

COMPANIES ACT 2014

Schedule 10

Form of Constitution of Company Limited by Guarantee

Section 1176

CONSTITUTION

OF

**Irish Planning Institute - Institiuid Pleanála na hÉireann
3rd Floor, The Courtyard, 25 Great Strand Street, Dublin 1.**



COMPANIES ACT 2014

MEMORANDUM OF ASSOCIATION

1. The name of the Company (hereinafter called “the Institute”) is “Irish Planning Institute” and in the Irish language “Institiuid Pleanala na hEireann”.

The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

2. The objects for which the Institute is established are:-
 - a) To advance the art and science of urban, rural and regional planning in Ireland for the benefit of the community.
 - b) To raise the standard of planning practice and implementation in Ireland.
 - c) To co-ordinate professional planning opinion in Ireland and to offer advice as a body on issues of planning importance.
 - d) To encourage and contribute to the development of planning education in Ireland with special emphasis on the provision of min-career planning education and on the organisation of relevant discussion and lectures.
 - e) To promote better communications between planners and between planners and the public in the interest of improving the standard and practice of planning in Ireland through publications, exhibitions, and other means.
 - f) To protect and improve the status of the planning profession in Ireland.
 - g) To represent the interests of Irish Planning in The European communities and to communicate with other bodies of common interest throughout the world.
 - h) To improve and elevate the technical and general knowledge of persons engaged in or about to engage in the planning profession or in any employment in connection therewith and with a view thereto to provide for the delivery of lectures and the holding of classes and to test by examination or otherwise the competence of such persons to award certificates, scholarships, rewards and other benefactions.
 - i) To promote standards to be attained by the profession.
 - j) To admit any person (whether eligible or not eligible for membership) to be associates or honorary Members of the institute on such terms and to confer on them such rights and privileges as may seem expedient.
 - k) To provide all such benefits as are feasible and lawful for Members of the Institute.

- l) To give Members such advice or other assistance as shall appear to the Institute to be proper and desirable and in particular without limitation of the generality of the foregoing to give assistance (so far as may be lawful and proper so to do) whether by giving monetary assistance or defraying legal expenses or otherwise to any Member of the institute in enforcing or resisting rights of claim whether at law or otherwise the enforcement of which shall effect the interest of those engaged in the planning profession or which may involve the decisions of points of law or other questions of importance affecting the profession.
- m) To retain, employ and remunerate skilled or unskilled professional or technical advisers or workers in connection with any of the objects and/or work of the Institute.
- n) To purchase, take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges anywhere and to construct, remove, maintain and alter buildings or structures and to sell, manage, lease, mortgage or otherwise deal with any of the property or rights of the Institute.
- o) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills or exchange, warrants, debentures and other negotiable or transferable instruments.
- p) To borrow or raise money in such manner or terms or on such security as the Institute shall think fit and in particular by the issue of Debentures or Debenture Stock and to secure the repayment of any money borrowed raised or owing by Mortgage charge or Lien upon the whole or any part of the Institute's property or assets (whether present or future) and also by a similar Mortgage Charge or Lien to secure any guarantee the performance by the Institute of any obligation or liability it may undertake.
- q) To pay all the costs charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Institute or to apply for, promote and obtain any act of the Oireachtas, Provisional Order or Licence of the Minister for Trade, Commerce and Tourism or other authority for enabling the Institute to carry any of these objects into effect or for effecting any modification of the Institute's constitution or for any other purpose which may seem expedient and oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Institute's interest.
- r) To remunerate any person, firm or Company rendering services to this Institute.
- s) To amalgamate with any Institute or Association having objects similar to this Institute.
- t) To establish and maintain or procure the establishment and maintenance of any contributory and non-contributory pension or superannuation funds for the benefit of and to 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 Institute or of any Association which is subsidiary of the Institute or is allied to or associated with the Institute or with any time employees of the Institute or of any other such Associations as aforesaid and the wives, widows, families, and dependants of any such persons and also to establish and subsidise and subscribe to any such Institutions, Associations, Clubs or funds calculated to be for the benefit or

