

Company Limited by Guarantee and not having a Share Capital

Memorandum  
And  
Articles of Association  
Of

**IRISH ROAD HAULAGE ASSOCIATION**

**COMPANIES ACTS 1963 to 2006**

**COMPANY LIMITED BY GAURANTEE AND NOT HAVING A SHARE  
CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**-of-**

**IRISH ROAD HAULAGE ASSOCIATION**

1. The name of the Company is IRISH ROAD HAULAGE ASSOCIATION.
2. The objects for which the Company is established are:-
  - a) To organise, represent and protect the Road Transport Industry and the business of Road Hauliers in the State or Abroad.
  - b) To examine, Study, investigate, consider and report on all matters affecting Road Transport and Haulage and any persons or firm interested therein or associated therewith and to collect and distribute information statistics, opinions and reports thereon.
  - c) To apply for, promote and obtain any Act of the Oireachtas, Act of Parliament, Charter, privilege, concession, licence or authorisation of any Government, State, or Municipality, Provincial Order or Licence of any Government Department or other Authority for enabling the Association to carry any of its objects into effect or for extending any of the powers of the Association, or for effecting any modification of the constitution of the Association or for any other purposes which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Association or of the business of Road Transport Shipping and Haulage or of any Association, Society Club, Committee, body or person interested therein or associated therewith.
  - d) To act as a nominating Body for Seanad Eireann or any other National or Local Authority.
  - e) To act as Secretaries, managers and registrars and to provide services of any sort whatsoever for any Association, Society, Club, Committee, Body or person interested in or associated with the Business of Road Transport, Shipping and Haulage.
  - f) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

- (g) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (h) To undertake and execute any trust which may lawfully be undertaken by the Association and may be conducive to its objects.
- (i) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (j) To invest the monies of the Association not immediately required for its purpose in or upon such investments, securities, or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject as hereinafter provided.
- (k) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects, provided that any such Company or organisation prohibits the distribution of its income and property among its members to an extent at least as great as that which is imposed on the Company by virtue of Clause 3 of this Memorandum.
- (l) To pay out of the Funds of the Association all expenses which the Association may lawfully pay with respect to the formation and registration of the Association.
- (m) Subject to Clause 3 of this Memorandum to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-annuation funds for the benefit of and give or procure the giving of donations, gratuities pensions allowances or emoluments to any persons who are or were at any time in the employment or service of the Association or to the dependants of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and wellbeing of the Association and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid.
- (n) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them provided that:-
  - 1) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
  - 2) The Association shall not support with its funds any object, or endeavour to impose on 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.

- 3) In case the Association shall take or hold any property subject to the jurisdiction of the Commissioners for Charitable Donations and Bequests the Association shall not sell, mortgage charge or lease the same without such authority approval or consent as may be required by law, and as regard any such property the Council of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects, and defaults and for the due administration of such property in the same manner and to the same extent as they would if such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the High Court, the Commissioners for Charitable Donations and Bequests over such Council but they shall as regards any such property by subject jointly and separately to such control or authority as if the Association were not incorporated. The income and property of the association whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise however by way of profit, to the members of the Association. Provided that nothing herein shall prevent the payment in good faith, or reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding five per cent per annum, on money lent or reasonable and proper rent for premises demised or let by any member to the Association but so that not member of the Council shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be give by the Association to any member of the Council or Committee or sub-committee of the Council, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association, provided that the provision last aforesaid shall not apply to any payment to any Company of which a Member of the Council or Committee or subcommittee of the Council may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.
- 4) No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister for Enterprise, Trade and Employment.

