the Foundation Strategy and developing policies and processes to achieve the Foundation objectives for approval by Council;
- (e) Establish criteria to evaluate critically the current Foundation Activities resulting in the identification of Key Foundation Initiatives;
- (f) Recommend budget allocations to Council.
- (g) Report to Council on issues arising in relation to the Foundation objectives and activities with appropriate recommendations;
- (h) Harness input from the Standing Committees, Members and external organisations to achieve the Foundation objectives.

(2) The number of members appointed to the Foundation Board of Council shall not exceed twelve at any one time. No one shall be appointed who is not, at the date of his/her appointment, a member in good standing of the Society. The Membership of the Foundation Board shall comprise such Officers and appointed Members as determined by Council and specified in the terms of reference of the Foundation Board.

(3) Council may at its discretion appoint members to fill casual vacancies at any time. In doing so Council shall have regard to the terms of By-Law 52 rules (1) (a) (b) (c) (d) and any recommendations made to it by the Chairperson of the Foundation Board of Council.

(4) (a) The members of the Foundation Board of Council shall retire at the meeting of Council held next after the expiration of three years following the meeting of Council at which such members were elected or appointed.

(b) A member appointed to the Foundation Board by virtue of their role on Council who, for whatever reason, ceases to be a member of Council, shall be deemed to have retired also from the Foundation Board of Council. He/she may, however, be appointed to the Foundation Board of Council subject to the regulations determined by Council.

(5) The Chairperson shall be appointed by Council in accordance with the regulations set by Council.

(6) The quorum at a meeting of the Foundation Board of Council shall be five.

### **53. The Standing Committees**

(1) The following shall be the Standing Committees of the Society:

The Committee of Agriculture and Rural Affairs  
The Equestrian Committee  
The Committee of Science and Technology  
The Committee of Enterprise  
The Committee of Arts  
The Membership Committee  
The Library and Archives Committee

In accordance with the First Supplemental Charter, the number of Standing Committees shall not exceed eight.

(2) Each Standing Committee shall have a maximum of 12 Members, who shall be appointed in accordance with terms specified in their terms of reference.

Nevertheless, notwithstanding the foregoing paragraph, any person who, at the date of the adoption of these By-Laws, is an elected member of a Standing Committee may continue in office until the expiry of his/her current term.

(3) The Standing Committees shall report to the Foundation Board following each meeting. The Foundation Board shall provide a report to Council on behalf of the Standing Committees. Minutes of meetings of each Standing Committee shall be made available to the Foundation Board and Council.

#### **54. The Chairperson and Vice-Chairperson of a Standing Committee**

(1) A Standing Committee at its meeting held next after the results of the annual election have been declared shall elect a Chairperson and Vice-Chairperson from among the members of the Standing Committee. The incoming Chairperson and Vice-Chairperson shall assume office at the conclusion of the meeting at which the election took place.

(2) If a casual vacancy occurs in the office of the Chairperson or Vice-Chairperson of a Standing Committee, the Committee shall, at its next meeting, elect a new Chairperson or Vice-Chairperson.

(3) Should a casual vacancy arise in the Chair or Vice-Chair positions of a Standing Committee shall each hold office until his/her successor is appointed after an annual election.

(4) Ordinarily, no person shall be elected as Chairperson or Vice-Chairperson of a Standing Committee at the meeting held next after the annual election in more than three successive years, unless under exceptional circumstances they may be elected up to a maximum of six years, subject to annual approval by the Standing Committee.

#### **55. Holding of meetings of a Standing Committee**

(1) Ordinary meetings of a Standing Committee shall be held at such times as the Committee shall appoint.

(2) A special meeting of a Standing Committee shall be held in pursuance of either -

i. a direction of the Society at a general meeting,

ii. a direction of Council, or

iii. a requisition in writing signed by three members of the Committee, or by an Honorary Officer of the Society, at such time as the Chairperson of the Committee shall fix within four weeks of the giving of the direction or the receipt of the requisition, as the case may be.

