

COMPANIES ACT 2014

FORM OF CONSTITUTION OF COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

THE ASSOCIATION OF CONSULTING ENGINEERS OF IRELAND

MEMORANDUM OF ASSOCIATION

1. The name of the Company (hereinafter called the Association) is “THE ASSOCIATION OF CONSULTING ENGINEERS OF IRELAND.”
2. The Company is a company limited by guarantee, registered under *Part 18 of the Companies Act 2014 (“the Act”)*.
3. The objects for which the Association is established are:
 - (a) To promote the advancement of the profession of consulting engineering by:
 - Encouraging its members to have regard to the public interest particularly in the areas of health and safety in the discharge of their duties;
 - Seeking to ensure that integrity, competence, and quality remain the hallmarks of Association membership and to find ways of encouraging members to uphold these principles;
 - Acting for and protect the interests of practicing Consulting Engineers;
 - Encouraging its members to deliver a quality service to clients;
 - Developing and maintain a Code of Conduct for members;
 - Encouraging its members to carry an appropriate level of Professional Indemnity Insurance;
 - Dealing with complaints against members;
 - Preparing advisory notes on new legislation and regulations affecting engineering and construction;

- Identifying and seeking to influence the course of emerging issues, at local/European and international level that will impact on Members;
 - Preparing and enforcing rules, bylaws and disciplinary procedures for Members that recognise natural justice, the demands of society, the changing and competitive nature of the business environment, and the need for a high standard of professional conduct;
 - Preparing and keeping up-to-date Conditions of Engagement of Consulting Engineers for contracts of all types;
 - Promoting the status of practicing Consulting Engineers by being a voice on their behalf on relevant key issues affecting society;
 - Assisting in the development of engineering education through establishment of interfaces with Universities, Colleges, and other accredited Institutions;
 - Developing a programme of continuous professional development courses and seminars to enable members and their staff to maintain the necessary expertise in the areas of business, current regulations and codes of standards and best practices within the constantly changing professional, business, legal and regulatory environment in which they operate;
 - Ensuring that a strong Irish-based Consulting Engineering profession is developed and strengthened to support the ongoing socio-economic development of the country, including the protection of our heritage and the environment;
 - Influencing public bodies on procurement procedures and the use of Quality Based Selection (QBS) for the procurement of consulting engineering services;
 - Providing international links to other similar organisations through its membership of bodies such as the International Federation of Consulting Engineers / European Federation of Engineering Consultancy Associations (FIDIC / EFCA).
- (b) To associate for consultation and co-operation those engineers who are primarily engaged in practice as consulting engineers in Ireland.
- (c) To watch over, promote and protect the interests and rights of the profession of consulting engineering in Ireland.
- (d) To afford government departments, professional institutions, public bodies, educational and technical institutions, trade associations and other institutions in Ireland, facilities for conferring with and ascertaining the collective views of consulting engineers.
- (e) To assist in the introduction, interpretation, and application of rules of professional duties and conduct.
- (f) To outline the qualifications and duties of a consulting engineer and their proper relations with their clients, and to provide a standard of accepted consulting engineering practice.

- (g) To purchase, lease, hire, occupy or otherwise acquire lands, house, rooms, offices, buildings, wharves, quays or depots, ships, boats, hulks, and other real or personal property, and any right, easement or privilege necessary or convenient for the purpose of carrying out the objects and purposes of the Association, and for the like purpose to engage or dismiss any person or persons.
- (h) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association.
- (i) To sell, manage, lease, mortgage, dispose of, invest or otherwise deal with all or any part of the property of the Association.
- (j) To borrow money with or without security as may be deemed necessary and expedient for carrying out the purposes of the Association.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and debentures and other negotiable and transferable instruments.
- (l) To establish and support, and to aid in the establishment and support of any other association formed for all or any of the objects of the Association if considered desirable by the Association.
- (m) To contribute to any benevolent fund, for the benefit of the members, if considered desirable by the Association.
- (n) To secure mutual support and co-operation among its members.
- (o) At the discretion of the Association to assist, protect and indemnify members who may, on the direction of the Association, help either in carrying out the objects of the Association or in giving effect to its decisions or desires, or who may be injured or prejudiced by reason of their giving effect to any such decision or desire. Provided always that the Association shall not support with its funds any object or endeavor to impose or procure to be observed by its members or others; any regulation, restriction, or condition which, if an object of the Association, would make it a trade union.