to advance the interest and well being of the Institute or of any such other Association as aforesaid, to make payments to or towards insurance of any such persons as aforesaid mentioned and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- u) To subscribe or guarantee money for any charitable, benevolent, educational or social object or for any exhibition or for any general public or useful object which the Council or Executive Committee of the Institute may think desirable or advantageous to the Institute.
- v) To enter into any arrangements with any Government Authorities (National, Municipal, Local or otherwise) or any Corporations, Companies or persons that may seem conducive to the attainment of the Institute's objects or any of them and obtain from any Government, Authority, Corporation, Company or person any charters, contracts, decrees, rights, privileges and concessions.
- w) To lend and advance money or give credit to such persons, firms or Companies of State or semi-State Bodies or on such terms as may seem expedient and in particular to Members and others having dealings with the Institute and to give guarantees or become security for any such persons, firms, companies or bodies.
- x) To establish or promote any other Companies or Associations for the purpose of carrying on the whole or any part of the work or acquiring the whole or any part of the property and undertaking any work or works or operations which may be likely to assist or benefit the Institute and to guarantee the work of or underwrite, subscribe or otherwise acquire all or any part of the property or securities of any such company or Association as aforesaid.
- y) To invest or deal with the monies of the Institute not immediately required for its purposes 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 subject also as hereinafter provided.
- z) To do all such things as are incidental, conducive or consistent with the attainment of the above objects or any of them as are in the opinion of the Council of the Institute necessary or incidental thereto.
- aa) It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of all other sub-Clauses hereof and that none of the objects mentioned in any sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-Clause provided always that the provision of this Clause shall be subject to the Institute obtaining where necessary for the purpose of carrying any of its objects into effect such licence permit or authority as may be required by law.

3. The liability of the Members is limited.

4. Every Member of the Institute undertakes to contribute to the assets of the Institute in the event of its being wound up or within one year thereafter for the payment of the debts and liabilities of the Institute contracted before he or she ceased to be a Member and of the costs, charges and expenses of the winding up and for the adjustment of the rights of contributories amongst themselves such amount as may be required not exceeding €1.00.

5.If upon the winding up or the dissolution of the Institute, there remains after the satisfaction of the debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Institute but shall be given or transferred to some other institution or institutions having similar objects to the objects of the Institute and prohibiting the distribution of its property or income among its members to an extent at least as great as is imposed on the Institute by this Clause 5 hereof, such institute or institutions to be determined by the Members of the Institute at or before the time of the dissolution and if and insofar as effect cannot be given to the aforesaid provision, then to such charitable object as shall be approved by the Institute.

6. True accounts shall be kept of the sums of money received and expended by the Institute and the matters in respect of which such receipt and expenditure take place and of all sales and purchases of goods by the Institute and of the property credits and liabilities of the Institute and subject to any reasonable restrictions as to the time and manner of inspecting same that may be imposed in accordance with the regulations of the Institute for the time being shall be open to the inspection of the Members. Once at least in every year, the accounts of the Institute shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

COMPANIES ACT 2014

ARTICLES OF ASSOCIATION

ARRANGEMENT OF SECTIONS

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SECTION 1.0.0 DEFINITIONS:

1.1.0 In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject matter or context repugnant thereto:

“the Act” means the Companies Act 2014 or any such other legislation which amends or supersedes the Companies Act 2014.

“Month” means calendar month.

“The Institute” means the Irish Planning Institute.

“Constitution” means Memorandum and Articles of Association.

“The Council” means the Council of the Institute as a body or a quorum of the members thereof at a Council meeting.

“Office” means the Registered Office of the Institute.

“Register” means the register of Members of the Institute.

“Secretary” includes any person appointed to perform the duties of the Secretary of the Institute whether temporarily or otherwise.

“The Bye-Laws” means the byelaws of the Institute for the time being in force.

“Seal” means the Common Seal of the Institute.

“In writing” and “written” includes printing, lithography, photography and typewriting and all other modes of representing or reproducing words in visible form, including in digital form.

Words which have a special meaning assigned to them in the Act have the same meaning in these presents.

Words importing the singular number include the plural, and conversely.

Words importing persons include corporations, companies, associations and unincorporated firms.