(3) A meeting of a Standing Committee shall be called by written notice sent by post or otherwise delivered to every member of the Committee fourteen days before the day of the meeting.

## **56. Proceedings and Quorum at Standing Committee Meetings**

(1) At a meeting of a Standing Committee, the Chairperson of the Committee, if present, shall be Chairperson of the meeting. If the Chairperson of the Committee is absent then the Vice-Chairperson shall be Chairperson of the meeting. If both the Chairperson and the Vice-Chairperson of the Committee are absent then such member of the Committee as the members then present choose shall be Chairperson of the meeting.

(2) The quorum at a meeting of a Standing Committee shall be five members.

(3) All acts of a Standing Committee and questions coming before a Standing Committee at a meeting shall be decided by a majority of such members as are present and vote, but in a case of equality of votes the Chairperson of the meeting shall have a second or casting vote.

(4) Subject to the provisions of these By-Laws and to the approval of Council, a Standing Committee may from time to time at its discretion make standing orders for the regulation of its proceedings and business.

(5) Subject to these rules the Chairperson at a meeting of a Standing Committee shall regulate the proceedings at the meetings and every question of order or procedure arising at the meeting, including questions involving the interpretation of these By-Laws or any standing orders shall be decided by the Chairperson whose decision shall be final.

## **57. The Corporate Committees**

(1) Council shall appoint Corporate Committees to undertake such duties as determined in its terms of reference.

- (2) The Membership of each Corporate Committee shall comprise such Officers and appointed Members as determined by Council and specified in its terms of reference.
- (3) The Chairperson of a Corporate Committee shall be appointed by Council in consultation with the President.
- (4) The detailed remit, composition and proceedings of the Corporate Committees shall be governed by such terms of reference as may be issued by Council from time to time.
- (5) The Corporate Committees shall report to Council following each meeting. Minutes of meetings of each Corporate Committee shall be made available to Council.
- (6) For the avoidance of doubt, the following shall be the Corporate Committees of the Society as at the time of adoption of these By-Laws:
  - The Audit and Risk Committee
  - The Finance Committee
  - The Nominations Committee
  - The Complaints Committee
  - The Appeals Committee
- (7) Council shall have the power to amend, dissolve, make and appoint new Corporate Committees as it sees fit.
- (8) Council may empower a particular Committee appointed under this by-law to do any act which Council itself or a Standing Committee could do, except the making of By-Laws.

## **58. Subcommittees and Working Groups**

- (1) Council may establish Subcommittees or Working Groups on the recommendation of Council or a Board or Committee of the Society which shall be named, constituted, administered and may be dissolved in accordance with Terms of Reference as approved by Council.
- (2) Subcommittees and Working Groups may be established if necessary, to reflect the specific needs of different projects or proposals with such powers as the body deems appropriate, to perform tasks appropriate to the role of that body and may co-opt such persons to the body as will help to advance the performance of the tasks.
- (3) Subcommittees and Working Groups must only be established in line with the rules and regulations determined by Council
- (4) Council may approve the admission of persons who are not members of the Society into such Subcommittees or Working Groups and may authorise the establishment of joint working groups with other bodies having objects similar in whole or in part to those of the Society.

## CHAPTER IX - THE ANNUAL ELECTION

### 59. The notice of election

- (1) Not less than fourteen days before the "day of nomination" in any year (which day shall be on a day as Council shall direct) the Registrar or Duly Authorised Officer shall prepare and post or otherwise deliver to every member at his/her address as shown in the Society's records a notice (in these By-Laws referred to as "the notice of the annual election") and, in the event of an industrial dispute, Council may, at its discretion, publish the notice in such daily newspapers as are considered appropriate by Council.
- (2) The notice of the annual election shall include –
  - i. a statement of the date of the day of nomination and that on the day following that date the list of candidates for election will be posted up in the entrance hall,
  - ii. a list of each vacancy to be filled by election,
  - iii. a description of the role and duties of each vacancy,
  - iv. any other information which Council may deem appropriate to include