(p) To do all such other things as are incidental or the Association may think conducive to the attainment of the above objects or any of them.

(q) To do all such other things as are incidental or the Association may think conducive in order to uphold the Code of Conduct of the Association.

4. The income and property of the Association whensoever derived shall be applied solely to the promotion of the objects of the Association as set out in this Constitution; and no portion of such income or property shall be paid or transferred directly or indirectly by way of dividend, bonus or in any other manner whatsoever by way of profit to any member of the Association.

Provided always that nothing herein shall prevent payment in good faith of remuneration to any member of the Association in return for any services actually rendered to the Association, undertaken by authority of the Executive Committee to promote the objects of the Association, or of reasonable rent for premises demised to the Association, but so that no member of the Association shall be appointed to any office of the Association paid by salary or fees and that no remuneration or benefit in money or monies worth shall be given to any member of the Association except repayment of out of pocket expenses or payment of reasonable rent for premises demised to the Association.

Provided always that the last-mentioned provision shall not apply to any payment to any company, society or association for services rendered to the Association and undertaken on the authority of the Executive Committee.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while they are a member or within one year afterwards for payment of the debts and liabilities of the Association, contracted before he ceases to be a member, and of the costs, charges and expenses of winding up the same and for adjustment of the rights of the contributories among themselves such amount as may be required, not exceeding the amount of the annual subscription of such member for; the year in which the resolution or order for winding-up is passed or made, or the sum of five euro, whichever shall be the less.

COMPANIES ACT 2014
COMPANY NOT LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
THE ASSOCIATION OF CONSULTING ENGINEERS OF IRELAND

The following Regulations shall apply to the company:

1. The optional provisions of the Act (as defined by subsection (2)(a) of section 1177 of the Act) with the exception of section 1197 shall apply to the Company save and so far, as they are excluded or modified by this Constitution and such optional provisions together with the provisions of this Constitution shall constitute the regulations of the Company.
2. In these Articles the following words shall have meanings hereunder assigned to them, if not inconsistent with the subject or context:

Association	The Company
The Act	Companies Act 2014 as extended and amended.
The Articles	The Articles of Association and the Regulations of the Association from time to time in force.
Chartered Engineer	A person authorised by the Institution of Engineers of Ireland (trading as Engineers Ireland) or other approved Chartered Institution to describe themselves as a Chartered Engineer.
ACEI Fellow Professional Consulting Engineer (FConsEI) (refer to Clause 10.1)	A Chartered Engineer, or equivalent, within a relevant field possessing the necessary qualifications to practice in one or more of the various branches of engineering or related professional disciplines and who qualifies for membership of the Association under the Requirements as set out in this constitution.
ACEI Registered Professional Consulting Engineer (RConsEI) (refer to Clause 10.2)	A Chartered Engineer, or equivalent, within a relevant field, employed in a member company

as a consulting engineer or scientist, possessing the necessary qualifications to practice in one or more of the various branches of engineering, who practices in engineering matters or the design of engineering works or the supervision or management of the construction of engineering works and who qualifies for membership of the Association under the requirements as set out in this Constitution.

Director

A director of a Company (by which is meant a Company incorporated under the provisions of the Acts)

Partner

A candidate who is a Partner in a Partnership and who owns a portion of the Partnership.

Manager

A person with decision making authority within the organisation

ACEI Member Company (MConsEI)

A Member Company of the Association shall meet the requirements to qualify for membership of the Association as set out in this Constitution and shall be one of the following:

(a) An ACEI registered Fellow Professional Consulting Engineer who has set up an office and works as a sole practitioner;

(b) A professional firm where at least one of the partners, directors or shareholders with voting rights qualify as ACEI registered Professional Consulting Engineers (FConsEI or RConsEI) without any other interests such as would tend to influence the firm in its independent engineering professional judgment

(c) An Engineering Consultancy, in which ACEI registered Professional Consulting Engineers (FConsEI or RConsEI) have control of the Consultancy's affairs.

The Association

The Association of Consulting Engineers of Ireland.

**ACEI Corporate Affiliate Member
(refer to Clause 13)**

A Corporate Affiliate Member Company shall be the following:

Any engineering related professional Company which does not fulfil the requirements for full

membership, but which has an interest in the consulting engineering industry_which is aligned with the interests of the Association as determined by the Executive Committee in their sole discretion.