- 5) The third and eighth paragraphs of this Memorandum contain conditions to which a licence granted by the Minister for Enterprise, Trade and Employment to the Association in pursuance of Section 88 of the Company Law Enforcement Act, 2001 is subject.
- 6) The liability of the members is limited.
- 7) Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a Member or within one year after he ceases to be a Member, for the payment of debts and liabilities of the Association contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves such amount as may be required but not exceeding whatever rate of Subscriptions is applicable to him in the year of winding up in accordance with the status of his or their Membership.
- 8) If upon the winding up or dissolution of the Association 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 Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to the extent at least as great as is imposed on the Association under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

Patrick M. Bailey,  
Scarke House,  
New Ross,  
Co. Wexford

Frank Kilkenny  
Lahinch,  
Co. Clare

Transport Manager

Licensed Carrier

Robert S. Dix,  
St. Margaret's Park,  
Malahide,  
Co. Dublin.

Patrick Murrphy,  
Feenagh,  
Co. Limerick,

Licensed Carrier.

Licensed Carrier

Timothy D. Dooley,  
13, Summerhill South,  
Cork.

Sean J. McQuaid,  
Rathdevine,  
Boyle  
Co. Roscommon  
Licensed Carrier

Licensed Haulier

Matthew Byrne,  
Blanchfield Park,  
Kilkenny.

J. Mulcahy  
Upper Cork Street,  
Mitchelstown,  
Co. Cork

Licensed Carrier

Licensed Carrier

Dated this 28<sup>th</sup> day of May 1973

Witness to the above Signatures:

John J. Walker  
31, Westmoreland Street  
Dublin  
Solicitor

**COMPANIES ACTS, 1963 to 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL**

**ARTICLES OF ASSOCIATION**

**-of-**

**IRISH ROAD HAULAGE ASSOCIATION**

**DEFINITIONS**

1. In these presents the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column if not inconsistent with the subject or context:-

<b>Words</b>	<b>Meanings</b>
The Act	The Companies Acts 1963 to 2006 as amended or substituted from time to time.
These Presents	These Articles of Association and the Regulations of the Association from time to time in force
The Association	The above named Association
The Disciplinary Procedure	Such procedure as may be in force from time to time and as adopted by resolution of the Council.
Authorised Representative	A person, qualified as herein provided, authorised by a Body Corporate which is a licensed member of the Association as defined by Article 4(a) hereof to represent it as general meetings of the Association. To qualify a an Authorised Representative, the person so chosen must be either a shareholding director of, or hold a position in, the Body Corporate which is not less in status that that of transport manager

Regional Division	A Regional Division established by the Council pursuant to Article 43
County Branch	A County Branch established by Council pursuant to Article 44
The Office	The Registered Office of the Association
The Seal	The Common Seal of the Association
Month	Calendar Month
Secretary	Any person appointed to perform the duties of the Secretary of the Company
Licence	A National Road Haulage Operator's Licence and/or an International Road Haulage Operator's Licence granted under the Road Traffic and Transport Act, 2006 by the Minister for Transport and the Marine or such Statutory Body as may stand appointed from time to time, charged with the responsibility for issuing Road Haulage Operator's Licences pursuant to the said Road Traffic and Transport Act, 2006 as amended or substituted from time to time.

## **MEMBERSHIP**

2. The number of members with which the Association proposes to be registered is unlimited
3. The Subscribers to the Memorandum of Association and such other members as the Council shall admit to membership shall be members of the Company
4. There shall be the following classes of Members:-
  - a) Licensed Members:

Persons or Corporate Bodies licensed as Hauliers to ply for Hire and Reward, by the Department of Transport and Marine or whichever Statutory Body at the time is appointed with the responsibility for issuing Road Freight Carriers Licences pursuant of the various Road Transport and Traffic Acts. Any Members so elected, and whose Licence falls due for renewal during their period of Membership, may be allowed to retain their Membership for a period of 6 months provided their subscription payment is valid.

If after a period of 6 months the Haulier has not been issued with a new Licence, Membership of the Association will lapse. Council shall have the authority at its discretion to extend this period.

b) Associate Members:

Associates, Associations, Organisations or Groups whose purpose and objects are similar to or complementary to the objects of the Association and who are admitted to Membership. Such Associates, Associations, Organisations or Groups (who by law are not required to hold a Road Freight Carriers Licence) admitted to Membership shall have no voting rights.