“Notice” includes all written communications to Members, including by e-mail or other electronic means.

SECTION 2.0.0: MEMBERSHIP

2.1.0 Number of Members

2.1.1 For the purpose of registration, the number of Members of the Institute is declared to be 300 but the Council may from time to time register an increase of Members.

2.2.0 Types of Members

2.2.1 Membership of the Institute shall consist of Corporate, Non-Corporate, Student, Graduate, Fellows and Honorary Members.

2.3.0 Corporate Members:

2.3.1 Entry to Corporate membership shall be open to those who have reached a standard of knowledge, skill, academic qualification to Level 8 or higher of the Irish National Framework of Qualifications or EQF equivalent and the professional experience necessary to engage in planning.

2.3.2 The following shall be the entry requirements for Corporate Membership of the Institute:-

2.3.2(a) A person who holds a recognized or accredited planning qualification or degree from a planning school, which meets the educational requirements of the Institute, and who has gained two years' satisfactory experience in planning after obtaining the relevant qualification, or

2.3.2(b) A professionally-qualified planner who is a full / corporate member of another national planning institute or national association that is a full member of the European Council of Town Planners, and who has gained two years' satisfactory experience in planning after obtaining the relevant membership, or

2.3.2(c) A person who holds a planning qualification at degree or equivalent level, which is not accredited or recognised by the Institute, and which was obtained within the European Union/European Economic Area, and is at a level which is equivalent to the planning qualifications or degrees that are recognized or accredited by the Institute, and has gained two years' satisfactory experience in planning after obtaining the qualification.

2.3.2(d) A person who holds a planning qualification at degree or equivalent level, which is not accredited or recognised by the Institute, and which was obtained within the European Union/European Economic Area, and is at a level which is not equivalent, as defined under Article 11(d) of EU Directive 2005/36/EC, to the planning qualifications or degrees that are recognized or accredited by the Institute, and who satisfies the Institute that their post qualification experience in planning is such that they are competent to practice planning in Ireland.

Persons to whom this paragraph applies, who cannot satisfy the Institute with regard to their post qualification experience, may be entitled to Corporate Membership by either passing the Institute's Test of Professional Competence or successfully completing any period of adaptation required by the Institute, under the provisions of the Directive, and also demonstrating at least two years' satisfactory experience in planning after obtaining their qualification or passing the Test/completing the period of adaptation, as appropriate.

2.3.2(e) A person who holds a planning qualification at degree or equivalent level, which is not accredited or recognised by the Institute, and which was obtained outside the European Union/EEA area, and where their course was broadly in accordance with the Institute's Educational Guidelines, and who satisfies the Institute that their post qualification experience in planning is such that they are competent to practice planning in Ireland.

2.3.3 It shall be the policy of the Institute that recognised schools of planning shall be within a University or within an Institute of third level education having a similar status to a University.

2.3.4 For purposes of the above the Institute may recognise or accredit planning courses from time to time.

2.3.5 The Institute shall reserve the right to withdraw recognition of Planning Courses. Such a withdrawal shall not affect those persons who are already corporate members.

2.3.6 Corporate members shall be termed "Members", and will be entitled to use the designated letters M.I.P.I.

2.3.7 The names of all Corporate Members shall be entered on the Register in a Section designated "Roll of Corporate Members".

2.4.0 Fellowship

2.4.1 Entry to Fellowship shall be open to professionally-qualified planners (a) who have been Corporate Members of the Institute, on a continuous basis, for at least ten years, and (b) who have at least twenty years professional planning experience, and (c) who have served on the Council of the Institute as a Corporate Member of the Council, or as an officer of one of the Institute's Branches, for a minimum of four years, or a combination of the two, or who in the opinion of the Council have made an important contribution to the development of the Institute.

2.4.2 Fellowship members shall be termed "Fellows" and shall be entitled to use the designated letters "F.I.P.I."

2.4.3 The names of all fellowship members shall be entered on the Register in a Section designated "Roll of Fellows"

2.5.0 Non-Corporate Members (Affiliates):

2.5.1 In accordance with its stated aims of being a learned and professional body, the Institute shall include as eligible for Non-Corporate membership persons who have a primary or post-primary degree (or equivalent) related to planning in the opinion of the Council, who have been engaged for a minimum of two years in approved research, or practice related to planning, and who have made a special contribution, in the opinion of the Council, to planning in Ireland.