The Board of Directors

The directors of the Association, being the members for the time being of the Board hereby constituted.

The President

Chairperson

The Director General

Appointed by the Executive Committee on behalf of members to manage and run the company on their behalf.

The Presidential Team

The Executive Presidential Team for the time being of the Association. Team members comprise include the President, first and second Vice-Presidents, Honorary Secretary, Honorary Treasurer, first Past President, Company Secretary and Director General

The Executive Committee

The Executive Committee for the time being of the Association.

The Company Secretary

The Director General, Honorary Secretary, or any other candidate appointed by the Board to perform the duties of the Company Secretary of the Association.

The Treasurer

The Honorary Treasurer or any other candidate appointed by the Board to perform the duties of the Treasurer of the Association.

The Office

The Registered Office for the time being of the Association.

The Seal

The Common Seal of the Association.

Month

Calendar month.

Code of Conduct

The Code of Conduct of the Association which may be amended or altered by the Executive Committee from time to time subject to such changes being agreed by members at a General Meeting.

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

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

MEMBERSHIP

3. For the purpose of registration, the number of Member Companies of the Association was declared not to exceed 300 but the Executive Committee may from time to time register an increase of members. Every Member Company shall have a registered address which the Member Company shall notify to the Honorary Secretary when acknowledging election to membership of the Association. The Honorary Secretary shall keep a record of this address and a designated email address in the Register of Members and unless notified by a Fellow of the Member Company concerned as to any change shall address all communications to the Member Company at that registered address.
4. The provisions of Section 169 of the Act shall be observed by the Association.
5. The Member Companies who were at the date of the adoption of the Articles on the register of Members of the Association shall be registered as Member Companies of the Association if deemed eligible by the Executive Committee. Such other organisations that qualify for membership in accordance with this Constitution, and if deemed eligible by the Executive Committee, shall be Members of the Association. The Executive Committee shall from time to time admit others to membership who qualify for membership in accordance with this Constitution and if deemed eligible by the Executive Committee provided that no valid objection in writing to said membership by an existing Member Company is received.
6. The privileges of membership shall not be transferable or transmittable.

QUALIFICATION FOR MEMBERSHIP

7. A sole trader, firm, partnership, or Engineering Consultancy Company seeking membership of the Association shall be an organisation that:
- (i) Is primarily engaged in the business of offering impartial technology-based intellectual and design services for the development of the built, and natural environment, to clients for a fee, and
 - (ii) Is managed and has its operating policies determined by people whose professional qualifications, experience and conduct are in keeping with the requirements of the Constitution and Code of Conduct of the ACEI, and
 - (iii) Has a good professional reputation and ethical standards, and
 - (iv) Is controlled and/or managed by persons who are Registered Professional Consulting Engineers (FConsEI or RConsEI) of the Association in an existing ACEI Company, and
 - (v) Is not in substance owned by the State or a similar public body, and
 - (vi) Is not in substance the Design Department of a development, manufacturing or contracting Company as would influence its independent professional judgement, or
 - (vii) Is resident on the island of Ireland and is conducting business on the island of Ireland, and
 - (viii) In the opinion of the Executive Committee, has appropriate persons with knowledge and experience in the field of consulting engineering or related professions to furnish impartial and competent advice to clients, and
 - (ix) Undertakes to maintain appropriate professional indemnity insurance cover, and
 - (x) Undertakes to abide by the Constitution of the Company for the time being in force or as they may thereafter be extended or amended, and to pay the annual subscription, and
 - (xi) Operates as a financially independent entity, free from subsidies or preferences, and

- (xii) Submits a statement annually confirming that the Member Company continues to satisfy the membership requirements set out in therein.

ELECTION OF MEMBERS

- 8. Every Organisation or person desirous of becoming a Member Company shall make an application in writing according to such form as shall be approved by the Executive Committee from time to time. Such an application shall be supported by a Proposer and a Secunder, each of whom shall be registered as a Fellow of the Association (FConsEI).

The completed application form shall be sent to the Honorary Secretary and be submitted to the Executive Committee, which will then examine the qualification for membership and may elect to interview the FConsEI representative in the company. A company found eligible for membership of the Association shall be nominated for membership by the Executive Committee.