Associate Members shall not be eligible to hold office in the Association nor to be elected Members of Council or Executive nor to hold office in nor represent a Regional Division nor Country Branch of the Association.

Any Association, Organisation or Group seeking admission shall, on applying for Membership, provide details of the names and addresses of the Members of their particular grouping.

c) Honorary Members:

d) Notwithstanding Sub-Clauses (a) and (b) hereof relating to Membership, Council and/or Executive shall have the authority to offer, subject to the next succeeding paragraph, Honorary Membership to such person/persons who in the considered opinion of Council or Executive shall have served the Association with distinction and are worthy of such honour.

The appointment of such person or persons to Honorary Membership shall have to be ratified by the Association at an Annual General Meeting. The number of Honorary Members so elected in any one year shall not exceed one.

5. Every Application for Membership shall be in writing and in such form and shall contain such particulars as the Council may from time to time determine. The Council at its discretion elect or reject any person or Body Corporate applying for membership

## **SUBSCRIPTIONS**

6. The Annual Subscriptions payable by Members of the Association shall be such amount as shall be decided by Council from time to time.
7. The First Annual Subscription shall be payable on election and all subsequent annual subscriptions shall be payable in advance on the First day of January in each succeeding year. A Member shall not be entitled to any of the rights or privileges of membership while his subscription or any part thereof is in arrear. No member shall be entitled to vote at any General Meeting of the Association unless his annual subscription for that year and all arrears of subscriptions (if any) due by him shall

have been paid not later than 14 (fourteen) calendar days prior to the date fixed for such meeting

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### **DISCIPLINE OF MEMBERS**

Members of the Association shall act at all times in compliance with these Articles of Association and the Regulations of the Association from time to time in force and with due regard to the rights of other members and the interests of the Association.

Members shall refrain from conduct which may be injurious to the character, interests and good name of the Association or which may adversely affect the operation of Association business.

While self discipline will be expected and encouraged, the failure or alleged failure to meet the standards expected of Members and as set out in sub paragraph 1 and 2 may result in an investigation by the Council into the Member's conduct. The conduct of such investigation will be set out in a Disciplinary Procedure and may result in the imposition of sanctions by the Council of, up to or including oral and written cautions as to future conduct, suspension of Membership and/or termination of Membership and expulsion of the Member from the Association.

A Member shall not be entitled to the rights or privileges of membership while suspended.

### **CESSATION OF MEMBERSHIP**

8. A Member wishing to retire from the Association shall notify the Secretary in writing but shall remain liable for his subscription for the then current year.
9. A Member who has been adjudicated bankrupt or who being a corporation which goes into liquidation shall cease to be a Member provided that it shall be in the discretion of the Council to reinstate him as a Member if it shall think fit.
10. The Council may cancel the membership of any member such subscription remains unpaid for more than three months after it shall have become due provided that it shall be in the discretion of the Council to reinstate him as a member if the Council shall think fit.
11. The membership of a Member may be terminated pursuant to the Disciplinary Procedure.

### **PRIVILEGES OF MEMBERSHIP**

12. All Licensed Members as defined by Article 4(a) and all Honorary Members as defined by Article 4(c) shall be entitled to:
  - a) Receive free of charge a copy of the Association's Annual Report together with all supplements, its fixture booklet and progress reports.