2.5.2 Non-Corporate Members shall be termed Affiliates.

2.5.3 The names of Affiliates shall be entered in the Register in a Section so designated.

2.6.0 Student Members:

2.6.1 Persons engaged in a programme of formal study leading to an accredited planning qualification / degree from a planning school, which meets the educational requirements of the Institute, are eligible for student membership of the Institute. Any person who is elected as a Student Member and who thereafter obtain the necessary qualification to be eligible for Graduate membership shall cease to be a student member, and shall make an application for such graduate membership within one year of obtaining such qualification, or as required by the Institute. Graduate membership shall only be available until the end of the calendar year 5 years after election as Graduate Member.

2.6.2 The names of Student Members shall be entered in the Register in a Section designated "Student Members".

2.7.0 Graduate Membership

2.7.1 The following shall be the entry requirements for Graduate Membership of the Institute:-

- (a) A person who holds a recognised or accredited planning qualification or degree from a planning school, which meets the educational requirements of the Institute, and who has not gained the required experience to qualify for Corporate membership,
- (b) A person who holds a planning qualification at degree or equivalent level, which is not accredited or recognised by the Institute, and which was obtained within the European Union/European Economic Area, and is at a level which is equivalent to the planning qualifications or degrees that are recognised or accredited by the Institute, and who has not gained the required experience to qualify for Corporate membership,
- (c) A person who holds a planning qualification at degree or equivalent level, which is not accredited or recognised by the Institute, and which was obtained outside the European Union/EEA area, and where their course was broadly in accordance with the Institute's Educational Guidelines and who has not gained the required experience to qualify for Corporate membership.

2.7.2 The names of Graduate members shall be entered in the Register in a Section designated "Graduate Members".

2.7.3 Any person who is elected as a Graduate Member, and who thereafter obtains the necessary experience to be eligible for Corporate Membership, shall make an application for Corporate Membership within one year of obtaining such experience, or as required by the Institute.

2.8.0 Honorary Members:

2.8.1 A person proposed for election as an Honorary Member shall be one who has made a significant contribution to planning. Such a person is not required to be a planner.

At least five Corporate/Fellow Members are required to propose a person for Honorary membership of the Institute. Election of such membership will require the consent of at least two thirds of the elected Council members.

2.8.2 The names of Honorary Members shall be entered in the register in a Section designated "Roll of Honorary Members".

2.9.0 Admission to Membership:

2.9.1 The Council shall in all cases have absolute discretion in deciding whether any person shall or shall not be admitted to membership of the Institute. No person shall be admitted to the Institute until he or she shall have been elected by a resolution of the Council.

2.9.2 Every Member on admission shall be bound to observe the provisions of these Articles and of the Memorandum of Association for the time being in force.

2.9.3 Every corporate member and fellow shall be bound to complete a minimum of 20 hours/credits (or the requisite number of hours/credits set down in the Institute's Educational Guidelines, whichever is the greater) of continuous professional development (CPD) every calendar year and provide evidence of compliance with CPD requirements in the manner set down by Institute.

2.10.0 Disqualification and Exclusion of Members:

2.10.1 A member shall cease to be a Member of the Institute as from the date of the happening of any of the following events:-

- (a) If the Member's subscription shall have been in arrears for seven months after the same shall have become due and the Council shall have declared the Member to be no longer a Member of the Institute in accordance with the provisions of 4.8.2.
- (b) On the expiration of 3 months after giving to the Secretary notice in writing of intention to resign.
- (c) If a Member shall have been guilty of improper conduct as determined in accordance with Bye-Laws drawn up by the Institute.
- (d) If a Member shall fail to comply or provide evidence of compliance with the continuous professional development requirements of the Institute in accordance with the provisions of 2.9.3 and the Council shall have decided that such failure warrants the removal of that Member from the Register.
- (e) On the expiration of the calendar year 5 years after election as Graduate Member within the meaning of Article 2.6.1.