- 9. The Honorary Secretary shall inform a Member Company on its election and on receipt by the Secretary of the appropriate entry fee and membership subscription, the Member Company's name shall be added to the Register of Members

ACEI REGISTERED PROFESSIONAL TITLES

- 10. The Registered Professional Titles of ACEI are: Fellow Professional Consulting Engineer (FConsEI) and Registered Professional Consulting Engineer (RConsEI)

(10.1) ACEI Fellow (FConsEI)

A candidate seeking registration as an ACEI Fellow (FConsEI):

(i) Shall hold a third level qualification and

(ii) Shall be a Chartered Engineer or possess a professional title equivalent to that of a Chartered Engineer, from a professional body within their professional discipline as approved by the Association, and

(iii) Shall have not less than seven years' professional experience as approved by the Association, and

(iv) Shall be a partner or director or managing at a level of responsibility where they are reporting to the owners in a Consulting Engineering organisation that is an ACEI member firm, and

(v) Shall be engaged wholly or mainly in practice as a Consulting Engineer either individually or as a Partner or Director or in an equivalent professional capacity as a Partner or Director or in control of the management decisions in a Consulting Engineering organisation, and

(vi) Shall be directly responsible for dealing with clients and committing the firm to consultancy or other financial agreements

10.2 ACEI Professional Consulting Engineer: (RConsEI)

A candidate seeking registration as an ACEI Professional Consulting Engineer (RConsEI):

(i) Shall hold a third level professional qualification, and

(ii) Shall be a Chartered Engineer, or possess a professional title equivalent to that of a Chartered Engineer, from a professional body within their professional discipline as approved by the Association, and

(iii) Shall be employed in an ACEI Member Company exercising a management role as a consulting engineer and,

(iv) Shall have not less than four years' professional engineering experience as approved by the Association, and

(v) Shall have completed an ACEI approved Business Course.

11. (i) Every individual, firm, or company desirous of becoming registered as an ACEI Member Company or in the ACEI Registers for Professional Titles shall make an application in writing according to such forms as shall be approved by the Executive Committee members from time to time. Such application shall be supported by a Proposer and a Secunder, each of whom shall be registered as a Fellow of the Association (FConsEI).
- (ii) Following review by the Executive Committee and approval of the application by the Executive Committee, registration of the candidate on the appropriate ACEI Register will take effect upon receipt of the appropriate registration fee and subscription payment.
- (iii) The following and no other abbreviations may be used to signify ACEI membership Registration:
- | | | |
|----|--------------------------------|---------|
| a. | Company Member | MConsEI |
| b. | Fellow of the Association | FConsEI |
| c. | Registered Consulting Engineer | RConsEI |

12. Each Member Company shall nominate individuals who shall be its representatives within the Association. To be eligible to be a representative, a candidate shall be an ACEI Fellow.

The number of representatives that may be nominated shall be fixed in accordance with a ratio based on the size of the firm as set out in clause 33 of this constitution.

Where a representative leaves a Member organisation, the Association shall be notified forthwith.

OTHER CATEGORIES OF MEMBERSHIP

13. Corporate Affiliate Membership

Corporate Affiliate Membership is open to any engineering related professional company that do not fulfil the requirements for full membership, but who in the view of the Executive Committee:

- which has an interest in the consulting engineering industry.
- supports the ACEI's objectives and agrees to abide by the ACEI Code of Conduct.

Direct Benefits for Affiliate companies include inter alia:

- Receive an Annual ACEI Certificate of membership.
- The right to use the designation 'ACEI Corporate Affiliate Member' on stationery, with the ACEI / EFCA / FIDIC logos, thus enhancing the status of an organisation in the consulting engineering sphere.
- Eligibility to participate in ACEI sub-committees task force groups in areas of expertise and interest.
- Advance notice of new or revised ACEI / FIDIC publications including contracts and the opportunity to purchase copies at members' rates.
- Advance notice of ACEI CPD Training Courses and the opportunity to avail of member rates.

ELECTION OF HONORARY ACEI REGISTERED PROFESSIONAL CONSULTING ENGINEER

14. At any General Meeting of the Association the Executive Committee may recommend for election as an Honorary ACEI Professional Consulting Engineer any candidate or candidates who by reason of their public status or professional experience appears to the Association to have made a conspicuous contribution towards the advancement of the objects of the Association for such period as it may decide as an honorary member without subscription. An Honorary ACEI Professional Consulting Engineer shall be entitled to notice of and to attend the Annual General Meeting to take part in discussions thereat but shall not be entitled to be elected a member of the Executive Committee or as a President of the Association.