### 60. Persons entitled to nominate and be nominated

#### A. Persons entitled to nominate

- (1) A candidate for the office of President of the Society must be nominated by three members of Council and the nomination must be assented to by six other members of either Council or Advisory Council.
- (2) A candidate for the office of Vice-President of the Society must be nominated by three members of Council and the nomination must be assented to by six other members of Council or Advisory Council. (Members of Council and Advisory Council may only nominate or assent to one candidate for each position)
- (3) A candidate for the office of elected member of Council or for any other elected office must be nominated by two members of the Society in good standing
- (4) If a duly nominated candidate at the annual election dies or withdraws his/her nomination or loses his/her qualification before the issue of the ballot paper Council may, if it thinks fit, nominate another candidate in his/her place.

#### B. Persons entitled to be nominated

- (5) Candidates for the offices of President or Vice-President must be Ordinary Members of the Society in good standing and shall have previously served (within the last ten years) at least five years on a combination of Council, Board of Management,

Finance Committee, Audit and Risk Committee, Foundation Board or Advisory Council of which at least one year will have been on Council or have served as an Honorary Officer for at least three years within that timeframe.

(6) Candidates for election to Council must be Ordinary Members of the Society in good standing for at least twenty-four months prior to the day of nomination.

(7) Candidates for election to a Board or Committee of the Society must be Ordinary Members of the Society in good standing for at least twelve months prior to the day of nomination.

(8) All candidates for election must be over eighteen years of age.

### **61. The nomination paper**

(1) Every nomination of a candidate for election to an office shall be made on a nomination paper to be supplied by the Registrar or Duly Authorised Officer on application and shall be signed by the nominators and the assentors, if any.

- a. In addition to the signatures of the nominators and assentors (if any) a nomination shall contain -
  - i. the name and address of the candidate,
  - ii. a statement in not more than two hundred words of the reasons why the candidate is considered to be specially suitable for election to the office in question,
  - iii. the number of years' service (if any) of the candidate on Council or on any Board or Committee of the Society,
  - iv. the number of years during which the candidate has been a member,
  - v. a statement that the candidate has consented to his/her nomination.
  - vi. Any other information as Council deems appropriate.
- b. Every nomination paper shall be delivered by post or otherwise at the Society's offices addressed to the Registrar or Duly Authorised Officer.
- c. The nomination paper of a candidate for election to any office shall be delivered to the Society's offices not later than 12 noon three working days prior to the day of nomination.
- d. Any nomination paper which does not conform to the relevant

provisions of this by-law shall be invalid and shall be rejected.

## **62. Nomination of a person as candidate for more than one Office**

- (1) A person who is due to retire from any office at the completion of an annual election may be a candidate for re-election to that office and also a candidate for election to one other senior office, but if at the election he/she is elected to both offices he/she shall be deemed at the completion of the election to have retired from the junior office.
  - a. Subject to rule (1) of this by-law no person may be a candidate for more than one office at an annual election.
  - b. If nominations are received contrary to this by-law for the election of the same person to two or more offices of equal standing the nominations to all but one of the offices shall be rejected. The person himself/herself may select the office for which he/she shall be nominated, but if he/she does not do so in time to enable the voting papers to be prepared and issued, the Registrar or Duly Authorised Officer shall reject all the nominations.