Section 3.0.0 : STRUCTURE AND PROCEDURES OF THE INSTITUTE

3.1.0 The Council:

3.1.1 The Council shall be the governing body of the Institute and its term of office shall be for a period not exceeding two years, except in circumstances to facilitate the movement of the Council year from one point in the calendar year to another. In such cases the term of office shall not exceed two and a half years.

3.1.2 The Council shall consist of 12 Corporate Members/Fellows. Where deemed necessary and unanimous by Council, one additional Corporate Member/ Fellow may be co-opted onto Council.

3.1.2 The Council shall hold office until the next Council is elected.

3.2.0 Election, Resignation and Co-option:

3.2.1 A Council Member shall be elected for a period of two years, after which he/she may offer himself/herself for re-election. The term of office of a Council Member may extend to two and a half years in circumstances where it would facilitate the movement of the Council year from one point in the calendar year to another. A Council Member shall not offer himself/herself for re-election in circumstances where he/she has served a 6 year consecutive term. After serving a 6 year consecutive term, a Member/Fellow must fulfil a two year break from Council before taking up office again following election.

3.2.2 The election of members of the Council shall be by ballot as in 3.5, and the results of such election shall be announced at the Annual General Meeting (A.G.M.).

3.2.3 Any vacancies which occur in the elected membership shall be filled by co-option from amongst Corporate Members/Fellows.

3.2.4 The Member(s) so co-opted shall be members of the Council for the remainder of the term of office of the Member(s) originally elected.

3.3.0 Council Meetings:

3.3.1 A special meeting of the Council may be called by any twelve members of the Institute or by any six members of the Council.

3.3.2 Five members of the Council personally present, shall constitute a quorum for a meeting of the Council.

3.3.3 At every meeting of the Council, the chair shall be taken by the President of the Institute, or if absent by the Vice- President, whoever shall be the highest in that order of

precedence. If none of these present, the members shall elect one of their number to act as Chairman for that meeting.

3.3.4 The Secretary shall take and keep minutes of each meeting of the Council. If the Secretary be absent the Council shall appoint one of its members to take minutes of the meeting and that member shall deliver such minutes to the Secretary.

3.4.0 Officers:

3.4.1 The incoming Council shall meet at the commencement of its term of office and shall appoint one of its members to act as Chairman for that meeting and shall elect the following officers of the Institute from amongst its own Corporate Members/Fellows by simple majority ballot:-
President, Vice-President, Honorary Treasurer, Secretary.

Council may empower these Officers to act on its behalf on serious matters of urgency and concerning the overall interests of the Institute and may delegate authority to Officers to deal with routine matters concerning the daily operations of the Institute. Such powers of delegation shall receive the unanimous support of Council.

3.4.2 The term of office of these officers shall be the same as that of the Council by which they are elected.

3.4.3 Outgoing officers shall not be eligible for re-election to the same post without having a break from that post for a period of two years.

3.4.4 Any vacancies which occur amongst the officers of the Council shall be filled by co-option of a Corporate member of the Council.

3.4.5 The Council shall have the right to remove, reprimand or suspend any officer in appropriate circumstances subject to fair procedures. The removal of an Officer shall require a two-thirds majority vote from Council.

3.5.0 Procedures for Election of Council

3.5.1 The twelve Corporate Members/ Fellows to be elected shall be elected by proportional representation ballot, using the single transferable vote system, of the Corporate Members/Fellows. In the case of a tie for the last such position, the person to be elected shall be decided by lot.

3.5.2 In each election, three of the twelve vacancies shall be reserved for out-going council members who have just completed a term on council, but have served less than four years consecutively. The three Corporate Members/Fellows to be elected shall be elected by proportional representation ballot, using the single transferable vote system, of the Corporate Members/Fellows. In the case of a tie for the last such position, the person to be elected shall be decided by lot.

3.5.3 Each Corporate Member/ Fellow offering himself or herself for election to the Council shall send to the Secretary a written nomination signed by two Corporate Members/ Fellows other than the candidate himself or herself, together with a statement signed by the candidate of his/her willingness to serve as a member of Council if elected. All nominations shall be received by the Secretary not less than four weeks before the date of the election.