- b) Receive notice of and to attend and vote at all General Meetings of the Association subject to the provisions of these presents. These privileges shall not extend to other categories of membership.
13. The Association shall hold a General Meeting in every Calendar year as its Annual General Meeting at such time and place in the State as may be determined by the Council and shall specify the meetings as such in notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding such meeting, and that so long as the Association holds its First Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year. Notice of any resolution or nomination to be proposed at the Annual General Meeting shall be deposited with the Secretary at least four weeks before the meeting and the Council shall as required by the provisions of Section 142 of the Act give notice of any such resolution.
14. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
15. Council may call an Extraordinary General Meeting of the Association whenever it considers such course necessary. Upon receipt of a requisition in writing from ten Licensed Members of the Association entitled to vote at General Meetings, Council shall call an Extraordinary General Meeting to consider such matters as shall be stated in such requisition. Council shall also call an Extraordinary General Meeting whenever so required pursuant to Section 132 of the Act.
16. Twenty one days notice at least of any General Meeting specifying the place the day and hour of the meeting and in the case of special business the general nature of the business to be transacted shall be given to such persons (including the auditors) as are under these presents or under the Act entitled to receive such notices from the Association.
17. The accidental omission to give notice of a meeting or to send any voting or ballot papers or other document to or the non-receipt of such notice, voting or ballot paper or other document by any person entitled to receive such notice or document shall not invalidate any resolution passed or proceeding had at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

18. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at the Annual General Meeting shall be deemed special with the exception of the consideration of the accounts and balance sheet, and the reports of the Council and Auditor, the election or announcement of the election of the Officers of the Association and the members of the Council and the appointment and fixing of the remuneration of the Auditors.

19. At all General Meetings the Chair shall be taken by the President and in his absence by the Vice-President. If neither the President nor the Vice-President shall be present within fifteen minutes after the time appointment for holding the meeting or shall be unwilling to act as Chairman the members present shall choose some one of their number to take the Chair.
20. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business and for all purposes the quorum shall be twenty members personally present and entitled to vote. If within half 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 such day and such place as may be appointed by the Chairman. At any such adjourned meeting the members present and entitled to vote whatever their number shall have power to decide upon the matters which could properly have been disposed of at the meeting from which the adjournment took place.
21. The Chairman may with the consent of the meeting adjourn any General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
22. At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman or by at least five Members present in person or by proxy and having the right to vote or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the persons having the right to vote at the meeting and unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive and an entry to that effect in the Minute Book shall be conclusive evidence thereof. The demand for a poll may be withdrawn.
23. If a poll be demanded in the manner aforesaid it shall be taken at such time and place and in such a manner as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Members who were not present at an original meeting shall be entitled to attend and vote at an adjournment thereof.
24. In the case of an equality of votes either on a show of hands or a poll the Chairman of the meeting shall be entitled to a further or casting vote.
25. The demand of a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.
26. Only Licensed Members as defined in Article 4(a) and Honorary Members as defined in Article 4(c) shall be entitled to vote at General Meetings. Each such Member shall have one vote.
27. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a

poll, by his Committee, receiver, guardian or other person appointed by that Court, and any such Committee, Receiver, Guardian or other person may vote by proxy on a show of hands or on a poll.

28. No member shall be entitled to vote at any general meeting unless all money and accounts due by him to the Association have been paid.
29. No objection shall be raised to the qualification of any vote 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 Chairman of the meeting whose decision shall be final and conclusive.
30. Votes may be given either personally or by proxy.
31. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association.
32. Any instrument appointing a proxy of any document appointing an authorised representative of a body corporate shall be deposited at the office of the Association or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 6 days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 6 days before the time appointed for the taking of the poll, and in default thereof any such instrument or proxy or any appointment of a representative shall be treated as invalid.
33. An instrument appointing a proxy shall be the following form or a form as near thereto as circumstances permit:-

### **IRISH ROAD HAULAGE ASSOCIATION**

“I/We .....  
of.....  
in the Association of.....being a member/  
Members of the above-named Association hereby appoint.....  
.....of.....  
or failing him.....  
of.....  
as my/our proxy to vote for me/us on my/our behalf at the (Annual or  
extraordinary, as the case may be) general meeting of the Association to be  
held on the .....day of .....19  
and at any adjournment thereof

Signed this .....day of .....19..

This form is to be used in favour of the resolution against  
Unless otherwise instructed, the proxy will vote as he thinks fit.

34. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demand a poll.
35. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if not intimidation in writing of such death, insanity or revocation as aforesaid is received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS**

36. Any Body Corporate which is a Member of the Association may by resolution of its directors or other governing body authorise each person as it thinks fit, provided he qualifies within the definition of "Authorised Representative" in Article 1 hereof, to act as its representative at any Meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the Body Corporate which he represents as that Body Corporate could exercise if it were an individual Member of the Association.

### **OFFICERS**

37. The officers of the Association shall be a President, Vice President, Deputy Vice President, Honorary Treasurer and Honorary Secretary who shall be Licensed Members or authorised representatives of Body Corporate who are Licensed Members as defined by Article 4(a) hereof. The officers shall be elected by Council at the first meeting of Council next succeeding the Annual General Meeting each year.

The officers shall hold office from the date of their appointment until the Council Meeting immediately following the next Annual General Meeting but shall be eligible for re-election.

The Council shall have power to appoint any Licensed Member or authorised representative of a body corporate who is a Licensed Member to fill any casual vacancy in any of the aforesaid offices and such person shall hold office until the Council Meeting following the next Annual General Meeting.

## COUNCIL

38. The Council shall consist of:-
- a) The officers, ex-officio;
  - b) Licensed Members of Authorised Representatives of Licensed Members as defined by Article 4(a) appointed by each Regional Division established in accordance with Article 43
  - c) Licensed Members or Authorised Representatives of Licenses Members as defined by Article 4(a) appointed by each County Branch established in accordance with Article 44

The Members of each Regional Division and the Members of each County Branch shall nominate its representative to Council not later than 4 weeks prior to the Annual General meeting each year. Such representatives must be Licensed Members or Authorised Representatives of Corporate Bodies who are Licensed Members as defined by Article 4(a) hereof.

The members of the first council shall be appointed in writing by the subscribers to the Memorandum of Association and shall hold office until the first General Meeting of the Association.

39. The Council shall have power at any time and from time to time to appoint any Licensed Member or Authorised Representatives of Corporate Bodies who are Licensed Members as defined by Article 4(a) hereof to be a Member of the Council to fill a casual vacancy on the Council. Such member shall hold office until the next Annual General Meeting

40. The Office of a member of the Council shall be vacated:-
- a) If he holds any office or place of profit under the Association.
  - b) If a Receiving Order is made against him or he makes any arrangement or composition with his creditors.
  - c) If he becomes of unsound mind.
  - d) If he ceases to be a member of the Association.
  - e) If by notice in writing to the Association he resigns his office.
  - f) If he is the subject of an order made under section 160 of the Companies Act 1990 or a declaration under Section 150 of the Companies Act 1990.
  - g) If he is removed from office by a resolution duly passed pursuant to section 182 of the Act.
  - h) If he, or the Corporate Body of which he is the Authorised Representative, ceases to be a Licensed Member as defined by Article 4(a)

## **POWERS OF COUNCIL**

41. The business of the Association shall be managed by the Council which may pay all such expenses of and preliminary and incidental to the creation, formation, establishment and registration of the Association as it thinks fit and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations of these presents to the Association, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Council or by the Association in General Meeting but no such regulation made by the Association in General Meeting, but no such regulation made by the Association in General Meeting shall invalidate any prior acts of the Council which would have been valid if such regulation had not been made.
  
42. The Council may from time to time appoint an Executive Committee and such other Sub-Committees as it may deem necessary and may delegate to an Executive Committee and any other such Sub-Committee such of the powers and duties of Council (including the powers to appoint Committees and Sub-Committees, to appoint additional members thereof, to regulate their procedure and to delegate powers and duties) as it may think fit. Such Executive Committee and such other Sub-Committee shall consist of such Licensed member or members or authorised representatives of the Council or of the Association as the Council may think fit. The Officers of the Association shall be ex-officio members of the Executive Committee and all such other Sub-Committees save and except any Sub-Committee appointed by the President for the purposes of the Disciplinary Procedure.