## **63. Scrutiny of nominations and holding of ballot where necessary**

- (1) At the meeting of Council (which shall be held on the day of nomination) the Registrar or Duly Authorised Officer shall report the nominations received for every vacancy to be filled at the annual election, and notwithstanding anything contained elsewhere in these By-Laws Council may at that meeting nominate such additional candidates as it thinks fit.
  - a. On the day following the day of nomination the Registrar or Duly Authorised Officer shall post up in the entrance hall the list of candidates for election. The list shall contain the name of each candidate, the town and county at which he/she resides, the office for which he/she is a candidate, whether he/she is a retiring officer going forward for re-election or, if not, whether nominated by members of the Society. The list of candidates shall remain posted up in the entrance hall until the day of the May meeting.
  - b. If the number of candidates for election to any elected office exceeds the number of vacancies in that office to be filled at the annual election a ballot shall be held.

## **64. Preparation and issue of the voting paper**

- (1) In the case of a postal vote Council can authorise, appoint, engage, or otherwise contract with one or more agents on such terms and conditions as it thinks fit to

conduct a postal vote.

- a. Council can make any necessary arrangements to distribute a voting document in electronic form and to make arrangements for its return and authentication in electronic form.
- b. Where Council has not authorised, appointed, engaged, or otherwise contracted with an agent to conduct a postal or electronic vote, By-Laws 65 applies.
- c. When a ballot is required for the election of candidates to an office the Registrar or Duly Authorised Officer shall cause voting papers to be prepared in accordance with the following provisions -
  - i. The voting paper shall state the number of vacancies and shall contain a list of the candidates for election to the office, together with the town and county in which he/she resides at the time of nomination in alphabetical order. The names of retiring holders eligible for re-election shall be printed in italics.
  - ii. The statements for each candidate of not more than two hundred words shall be appended to the voting paper.
  - iii. The voting paper shall contain a column in which the voter can specify by means of a mark the candidates for whom he/she wishes to vote, and a separate detachable portion with a space for the signature of the voter.
  - iv. Directions for voting shall be given on the voting paper.
- d. Voting papers for the election of candidates to two or more offices may be combined in one paper, but in such a case if the provisions of By-Law 62 are infringed on a voting paper in a manner which only affects some of such elections the voting paper shall only be rejected in relation to those elections.
- e. A voting paper and a notice that the result of the ballot will be declared and the election completed at the Annual General meeting shall be posted or otherwise delivered by the Registrar or Duly Authorised Officer to every member entitled to vote, at his/her address as shown in the Society's records not later than fourteen days before the date of the Annual General meeting.
- f. Not more than one voting paper shall be furnished to each member entitled to vote.
- g. The voting papers must be completed in line with the instruction provided and returned to the Registrar not less than 72 hours before the time of the Annual General meeting.
- h. Voting papers in respect of which this By-Law has not been complied

with shall be rejected.

## **65. Counting the votes**

(1) Where Council has not authorised, appointed, engaged, or otherwise contracted with an agent to conduct a postal or electronic vote:

- (a) The voting papers received by the Registrar or Duly Authorised Officer shall be opened in the presence of the President, or some other person or persons authorised by the President, and the separately enveloped top sheets with the voter's signature shall be removed for separate authentication.
- (b) The portions containing the signatures shall be handed to the Registrar or Duly Authorised Officer and retained by him/her until one month after the result of the ballot has been declared.
- (c) The President shall nominate scrutineers who with the assistance of the officials of the Society shall examine all the voting papers, count the valid votes for each candidate, and report the result to the Chairperson at the Annual General meeting.

(2) The scrutineers appointed for the purposes set out in this by-law must follow the following procedures:

- (a) The scrutineers must examine and count the votes.
- (b) The Chief Scrutineer must prepare a signed report and hand this to the Registrar for publication. The report must state:
  - (i) how many voting papers were received;
  - (ii) how many voting papers were rejected, and why; and
  - (iii) the total votes for each candidate.

(3) The scrutineers' report is final.

## **66. Declaring the results of the annual election**

(1) The Chairperson at the Annual General meeting shall declare the results of the annual election as follows -

- (a) If the number of candidates for election to an office did not exceed the number of vacancies to be filled he/she shall declare all the candidates elected.
- (b) If a ballot has been held he/she shall declare elected the candidate or

candidates who have obtained the most votes.