RETIRED ACEI FELLOW PROFESSIONAL CONSULTING ENGINEERS

15. (i) The Association shall keep a Retired Register being a Register in which are entered the names of those candidates referred to in (b) which register shall be open to inspection upon reasonable notice by those candidates and by any Member.
- (ii) Any Candidate who has been an ACEI Fellow Professional Consulting Engineer and is no longer practicing as a Consulting Engineer may apply to have their name entered into the Retired Register. The amount of any subscription payable upon such an election and from time to time thereafter shall be decided by the Executive Committee.
- (iii) Each candidate in the Retired Register shall be entitled to notice of and to attend all General Meetings and to take part in discussions thereat but he shall not vote on any question, nor shall they have any other privilege attaching to registration, except that they may receive such communications regarding the Association as decided by the Executive Committee.

SUBSCRIPTION OF MEMBERS

16. (i) Each Member Company of the Association shall pay an annual subscription which shall be payable in full, or by first instalment, on or before the thirty-first day of January of each year or in the case of new members no more than 30 days after their approval by the Executive Committee.
- (ii) The annual subscription shall be such sum as the Executive Committee shall decide. any variations to the subscription level must be approved by a majority of the Executive Committee and will pertain to following subscription year. 30 days' notice of the changes shall be provided to membership.
- (iii) If the subscription of any Member Company remains unpaid for three months after it is due, the Honorary Secretary shall make application in writing to obtain it. In the event of its remaining unpaid for a further two months from the date of such application by the Honorary Secretary, the Executive Committee may, if the subscription be still unpaid, remove such Member's name from the Register, and the Member Company shall thereupon cease to be Member Company. No Member Company whose subscription is unpaid shall be entitled to attend or vote at General Meetings of the Association.

CESSATION OF MEMBERSHIP

17. Any Member Company may withdraw from membership at the end of the calendar year by giving three months' notice in writing to the Honorary Secretary, but companies and individual Fellow of the Association will remain liable to pay any subscriptions due.
18. A Member Company shall cease to be a Member Company of the Association in any of the following cases:
 - i) If the Member Company resigns membership by Notice in writing to the Association.
 - ii) If the Member Company goes into liquidation or a Receiver is appointed or if the Partners are declared bankrupt if a Partnership or if a Member is declared bankrupt.
 - iii) If the Member Company is convicted of an indictable offence, under the Companies Act or other relevant legal provisions.
 - iv) If the Member Company's name be removed from the Register for failure to pay its subscription.
 - v) If the Member Company ceases to be qualified under these Articles.
 - vi) If the organisation undergoes changes in name, ownership, or management control or any significant changes in the structure of the organisation, such as to make it ineligible for membership.
19. The Executive Committee shall have the power by resolution to expel from membership of the Association any Member Company who in the opinion of the Executive Committee shall have committed a breach of the provisions of the Articles, or the Code of Conduct, or shall

have been guilty of such conduct as shall have rendered the member unfit to continue to be a member of the Association. No such Resolution shall be passed, unless the Member Company concerned shall have been given a proper opportunity of submitting for the consideration of the Executive Committee any statement or explanation in writing which they may desire, and of attending and being heard by the Executive Committee at the meeting at which the actions or conduct of the Member Company are to be under consideration.

20. Removal from Association Register of ACEI Fellows and Registered Professional Consulting Engineers

The Executive Committee shall have power by Resolution to remove from the registers of ACEI Fellow or Registered Professional Consulting Engineers any person, who in the opinion of the Executive Committee, shall have committed a breach of the provisions of the Memorandum of Association, the Constitution, or any Code of Conducts or shall have been guilty of such conduct as shall have rendered themselves unfit to continue to be registered as an ACEI Fellow or Registered Professional Consulting Engineer. No such Resolution shall be passed, unless the candidate concerned shall have been given a proper opportunity of submitting for the consideration of the Executive Committee any statement or explanation in writing which they may desire, and of attending and being heard by the Executive Committee at the meeting at which their actions or conduct are to be under consideration.