## **POWER TO ESTABLISH REGIONAL DIVISIONS**

43. The Council shall have power to establish Regional Divisions of the Association, to designate what County or Counties in the State shall constitute any Regional Division, and to decide how many representatives each Regional Divisions shall be entitled to appoint to Council. The Council shall also have power from time to time to vary the County or Counties in the State constituting any Regional Division, to divide any Regional Division into two or more regional Divisions, to amalgamate two or more Regional Divisions into one Regional Division and to vary or decide on the numbers of representatives which any existing, divided or amalgamated Regional Division may appoint to the Council.

In the event of the Members in any Regional Division failing, omitting or refusing to appoint the Representative or Representatives which they are entitled to appoint to the Council by the date of any Annual General Meeting of the Association, the Council shall have the power to appoint to the Council the appropriate number of Representatives from members ordinarily residing in such Regional Division, which representatives shall hold office until the next Annual General Meeting.

All such representatives, whether appointed by the Regional Division or by Council, shall be Members as defined by Article 4(a).

### **POWER TO ESTABLISH COUNTY BRANCH**

44. The Council shall have power to establish County Branches of the Association to designate what County in the State shall be entitled to the status of a County Branch, to decide how many representatives each County Branch so established shall be entitled to appoint to Council. Council shall also have power to make bye-laws governing the conduct control and management of any County Branch with power to vary alter or amend such bye-laws from time to time. Council shall also be empowered to enforce the bye-laws made pursuant to this Article by such means as it shall think fit including, but not confined to, the removal of County Branch status from any County, or the withdrawal of the right of such County Branch to send representatives to Council.

In the event of any County Branch so designated failing, omitting or refusing to appoint the representative or representatives they are entitled to appoint to Council by the date of any Annual General Meeting of the Association, Council shall have power to appoint to Council the appropriate number of representatives from Licensed Members or the Authorised Representatives of Licensed Members as defined by Article 4(a) ordinarily residing in such County which representative shall hold office until the next Annual General Meeting.

### **PROCEEDINGS OF THE COUNCIL**

45. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, but it shall meet at least twice in every year.
46. Any three members of the Council by notice in writing addressed to the Secretary of the Association stating as far as practicable the business to be transacted may required the Secretary to convene a meeting of the Council.
47. Ten Members personally present shall form a quorum at a meeting of the Council.
48. Questions arising at any meeting of the Council shall be decided by a majority of votes and in case of an equality of votes the President of the meeting shall have a second or casting vote.
49. The President or in his absence the Vice-President shall take the chair at meetings of the Council but if neither the President nor the Vice-President shall be present at any meeting within fifteen minutes after the time appointed for holding same, nor shall he be willing to act as Chairman, the members of the Council present shall choose one of their number to be Chairman of such meeting.

50. The Council shall cause proper minutes to be made of all resolutions and proceedings of the Association and of the Council and any Committees and Sub-Committees appointed by the Council and of the attendances thereat and of all appointments of officers made by the Council.
51. Articles 45,46,48,49 and 50 shall apply mutatis mutandi to the meetings of the Executive Committee and any Sub-Committee appointed by the Council, pursuant to Article 42 hereof. The quorum for meetings of any Sub-Committee shall be decided by the Council at the time of appointing such Sub-Committee, or at any time thereafter. In the absence of any such decision by the Council, the quorum shall be three.

### **SECRETARY**

52. The Secretary of the Association shall be appointed by the Council for such time and at such remuneration and upon the conditions as it may think fit and any Secretary so appointed may (subject to the terms of any contract between him and the Association) be removed by the Council. The Council may from time to time appoint assistant or deputy Secretaries and any person so appointed may be empowered to act in place of the Secretary if there be no Secretary or not Secretary capable of acting. The Council may appoint such further officials as it shall deem necessary.