- (c) Where there is an equality of votes the candidate who has been longest a member of the Society shall be declared elected, or if the candidates have been members an equal time one of the candidates shall be selected by lot.

- (2) The decision of the Chairperson at the Annual General meeting shall be final.

#### **67. Failure to hold or complete the annual election**

If for any reason the annual election is not held or completed at the Annual General meeting the election may be held or completed (as the case may be) at a subsequent meeting or subsequent meetings of the Society.

## CHAPTER X - FINANCE

### **68. Finality of Council's decision**

- (1) In any question of finance arising between Council and a Board or Committee of the Society, Council's decision shall prevail and be considered final.
- (2) Council shall be responsible for ensuring policies and procedures in relation to finance, audit and procurement are in place in line with relevant legislation and best practice.

### **69. Accounts**

- (1) Correct accounts and books shall be kept showing the financial affairs and receipts and disbursements of the Society. Annual Financial Statements shall be prepared in accordance with all relevant accounting standards and the requirements of the Charities Regulator.
  - a. The accounts of the Society shall be made up yearly to the 31st December.
  - b. The Society's Auditors shall be appointed annually by Council.

### **70. Budget and allocations**

- (1) Each year, on a date to be determined by the Council, the Chief Executive and Honorary Treasurer shall furnish the Society's budget for the next financial year to Council, together with estimates for the following two years.
- (2) Council shall consider the financial estimates and proposals as a whole for the year commencing 1st January next following, the funds at the disposal of the Society and any other relevant financial matters and shall approve allocations as it thinks fit, for the year commencing 1st January next.
- (3) Council may at any time during the year on the advice and recommendation of the Chief Executive and Treasurer reduce or increase the allocations made.

### **71. Moneys in hand**

- (1) All moneys received on behalf of the Society shall be lodged to the credit of the Society in a bank or banks approved by Council.
- (2) Moneys standing to the credit of the Society may be invested in trustee securities, or in other investments which in the opinion of Council are equally secure.

## **72. Making of payments**

(1) All cheques or drafts drawn on any bank account (or banks) of the Society, or other documents committing the Society to expenditure, shall be signed by named signatories under authority delegated by Council.

## CHAPTER XI - MISCELLANEOUS PROVISIONS

### **73. Appointment of representatives of the Society**

(1) Pursuant to an agreement dated 30 April 1881 (as amended) the “1881 Agreement”) and made between the Royal Dublin Society of the one part and the Department of Science and Art and the Commissioners of Public Works in Ireland of the other part, under the Dublin Science and Art Museum Act, 1877, the Society shall be entitled to appoint five Ordinary Members of the Society to the Board of Visitors of the Botanic Gardens.

(2) Pursuant to the 1881 Agreement and pursuant to Section 19 of the National Cultural Institutions Act, 1997:-

- (i) The Society may submit the names of four Ordinary Members of the Society (gender balanced) to the appropriate Minister (the “Minister”) from which the Minister shall choose two persons, whether male or female, to represent the Society on the National Library of Ireland Board; and
- (ii) The Society may submit the names of two Ordinary Members of the Society (gender balanced) to the appropriate Minister from which the Minister shall choose one person, whether male or female, to represent the Society on the National Museum of Ireland Board.

(3) The nominations of the Members referred to in rules (1) and (2) shall be made on behalf of the Society by the Council.

(4) Such Members shall hold office until the appointment of their successors by the Society in accordance with its By-Laws and shall be eligible for re-appointment, provided that such appointment shall not exceed two successive terms.

(5) The Council may submit names to the Minister at any time fill a casual vacancy among the Members of the Boards mentioned in rules (1) and (2) (a) and (b) of this by-law by the appointment of a Member who shall hold office and be eligible for re-appointment for one further consecutive term as a member of the relevant Board.

