

COMPANIES ACTS 2014
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION (ARTICLES OF ASSOCIATION)
-of-
MARKETING INSTITUTE OF IRELAND
COMPANY LIMITED BY GUARANTEE

INTERPRETATION

1. In these Articles: -

“the ACT” means the Companies Act 2014;

“the Institute” means the Company;

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

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

“the Seal” means the common seal of the Institute;

“the Office” means the registered office for the time being of the Institute.

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

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

MEMBERS

2. The number of members with which the Institute is registered is 5,000, but the Board may from time to time register an increase in members.

3. The members at the date of adoption of these Articles and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be the members of the Institute.
4. Any person elected or admitted to membership may be so elected or admitted subject to or without the payment of any fee or sum of money as the Board may from time to time decide. The Board may make from time to time regulations in regard to the admission to any class of membership whether by way of examination or otherwise.

SUBSCRIPTIONS

5. The Board may determine from time to time such annual subscription as it shall think proper to be made by the members and each member shall pay such subscription within 28 days of the same becoming due. The Board may vary or remit the amount of such subscription so far as the same applies to any class or classes of member. A member whose subscription is in arrears for a period of 28 days after the same shall have become due may at the option of the Board be treated as having resigned his or her membership of the Institute and his or her name shall in such case be deleted from the List of Members.

EXPULSION

6. The Institute may in general meeting expel a member from the Institute if in the opinion of the majority of the members present at the meeting such member shall be deemed to be an unfit or unsuitable person to be a member of the Institute or shall have failed in his or her observance of any of the regulations or By-Laws of the Institute. Such member shall be given fourteen days clear notice of such meeting and shall be entitled to be present thereat and heard by such meeting.

GENERAL MEETINGS

7. All general meetings of the Institute shall be held in the state.
8. (1) Subject to paragraph (2), the Institute 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 notices calling it; not more than 15 months shall elapse between the date of one annual general meeting of the Institute and that of the next.

(2) Subject to Article 8, the annual general meeting shall be held at such time and at such place in the state as the Board shall appoint.

9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. In addition, to the provisions of Section 178 of the Act, the Board may, whenever it thinks fit, convene an extraordinary general meeting of The Institute.

NOTICE OF GENERAL MEETINGS

11. Subject to Sections 181 and 193 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least, and meetings of the Institute (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at least. The notice shall be exclusive of the day on which it is given and shall specify the place, the day and the hour of the meeting and shall be given, in the manner hereinafter mentioned, to such persons as are, under the Articles of the Institute, entitled to receive such notice from the Institute.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an extraordinary meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Board members and the auditors, the election of the Board members in the place of those retiring, the reappointment of the retiring auditors and the fixing of the remuneration of the auditors.
14. 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 herein otherwise provided, fifteen members present in person shall be a quorum.
15. If within an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such time and place the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

16. The Chairperson of the Board shall preside as the Chairperson at every general meeting of the Institute or if he or she is not present within fifteen minutes after the time appointed or has given prior notice of his or her inability to attend, then the Members of Board present shall elect one of their members present to be Chairperson of that meeting.
17. If at any meeting no member of the Board is willing to act as Chairperson or if no member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.
18. The Chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. But subject to that, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: -
 - (a) by the Chairperson; or
 - (b) by at least five members present in person or by proxy.

Unless a poll is so demanded, a declaration by the Chairperson 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 Institute 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.

20. As provided by Section 189 of the Act, if a poll is duly demanded it shall be taken in such manner as the chairperson of the meeting directs. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith. The result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
21. Where there is an equality of votes, whether on a show of hands or on 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.

22. A poll demanded with regard to the election of a Chairperson 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 or which is related to the outcome of the poll may be proceeded with pending the taking of the poll.
23. Subject to section 193 of the Act (as modified by section 1208 of the Act), a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Institute duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

VOTES OF MEMBERS

24. (a) Honorary members shall have no vote nor shall they be entitled to receive notice
of or attend at any meeting of the Institute. Honorary members may however by invitation extended by the Board attend any meeting of the Institute but shall
have no vote thereat.
(b) Every other member shall have one vote.
25. No member shall be entitled to vote at any general meeting unless all monies immediately payable by him or her to the Institute have been paid.
26. 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.
27. Votes may be given either personally or by proxy. A proxy may be appointed in respect of all or any part of the resolution to be considered and voted upon at a general meeting.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an office of attorney duly authorised. Only a member of the Institute having the right to vote may be a proxy on behalf of another member.