### **REGIONAL DIVISIONS OF ASSOCIATION**

53. Licensed Members and Authorised Representatives of Corporate Bodies who are Licensed Members as defined by Article 4(a) normally resident in any Regional Division designated by the Council in accordance with Article 43 shall on receipt of a Notice convening the Regional Annual General Meeting meet to deal with the following matters:-
  - a) To appoint one or more representatives as designated by the Council for that Regional Division provided however that in the event of the number of applications being in excess of the number of representatives authorised by the Council for such Regional Division the appointment of representatives shall be decided by a poll among the Members ordinarily resident in such Regional Division. The representatives appointed by the Regional Division to the Council shall be Licensed Members or Authorised Representatives of Licensed Members, as defined by Article 4(a)
  - b) To discuss matters of interest to members of the Association in such Regional Division and to advise and guide its representative or representatives appointed to the Council
  - c) To appoint if thought fit a Secretary for such Regional Division

## **COUNTY BRANCHES**

54. Licensed Members and Authorised Representatives of Corporate Bodies who are Licensed Members as defined by Article 4(a) normally resident in any County designated by the Council in accordance with Article 44 shall on receipt of a Notice convening the Annual General Meeting meet to deal with the following matters:-
- a) To appoint one or more representatives as designated by the Council for that County Branch provided however that in the event of the number of applications being in excess of the number of representatives authorised by the Council for such County Branch the appointment of representatives shall be decided by a poll among the members ordinarily resident in such County Branch. The representatives appointed by the County Branch to the Council shall be Licensed Members or Authorised Representatives of Licensed Members.
  - b) To discuss matters of interest to members of the Association in such County Branch and to advise and guide its representative or representatives appointed to the Council.
  - c) To appoint, if thought fit, a Secretary for such County Branch.
  - d) To take such steps as may be necessary to comply with bye-laws made by Council relating to County Branches.

## **ACCOUNTS**

55. The books of account shall be kept at the office of the Association or subject to Sections 202(5) and 202(6) of the Companies Act 1990 at such other place or places as the Council shall think fit and shall always be open to inspection by the members of the Council.
56. The Council shall from time to time determine whether and to what extent at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting an account book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
57. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
58. The Council shall from time to time in accordance with sections 148, 150, 157 and 158 of the Act cause to be prepared and to be laid before the Annual General

Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by those sections to be prepared and laid before the Annual General Meeting of the Company.

59. 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 Association together with a copy of the Council's report and auditors' report shall, not less than twenty one days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

#### **AUDIT**

60. Auditors shall be appointed and their duties regulated in accordance with Sections 160 and 161 of the Act (as amended) and Part X of the Companies Act, 1990 (as amended).

#### **NOTICES**

61. A notice or any other document may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register of Members but the accidental omission to give such notice or other document to or the non-receipt of such notice or other document by any such member shall not invalidate any meeting or resolution passed or election connected therewith. Any notice or other document if served by post, shall be deemed to have been served at the time when it was posted and in proving such service it shall be sufficient to prove that it was properly addressed stamped and posted.

#### **SEAL**

62. The Seal of the Association shall be used only by the Authority of the Council or of a Sub-Committee of the Council authorised by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person authorised by the Council for the purpose.

#### **WINDING UP OR DISSOLUTION**

63. The provisions of Clause 8 of the Memorandum of Association relating to winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these presents.

We the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association.

<b>NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS</b>	
Patrick M. Bailey, Scarke House, New Ross, Co. Wexford	Frank Kilkenny Lahinch, Co. Clare
Transport Manager	Licensed Carrier
Robert S. Dix, St. Margaret's Park, Malahide, Co. Dublin.	Patrick Murrhy, Feenagh, Co. Limerick,
Licensed Carrier.	Licensed Carrier
Timothy D. Dooley, 13, Summerhill South, Cork.	Sean J. McQuaid, Rathdevine, Boyle Co. Roscommon
Licensed Haulier	Licensed Carrier
Matthew Byrne, Blanchfield Park, Kilkenny.	J. Mulcahy Upper Cork Street, Mitchelstown, Co. Cork
Licensed Carrier	Licensed Carrier
Dated this 28 <sup>th</sup> day of May 1973	
Witness to the above Signatures:	
John J. Walker 31, Westmoreland Street Dublin Solicitor	