ANNUAL GENERAL MEETINGS

21. (i) Due notification of General Meetings shall be sent to all eligible Members according to regulations agreed from time to time by the Executive.
- (ii) Voting in relation to changes in the Constitution put to members by Special Resolution must be passed by not less than three fourths of the votes cast.
- (iii) Members whose subscriptions have not been paid will not be entitled to vote in accordance with Section 1206(6) of the Act.
- (iv) Attendance at General Meetings of the Association: Retired ACEI Professional Consulting Engineers, Honorary ACEI Professional Consulting Engineers, the appointed representatives of Member Companies, ACEI Registered Professional Consulting Engineers, may attend the General Meetings of the Association and may speak on any motion being considered by such meetings.

- (vi) At General Meetings of the Association only the appointed representatives of Member Companies shall have the right to:
 - a. Vote in an election, referendum or ballot conducted by the Association
 - b. Nominate or be nominated for an elective office of the Association
 - c. Vote in relation to changes in the Constitution

- 22. AGM (Annual General Meeting) and EGMs of the Association:
 - (a) The Annual General Meeting shall be held at such date and time as the Executive Committee may decide.

 - (b) Extraordinary General Meetings shall be convened at any time by the directors of the Company, on the requisition of one or more members holding, or together holding, at the date of deposit of the requisition, not less than 10 per cent of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the company, forthwith proceed duly to convene an extraordinary general meeting of the Company.

- 23. Section 182(2) of the Act in relation to the presence of a quorum at a general meeting shall apply to the Company as if it read 12 member representatives instead of 2 and section 182 (5) shall apply to the Company as if it read 30 minutes instead of 15 minutes.

- 24. Sections 187 (2) and (3) of the Act in relation to the presence of a Chairperson at a General Meeting shall apply to the Company as if it read 10 minutes instead of 15 minutes.

- 25. The President of the Association shall preside as Chairperson of every meeting. If at any meeting they shall not be present or unwilling to preside, the Vice-President shall preside as Chairperson, or failing them, the members present shall choose a member of the Executive Committee present to preside as Chairperson of the meeting.

- 26. Each member firm shall nominate individuals who shall be its representatives within the Association. To be eligible to be a representative, a person must be an ACEI Registered Fellow Consulting Professional Engineer (FConsEI).

The number of representatives that may be nominated shall be fixed in accordance with the following ratios which are based on the number of staff in Ireland registered by the member firm (including ACEI Fellow Professional Consulting Engineers).

Staff Numbers	No. of Representatives
Up to 10	2
From 11 – 40	4
41 – 60	6
60-80+	8
80+	10

27. Section 1204 of the Act shall be applied such that only those members who are entitled to receive notice of general meeting shall be given same.
28. The signature for any notice of any meeting of the Company may be written or printed.
29. The provision of notice of general meetings shall be permitted via electronic means and furthermore the provisions of subsection (5) of section 218 of the Act shall apply to the Company.

DIRECTORS

30. The members of the Presidential Team shall be appointed as the Board of Directors for the Association.
31. The Board shall meet not less than four times in its term of office.
32. Meetings shall be arranged by the Company Secretary on the instruction of the President or the requisition in writing of a majority of the Board. If the directors resolve, it shall not be necessary to give notice of a meeting of directors to any director who being resident in the State is for the time being absent from the State.
33. The President shall preside as Chairperson. In their absence either Vice-President shall act as Chair.
34. The quorum for the meeting shall be three directors which can include remote participation through telephone conference or other electronic means.
35. The Directors shall have responsibility for overseeing the financial structures and accountability. They will be responsible for ensuring that the Association maintains

appropriate accounts and that accounting records are kept in the Association Company offices in accordance with Section 283 of the Companies Act, 2014.

36. The Directors shall ensure that Auditors shall be appointed, and their duties regulated in accordance with Part 6 of the Companies Act, 2014. A copy of the Annual audited accounts shall be kept in the Association offices and made available to the Revenue Commissioners on request.
37. The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability, or obligation of the company or of any third party.
38. For the purposes of section 161 (1) of the Act, the signature of an alternate director shall suffice in lieu of the signature of the Director appointing him and section 165 (3) of the Act shall apply with the addition of the signing and affixing of the company seal.
39. The office of a Director shall be vacated if:
 - (i) they make any arrangement or composition with their creditors generally,
 - (ii) they are convicted of an offence other than an offence under the Road Traffic Act, 1961 or any Act amending same (unless the directors otherwise determine), together with the provisions of section 148 of the Act.
40. In the case of a resolution to remove a Director in accordance with section 146 of the Act or to appoint somebody instead of the Director so removed at the meeting at which they are removed, and where it is not practicable that the company give its members notice of any such resolution at the same time and in the same manner as it gives notice of that meeting, the company may give notice of such resolution in any manner which the directors may decide on and section 146 shall be modified accordingly.
41. In addition to the provisions of section 161 (6) of the Act, the following provisions shall be applicable to the company in relation to a meeting of the directors or of a committee of directors, at the commencement of the meeting each Director must acknowledge their presence and that they accept that the conversation shall be deemed to be a meeting of the Directors and a Director may not cease to take part in the meeting by disconnecting their telephone or other means of communication unless they have previously obtained the consent of the Chairman of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless they have previously obtained the express consent of the Chairman of the meeting to leave the meeting as aforesaid.
42. Every director, managing director, agent, secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by them in defending any proceedings, whether civil or criminal, in relation to their acts while