29. The Instrument appointing a proxy and the power of attorney or other authority if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the office or at such to the place within the State as is specified for that purpose in the notice convening the meeting not less than:

- (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or;
- (b) in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default of (a) and (b), the instrument of proxy shall be not treated as valid.
- (c) The depositing of the Instrument of Proxy may, in lieu of being effected by sending or delivering the instrument, be effected by communicating the instrument to the Institute by electronic means (as defined in section 2 of the Act).

30. An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit—

[name of company] ("the Company") [name of member] ("the Member") of
[address of member] being a member of the Company hereby appoint/s

[name and address of proxy] or failing him or her [name and address of
alternative proxy]

as the proxy of the Member to attend, speak and vote for the Member on behalf
of the Member at the (annual or extraordinary, as the case may be) general
meeting of the Company to be held on the [date of meeting] and at any
adjournment of the meeting. The proxy is to vote as follows:

Voting Instructions to Proxy (choice to be marked with an 'x')			
Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			
Signature of member			
Dated: [date]			

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

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death, insanity, or revocation of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Institute at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE BOARD

33. The Board shall consist of not less than six and not more than ten members including one member nominated by, and from the Chairs of the Branches of the Institute. No persons shall be nominated for election to the Board, unless that person has been a member of the Institute for 2 years, prior to nomination. Honorary members of the Institute, shall not be eligible for membership of the Board.
34. In the event of there being more candidates than vacancies election to the Board shall be made by postal ballot to be held not less than 30 days before the date of the next annual general meeting. The Board shall cause ballot papers to be sent to every member of the Institute entitled to vote and such ballot papers shall state the name and address of each candidate together with the name of his or her proposer and seconder. Ballot papers must be returned within 14 days to the principal office for the time being of the Auditors of the Institute who shall act as scrutineers.

OFFICERS

35. The Board shall appoint a Chairperson to be the Chairperson of the Institute and of the Board and who shall hold office until the next third subsequent annual general meeting of the Institute. A Director who is appointed as Chairperson shall not hold the office of Chairperson for more than the 3 consecutive terms up to a maximum of 9 years.
36. (a) The Board shall employ an Executive Officer to be known as the Chief Executive Officer, and who shall not be a member of the Board, the appointment of whom is to be made in such manner and at such salary and under such conditions and terms of employment as the Board may prescribe.
- (b) The Chief Executive Officer shall not attend at any meeting of the Board or committee of the Board at which the salary terms or conditions of employment of the Chief Executive Officer are to be discussed or considered.

BORROWING POWERS

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

POWERS AND DUTIES OF THE BOARD

38. The Business of the Institute shall be managed by the Board who may exercise all such powers of the Institute as are not by the Act or by this Constitution required to be exercised by the Institute in general meeting, subject nevertheless to the provisions of the Act and of this Constitution and to such being not inconsistent with the aforesaid provision, as may be given by the Institute in general meeting; but no direction given by the Institute in general meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given. The Board shall have power to establish Branches in such places and under such circumstances as the Board shall decide and to dissolve such Branches as it sees fit
39. The Board shall have the power from time to time to make such By-Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the business and administration of the Institute and may alter and repeal any such By-Laws, provided always that no By-Law shall be inconsistent with, or shall effect, or repeal, anything contained in this Constitution of the Institute or constitute such an amendment of, or addition to this Constitution of the Institute as could only lawfully be made by special resolution. All such By-Laws, so long as they are in force shall be binding on all members of the Institute.
40. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Institute for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under this Constitution) and for such period and subject to such conditions as they may think fit, and such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Institute shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the Board shall from time to time by resolution determine.

- 42.. The Board shall cause minutes to be made and provided for the purposes of recording: -
- (a) the names of Board members present at each meeting of the Board and of any committee of the Board.
 - (b) all resolutions and proceedings at all meetings of the Institute, and of the Board members and committees of the Board.
43. The Board may from time to time co-opt a maximum of two persons to be members of the Board for such period of time as may be decided by the Board but not exceeding two consecutive periods of three years. Membership of the Institute shall not be a requirement for co-option pursuant to this Article.