### **74. Use of Society's premises**

(1) The Society's premises shall not without the consent of the Council be used for any purpose unconnected with the Society's work unless Council agree to delegate this to the Chief Executive.

## **75. Making, revoking and amending by-laws**

(1) No by-law shall be made, revoked or amended except in accordance with the following procedure –

- (a) Notice in writing of a motion to make, revoke, or amend the by-law shall be sent to every member of the Council in accordance with by-law 20.
- (b) The notice shall give particulars of the proposal and, where it is proposed to revoke or amend an existing by-law, particulars of the proposed change.
- (c) If the motion is passed by the Council, with or without amendment, it shall be submitted to the Society as so passed at a meeting to be held not later than twelve months after such passing by Council, and shall be brought into effect not later than twelve months after approval, on a timetable whether phased or otherwise to be agreed by the Council.
- (d) A copy of any new by-law, or any revoking, or amending by-law shall be signed by the Chairman of the meeting of the Society at which the motion to make such new by-law is passed, the seal of the Society shall be affixed thereto, and it shall be retained in the Society's archives.
- (e) The Council may make the necessary amendments to the by-laws so as to comply with changes in regulation, legislation or the law. Such changes will be noted at a general meeting of the members of the Society.

## **76. Printing of charters, statutes and by-laws**

(1) Printed copies of the charters, statutes, and by-laws of the Society shall be available for the members.

(2) It shall not be necessary to insert immediately every new or amended by-law in the printed copies available for the members but –

- (iii) reasonable steps shall be taken to have accurate printed copies, and
- (iv) a copy of every new or amended by-law shall be kept posted up in the entrance hall until the necessary changes have been made in the printed copies.

## **77. Taxes on subscriptions etc.**

(1) If and so long as any entertainment tax or other tax or state charge is legally payable by the Society in respect of any subscription, entrance fee or composition fee payable to the Society the amount of such subscription, entrance fee or composition fee shall be deemed to be increased by the amount of the said tax or other charge.

## **78. Revocation of former by-laws**

(1) All by-laws of the Society in force at the coming into operation of these by-laws hereby are revoked.

## **79. Inadvertent failure to comply with procedures**

(1) The inadvertent failure to comply with any procedures laid down in these By-Laws shall not invalidate such procedures provided that such failure does not materially affect the rights of any member.

## **80. Winding Up**

(1) As the Society is a body corporate, established pursuant to its Charters, Members do not assume any liability for the debts of the Society and no such liability has been imposed under its Charter.

- (a) No distribution of any profits is made to members and they have no entitlement to any.
- (b) If upon the winding up or dissolution of the Society 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 Society. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Society. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Society under or by virtue of the Income and Property Clause.
- (c) Members of the Society, shall select the relevant institution or institutions to which the property shall be given or transferred at or before the time of dissolution and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. 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.

## **81. Income and Property**

(1) The income and property of the Society shall be applied solely towards the promotion of main object(s) as set forth in these By-Laws. No portion of the Society'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 Society. No charity trustee\* shall be appointed to any office of the Society paid by salary or fees or receive any remuneration

or other benefit in money or money's worth from the Society. However, nothing shall prevent any payment in good faith by the Society of:

- a) reasonable and proper remuneration to any member or servant of the Society (not being a charity trustee) for any services rendered to the Society;
- b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by charity trustees or other members of the Society to the Society;
- c) reasonable and proper rent for premises demised and let by any member of the Society (including any charity trustee) to the Society;
- d) reasonable and proper out-of-pocket expenses incurred by any charity trustee in connection with their attendance to any matter affecting the Society;
- e) fees, remuneration or other benefit in money or money's worth to any Company of which a charity trustee may be a member holding not more than one hundredth part of the issued capital of such Company;
- f) Nothing shall prevent any payment by the Society 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).

\*charity trustee as defined by section 2(1) of the Charities Act, 2009