

CONSTITUTION

OF

IRISH BEEKEEPERS' ASSOCIATION  
COMPANY LIMITED BY GUARANTEE

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COMPANIES ACT 2014  
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

IRISH BEEKEEPERS' ASSOCIATION  
COMPANY LIMITED BY GUARANTEE

1. The name of the Company is Irish Beekeepers' Association Company Limited by Guarantee.
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main objects for which the Company is established are the promotion of beekeeping in Ireland, the provision of supports for Irish beekeepers, the promotion of Irish honey and Irish honey based products and to increase public awareness of the importance of bees to the environment.
4. The liability of the Members is limited.
5. Every Member of the Company undertakes to contribute to the assets of the Company if the Company is wound up while he or she is a Member or is

wound up within one year after the date on which he or she ceases to be a

Member, for –

- (a) the payment of the debts and liabilities of the Company contracted before he or she ceases to be a Member, and the costs, charges and expenses of winding up; and
- (b) the adjustment of the rights of contributors amongst themselves, such amount as may be required, not exceeding €1.

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#### Income and Property

6. The income and property of the Company shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. 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, officer or servant of the Company (not being a Director) for any services rendered to the Company;
- b) interest at a rate not exceeding 5% 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 attendance to any matter affecting the Company; and
- e) fees, remuneration or other benefit in 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.

#### Winding Up

7. If upon the winding up or dissolution of the Company 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 Company but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main object(s) of the Company and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as imposed on the Company under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable

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ARTICLES OF ASSOCIATION

OF

IRISH BEEKEEPERS' ASSOCIATION COMPANY LIMITED BY GUARANTEE

The following regulations shall apply to the company:

1. The number of members with which the company proposes to be registered is nine.
2. The provisions of the Companies' Act 2014 are adopted save in so far as they are excluded or amended by the within Articles of Association.

Affiliated Association

3. Subject to the provision of Article 4 below, the Directors may in their absolute discretion recognise by means of affiliation any local association of beekeepers. Any association so recognised shall be known as an "Affiliated Association".
4. No local association may be recognised by means of affiliation unless it has no less than five current members who are eligible for Membership of the Company. The Directors may review the affiliation of any Affiliated Association and may in their absolute discretion terminate its affiliation to the Company if the Directors are reasonably satisfied that the association no longer satisfies this requirement.

Membership

5. The members of the Company shall be the subscribers to the Memorandum of Association and such other persons as the Directors in their absolute discretion may admit to Membership of the Company subject always to the Membership rules set out below.
6. All persons who are beekeepers, who wish to become beekeepers or who otherwise have an interest in beekeeping are eligible for membership of the company.
7. The Directors may accept applications for Membership of the Company submitted on behalf of individual beekeepers by an Affiliated Association.

8. Company Members shall be required to pay annual membership fees, the amount of which shall be set by the Directors from year to year and notified to the Members no less than three months before the fees fall due for payment.
9. A person's Membership of the Company shall cease
  - a) On the Member's death
  - b) If the Member fails to pay his / her annual Membership fee as and when it falls due for payment (unless otherwise determined by the Directors in their absolute discretion).
10. The maximum number of persons who may be members of the Company shall be 5,000 (five thousand) subject to the power of the Directors to register an increase in the number of Members.

### **General Meetings**

11. Notice of every general meeting of the Company shall be given to every Member and every Member shall be entitled to attend general meetings. Notice of every general meeting shall be given by the Company Secretary by electronic means (as defined in section 2(1) of the Act) to all members indirectly, via the Local Association Secretary of that member who must forward such notice to the member. Furthermore, such notice will be posted on the Company's appropriate social media. The Company Secretary shall endeavor to issue notice in accordance with the Companies Act 2014 but where every reasonable effort has been made to issue notice but through error or accident a Member or some Members do not receive notice in compliance with the specified timeframe this shall not invalidate the General Meeting or the notice of the same. Members shall not be entitled to one vote per member at General Meetings but shall participate in decision making in the manner set out below.
12. Company Members who are also members of an Affiliated Association shall be entitled to nominate a certain number of Company Members from among their own number of Company Members from that Affiliated Association to vote at a general meeting of the Company in accordance with the provisions set out below.
  - a) If the Affiliated Association has no less than 5 (five) members and no more than nine (9) members who are Company Members then the said Company Members may nominate one (1) Company Member from among their number to vote at a General Meeting.
  - b) If the Affiliated Association has no less than 10 (ten) members and no more than twenty nine (29) members who are Company Members then the said Company Members may nominate two (2) Company Members from among their number to vote at a General Meeting.

- c) If the Affiliated Association has no less than 30 (thirty) members and no more than forty nine (49) members who are Company Members then the said Company Members may nominate three (3) Company Members from among their number to vote at a General Meeting.
- d) If the Affiliated Association has no less than 50 (fifty) members who are Company Members then the said Company Members may nominate four (4) Company Members from among their number to vote at a General Meeting.

Occasionally, Associations may be unable to send their full complement of delegates to a General Meeting and may allocate proxy votes to be cast by nominated delegates. The names of the Company Members (or their proxies) so nominated as delegates to vote must be notified to the Company Secretary by means of email or delivery by written notice to the registered office of the Company to arrive no less than four (4) calendar days before the day of the General Meeting. The said notification shall contain the names and contact details of the Company Members so nominated and the name of the relevant Association. This notification shall also name any delegate or delegates authorised and mandated to cast any proxy vote or votes on behalf of that Association.

The allocation of delegates to associations for voting at General Meetings will be based on the membership list of that Association for the calendar year ending December 31st. preceding the General Meeting. Where an Association affiliates for the first time, they are allocated two (2) delegates for that initial year.

- 13. Company Members who have been nominated in accordance with the provisions set out in Article 12 above shall where a matter is being decided have one vote per nominee.

#### **Election and Rotation of Directors**

- 14. At the first Annual General Meeting of the Company, all the Directors shall retire from office and at the Annual General Meeting in every subsequent year, one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one third, shall retire from office.
- 15. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between members who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. With effect from the 2020 Annual General Meeting the maximum number of Directors shall be nine (9) no matter how appointed. ( delete text referring to 2020 AGM director limits)
- 16. At a General Meeting, retiring Directors shall be eligible for re-election. There can be no uncontested election without any vote whether or not the number of vacant Directorships exceed the number of nominees for election.
- 17. Nominations for election to the Board of Directors must be submitted by Affiliated Association Secretaries and received by the Company Secretary no later than ten (10) days before the date set for the General Meeting except where the Directors accept a late nomination due to any unforeseen circumstances or accidental oversight, but no less than five days before the General Meeting.

18. The Directors may at any time appoint any person to be a Director of the Company to fill a casual vacancy but so that the total number of Directors of the Company shall not at any time exceed the number, if any, provided for in these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.
  
19. If any Director shall be absent from three meetings of the Board of Directors in any calendar year, without apology to the Secretary ( whether physical meetings and/or e-meetings ) that Director shall be deemed to have retired from office as a Director unless the other Directors deem otherwise.