DISQUALIFICATION OF BOARD MEMBERS

44. The office of a Board member shall be vacated if the member: -
- (a) without the consent of a majority of the entire Board holds any other office or place of profit under the Institute, or
 - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his or her creditors generally; or
 - (c) becomes prohibited from being a member of the Board by reason of any order made under Section 132 and Section 148 (2) of the Act; or
 - (d) the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or
 - (e) resigns his or her office by notice in writing to the Institute; or
 - (f) is deemed by the Board to be ineffective as an officer by virtue of non-attendance at Board meetings; or
 - (g) is convicted of an indictable offence unless the Board otherwise determines; or
 - (h) is directly or indirectly interested in any contract with the Institute and fails to declare the nature of his or her interest in a manner required by Section 231 of the Act.

VOTING ON CONTRACTS

45. A Board member may not vote in respect of any contract in which he or she is interested or any matter arising thereout.

ROTATION OF BOARD MEMBERS

46. The members of the Board shall hold office for a period of three years from the date of the annual general meeting at which they are elected or nominated to take up office unless they sooner retire or are disqualified.

47. At the annual general meeting in every year two members of the Board shall retire from office.
48. The Board members to retire in every year shall be those who have been longest in office, but as between persons who became Board members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
49. Retiring Directors shall be eligible for re-election or co-option but so that no director may hold the office of director for more than six consecutive years.
50. Candidates for election to the Board shall be proposed by a member duly qualified to vote and notice of such proposal shall be left at the registered office of the Company duly signed by such member not less than two months before the date of the next annual general meeting at which the result of the postal ballot (if applicable) shall be declared. At the same time, the proposer shall lodge, or cause to be lodged, a notice in writing signed by the person proposed of such persons' willingness to act if elected. Every proposal should include a curriculum vitae of the person proposed not exceeding one hundred words.
51. The Institute may from time to time by ordinary resolution increase or reduce the number of Board members, and may also determine in what rotation the increased or reduced number is to go out of office.
52. The Board shall have power at any time, and from time to time, to appoint any person to be a Board member, either to fill a casual vacancy or as an addition to the existing Board members, but so that the total number of Board members shall not at any time exceed the number fixed in accordance with these Articles. Any Board member so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be considered in determining the Board members who are to retire by rotation at such meeting.

APPOINTMENT OF DIRECTORS TO BE VOTED ON INDIVIDUALLY

53. At a general meeting of the Institute, a motion for the appointment of 2 or more persons as directors of the Institute by a single resolution shall not be made, unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.

REMOVAL OF BOARD MEMBERS

54. The Institute may by ordinary resolution of which extended notice has been given in accordance with Section 146 of the Act remove any Board member before the expiration of his or her period of office, notwithstanding anything in these Articles or under any agreement between the Institute and such Board member. Such removal shall be without prejudice to any claim such Board member may have for damages for breach of any contract of service between him or her and the Institute.

PROCEEDINGS OF THE BOARD

55. The Board may meet together for the despatch 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. Five Board members may, and the secretary on the requisition of these Board members shall, at any time, summon a meeting of the Board. If the Board so resolve it shall not be necessary to give notice of a meeting of the Board to any Board member who being resident in the State is for the time being absent from the State.
56. The quorum necessary for the transaction of the business of the Board shall be five.
57. The continuing members of the Board 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 Constitution of the Institute as the necessary quorum of the Board, the continuing member or members of the Board may act for the propose of increasing the members of the Board to that number or of summoning a general meeting of the Institute, but for no other purpose.
58. The Chairperson of the Board shall preside as Chairperson at every meeting of the Board or if he or she is not present within fifteen minutes after the time appointed or has given prior notice of his or her inability to attend, the Members of the Board present shall elect one of their members present to be Chairperson of the meeting.
59. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
60. The Chairperson shall select the committee Chairperson who should be a member of the Institute but not necessarily a Board member.
61. 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 shall have a second or casting vote.
62. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be a member.
63. A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid as if it has been passed at a meeting of the Board duly convened and held.

- 63.1 A meeting of the directors or of a committee established by the directors may consist of a conference between some or all of the directors or, as the case may be, members of the committee 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:-
- 63.1.1 a director or member of the committee 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
- 63.1.2 such a meeting shall be deemed to take place:-
- 63.1.3 where the largest group of those participating in the conference is assembled;
- 63.1.4 if there is no such group, where the chairperson of the meeting then is;
- 63.1.5 if neither subparagraph 63.1.3 or 63.1.4 applies, in such location as the meeting itself decides.

64. Personnel may be appointed by the Board for such term and at such remuneration upon such conditions as the Board may think fit; and any person so appointed may be removed by Board.

SECRETARY

65. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board member and the secretary shall not be satisfied by its being done by or to the same person acting both as a Board member and as, or in place of, the secretary.