acting in such office, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court.

43. For the purposes of section 228 (1)(d) of the Act, the reasonable personal use by a director of any property, information or opportunities of the company made available for use by the director in connection with the business or affairs of the Company shall be permitted, subject to any restrictions imposed by the Company under contract or otherwise.

EXECUTIVE COMMITTEE

44. The Executive Committee shall comprise the following members' representatives who shall be elected at the Annual General Meeting in each year as follows:

- (a) The President
- (b) Two Vice-Presidents
- (c) The Honorary Secretary
- (d) The Honorary Treasurer
- (e) Six Ordinary Members

The outgoing President shall be an ex-officio member of the Presidential Team and Executive Committee for the year following their term of office.

The Executive Committee shall have the power of:

- (i) co-opting such member representative(s) as it considers fit in any year
- (ii) appointment of 1 representative from the RConsEI register, and
- (iii) appointing up to a maximum of 2 representatives from the Corporate Affiliate members register

45. A Member Representative shall not be entitled to hold office as President for more than two successive years.

46. Ordinary members may serve on the Executive for not more than four consecutive years. Where deemed necessary to maintain the integrity and corporate knowledge of the Executive Committee, the committee may decide to extend this period to 5 years.

47. Subject to the above provisions, two Ordinary Members in each year shall be ineligible for re-election to the Executive Committee. Where all current Ordinary Members are interested and eligible to stand for election, the two longest serving candidates will not be eligible to be elected. Where these two representatives have served continuously for equal periods, eligibility for election will be determined by lot (unless they otherwise agree amongst themselves).
48. Candidates for election to the Executive Committee shall be nominated by at least two Fellow members of the Association. Nominations shall be in writing and must be received by the Honorary Secretary at least seven days before the Annual General Meeting.
49. A quorum for the Executive Committee meeting shall be 6 members, at least 2 of which must be a member of the Board of Directors.

COMPANY SEAL

50. The company may have for use in any place abroad an official seal which shall resemble the common seal of the company with the addition on its face of the name of every place abroad where it is to be used.

RULES OF PROFESSIONAL CONDUCT

51. Members shall uphold the Code of Conduct of the Association.
52. While the Association remains a Member of FIDIC, a member operating in a country where there is a member Association of FIDIC, should order their conduct according to the rules and standards of that Association. Where no such member association exists, a member shall comply with the Standards of Professional Conduct as laid down by FIDIC.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this constitution, and we agree to take the number of shares in the capital of the company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers

JAMES CORMAC COSTELLO, 81 Leeson Park, Dublin. Consulting Engineer. PATRICK JOSEPH McCARTHY, 26 Lower Leeson Street, Dublin. Consulting Engineer. CHARLES GERARD McNAMARA, "St. Jude's," Silchester Road, Glenageary, Co. Dublin. Consulting Engineer. JOHN KING MACONCHY, Hillside, Carrickmines, and 63 Lower Baggot Street, Dublin. Consulting Engineer. EOIN MICHAEL PATRICK KENNY, 53 Northumberland Road, Dublin. Consulting Engineer. THOMAS JOSEPH O'CONNOR, Dunmanus, 20 Merton Road, Dublin. Consulting Engineer. NICHOLAS O'DWYER, 6 Burlington Road, Dublin. Consulting Engineer.

Signatures in writing of the above subscribers, attested by witness as provided for below; or authentication in the manner referred to in section 888.

Dated the 26th day of March 1957

Witness to the above signatures: R.A French

Solicitor

52 Dame Street

Dublin 2