THE SEAL

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

ACCOUNTS

67. The Board shall cause proper books of account to be kept relating to: -
- (a) all sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure takes place.
 - (b) all sales and purchases of goods by the Institute; and
 - (c) the assets and liabilities of the Institute.

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 Institute's affairs and to explain its transactions.

68. The books of account shall be kept at the office or, subject to Section 283 of the Act, at such other place as the Board think fit, and shall at all reasonable times be open to the inspection of the Board.
69. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account book or document of the Institute except as conferred by Statute or authorised by the Board or by the Institute in general meeting.

70. The Board shall from time to time in accordance with Part 6, Chapter 4 and Chapter 12 of the Act cause to be prepared and to be laid before the annual general meeting of the Institute 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 Institute.
71. 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 Institute together with a copy of the Board's report and auditor's report shall, not less than 21 days before the date of the annual general meeting, be made available to every person entitled under the provisions of the Act to receive them.

AUDIT

72. Auditors shall be appointed and their duties regulated in accordance with Part 6, Chapter 18, Chapter 19 and Chapter 20 of the Act.

NOTICES

73. A notice may be given by the Institute to any member either personally, electronically or by sending it by post to him or her to his or her registered 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 such letter would be delivered in the ordinary course of post.
74. Notice of every general meeting shall be given in any manner herein before authorised to: -
- (a) every member eligible to vote at general meetings;
 - (b) every person being personal representative or the official Assignee in bankruptcy of a member where the member but for his or her death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the auditor for the time being of the Institute.

No other person shall be entitled to receive notices of general meetings.

INDEMNITY

75. Subject to Section 235 of the Act, members of the Board of the Institute and the Chief Executive Officer shall be indemnified by the Institute against, and it shall be the duty of the members of the Institute out of the funds of the Institute to pay, all costs, losses and expenses which any such person may incur or become liable by reason of any contract entered into or any act or thing done by him or her within the scope of the membership of the Board or his or her employment

COMPANIES ACTS 2014
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
CONSTITUTION (MEMORANDUM OF ASSOCIATION)

-of-

MARKETING INSTITUTE OF IRELAND COMPANY LIMITED BY GUARANTEE

1. The name of the Company (hereinafter called "the Institute") is "MARKETING INSTITUTE OF IRELAND COMPANY LIMITED BY GUARANTEE". The Institute is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
2. The registered office of the Institute will be situated in Ireland.

Principal Objects

3. (1) The Principal Objects for which the Institute is established are: -
 - (a) to promote knowledge of the theory and practice of marketing and of the principles of industrial and commercial management relating thereto; and
 - (b) to commission, carry out and assist in research and studies of the theory and practice of marketing and of the principles of industrial and commercial management relating thereto and to institute, provide and regulate scholarships, grants and awards for the purpose of promoting the study of the same.

Other Objects

- (2) As objects incidental and ancillary to the attainment of the Principal Objects, the Institute shall have the following subsidiary objects:
 - (a) to provide, promote, supervise, arrange for and participate in courses of education, training and instruction, lectures, conferences, seminars, exhibitions and meetings considered desirable for the furtherance of any of the objects of the institute;
 - (b) to promote, engage in, and carry out research in methods and skills of marketing;
 - (c) to promote awareness and knowledge of all aspects and implications of marketing and marketing practice;
 - (d) to establish, form and maintain a library, reading room and collection of books, periodicals, designs, drawings and other materials and things relating to or of interest in connection with marketing;
 - (e) to procure and compile information and statistics calculated to be of use to persons engaged in the profession of marketing and to disseminate such information and statistics in such manner as may be considered expedient;
 - (f) to develop and improve the technical and general competence of persons engaged in or about to engage in the profession of marketing;
 - (g) to establish and maintain a high standard of professional conduct for persons engaged in marketing;

- (h) to publish any journal, book, newspaper, periodical, brochure or circular that may be considered desirable for the furtherance of any of the objects of the Institute;

Powers

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

- (a) to collect funds for and invite, promote and solicit subscriptions donations and bequests on terms that the moneys so collected or raised shall be applied towards the Principal Objects of the Institute;
- (b) to facilitate the interchange by members of the Institute of their views with regards to matters of common interest and to promote the consideration and discussion of all questions affecting the same;
- (c) to provide for the examination from time to time of persons desiring to become qualified in marketing by an examining board, which shall grant appropriate recognition to the successful candidates, and to provide for the registration of the holders of qualifications issued by the Institute;
- (d) to establish, promote or assist in the establishment or promotion of colleges, schools or educational institutions for the purposes of teaching and carrying out research in the theory and practice of marketing and the principles of industrial and commercial management relating thereto;
- (e) to subscribe to and become a member of, and co-operate with any association, whether incorporated or not, and to procure from and communicate to any such association such information as may be likely to forward the Principal Objects of the Institute;
- (f) to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Institute;
- (g) to procure the Institute to be registered or recognised in such part or parts of the world as may seem convenient from time to time;
- (h) to borrow or raise any money that may be required by the Institute upon such terms as may be deemed advisable, and by the issue of bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Institute or by mortgage or charge of all or any part of the property of the Institute;
- (i) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the promotion of its Principal Objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institute;

- (j) to establish for the benefit of members of the Institute and others a placement and career service;
- (k) to establish, maintain, control and manage branches of the Institute in Ireland and elsewhere as may seem expedient, and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches, and when thought fit to dissolve and modify the same;
- (l) to provide offices of the Institute and rooms to be used on such terms as the Institute may think fit for any purpose public or private;
- (n) to establish, undertake, superintend, administer and contribute to any charitable or benevolent fund for the support or assistance of deserving, necessitous or afflicted person who may be or have been engaged in the business or profession of marketing, their widows and children and to contribute to or otherwise assist any charitable or benevolent institutions or undertakings for the benefit or relief of any such persons, and to make grants and donations out of the funds of the Institute to any person who may have been engaged in the said business or profession and are contemplating or conducting or promoting any scheme, proceeding, action or undertaking which may support or protect the interest of marketing;
- (m) to accept any trusts, whether subject to special conditions or not in furtherance of the Principal Objects of the Institute;
- (o) to invest in such ways as shall seem desirable to the Directors any moneys of the Institute not immediately required for the use in connection with its Principal Objects 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 Institute intends to accumulate funds over a period in excess of two years for any purposes.

4. The Liability of the members is limited.

5. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up during the time he is a member or within one year afterwards for the payment of the debts and liabilities of the Institute contracted before the time at which he ceased to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of contributories amongst themselves such amount as may be required not exceeding €2.54.

6. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Institute. Instead such property shall be given or transferred to some other company, association, organisation having objects wholly or in part similar to the objects of this Institute. 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 Institute under or by virtue of Clause 9 hereof. Members of the Institute shall select the relevant institution or institutions 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.
7. True accounts shall be kept of all sums of money received or expended by the Institute, and the manner in respect of which such receipts and expenditure takes place, and of the property, credits and liabilities of the Institute, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Institute shall be examined and the correctness of the balance sheet certified and the balance sheet signed by one or more properly qualified auditor or auditors.

Additions, Alterations or Amendments

8. The Institute 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 Institute 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.

INCOME AND PROPERTY

9. The income and property of the Company shall be applied solely towards the promotion of Principal Object(s) 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. 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:
 - (a) reasonable and proper remuneration to any member or servant of the Company (not being a Director) for any services rendered to the Company;

- (b) 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;
- (c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
- (d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- (e) 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.
- (f) 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).

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

Names, Addresses and Descriptions of
Subscribers.

Leslie V. Whitehead, 7 Greenlands, Sandycroft Road, Dublin, 14. Company Director.
 Mr. W. C. O'Connell 27, Limerick Lane, Roslindale, Dublin, 14. Marketing Consultant
 Charles W. O'Connell 43 Woodland Park, Blackrock, Dublin. Company Director
 William P. O'Connell "Fairymount" Shankill, Dublin. Company Director
 Thomas W. O'Connell 35 Rathfarnham Park, Dublin. Sales Director
 Hugh C. O'Connell 43 Rathdown Drive, Leixlip, Dublin. Marketing Director
 W. Raymond Nichols 21 Langford Lee, Markham, Dublin. Sales Manager
 H. S. Woods "Merlin", Sarah Curran Avenue, Rathfarnham, Dublin. Company Director
 Don W. O'Connell 56 Landscape Rd. Buncrana, Donegal. Company Director
 R. J. O'Connell High Road, Dungannon Road, Horoth, Dublin (H. J. O'Connell)
 Sean H. O'Connell 20 Killybeg Road, N. Cork, Dublin. 7. O'Connell

Dated the 27th day of July 1962

Witness to the above Signatures:—

Stephen J. O'Connell 10 O'Connell Place, Dublin 17.

Peace Commissioner.