3.5.4 Each candidate shall be invited to submit with his/her nomination paper such information as the Council may from time to time consider desirable for the purpose of electoral information.

3.5.5 All nominations shall be received by the Secretary not less than four weeks before the date of the election.

3.5.6 The names of candidates nominated for any position on Council together with the summary of information referred to in 3.5.3 shall be delivered to each Member entitled to vote not less than fourteen days before the date specified for completion of voting.

3.5.7 Each member shall mark his/her ballot paper or papers in accordance with the instruction thereon and shall return such ballot paper or papers to reach the Secretary on or before the date specified thereon or otherwise complete the voting procedure on or before the date specified by the Secretary.

3.5.8 The Council shall appoint two or more scrutineers who may include an Officer or officers of the Institute but in no case a member of the outgoing Council or a candidate in the election. The Secretary may attend at the counting of votes.

3.5.9 Such scrutineers shall certify and report the results of the Ballot for Council to the Annual General Meeting.

3.5.10 The Council may make such Regulations for the conduct of elections as it considers desirable.

3.6.0 Committees

3.6.1 The Council shall appoint the following committees within a period of one month after commencement of its term of office:-

- (a) Executive Committees:
 - (i) Finance and General Purposes Committee.
 - (ii) Membership and Professional Practice Committee.
 - (iii) Technical and Educational Committee.
 - (iv) Private Practice Committee
 - (v) Public Sector Committee
 - (vi) Policy and Research Committee

- (vii) Young Planners Committee
- (viii) Branches Committee

3.6.2 These Committees will remain in being until the next Committees are appointed by the subsequent Council. In the event of the resignation of any member, the Council will have the power to co-opt a member of similar membership standing.

3.6.3 The Finance and General Purposes Committee shall consider and advise the Council on the financial affairs of the Institute and on any other matters not covered by other Committees. It shall consist of the vice-President, the Honorary Treasurer, and four other Corporate Members/Fellows. The convenor of the committee shall be the Honorary Treasurer.

3.6.4 The Membership and Professional Practice Committee shall consider and advise the Council on the following:-

- (a) Applications for Corporate, Non- Corporate, Fellowship, Graduate or student Membership of the Institute.
- (b) Formulation and application of rules and regulations on general membership policy.
- (c) Making recommendations on the eligibility for Corporate Membership of the Institute of graduates from planning schools not immediately recognised by the Institute.
- (d) Framing of rules and regulations for the professional conduct of Corporate Members/Fellows.
- (e) Any allegations of unprofessional conduct and on the taking of disciplinary action in any case.

3.6.5 The said Membership and Professional Practice Committee shall consist of six Corporate Members/ Fellows, the convenor of which shall be a member of a Council and shall act as the Membership Secretary.

3.6.6 The Technical and Education Committee shall consider and advise the Council on matters relating to:-

- (a) The theory, techniques and practice of planning and on current planning issues.
- (b) The education and training of persons for entry to the Planning Profession and for practicing planners.
- (c) Provision of information on planning matters to the public.

It shall consist of six Corporate Members/Fellows, the convenor of which shall be a member of a Council. This Committee may form sub-committees from amongst its members. Corporate, Non-Corporate, Fellows, Graduate and Student Members may also be co-opted to consider particular aspects of its area of concern when it is deemed by the Council that such Members would have a specific contribution to make. Sub- Committees shall be disbanded by the Committee as and when required.

3.6.6a The Private Practice Committee shall consider and advise the Council on the following:

- (a) Matters relating to planning and professional planners operating in Private Practice;

(b) Such other matters as determined by Council.

The said Private Practice Committee shall consist of up to 8 Members.

3.6.6b The Public Sector Committee shall consider and advise the Council on the following:

(a) Matters relating to planning and professional planners operating in the Public Sector;

(b) Such other matters as determined by Council.

The said Public Sector Committee shall consist of up to 8 Members.

3.6.6c The Policy and Research Committee shall consider and advise the Council on the following:

(a) Matters relating to the compilation of policy submissions by the Institute in response to public consultation requests from external organisations;

(b) The publication of Pleanáil, the journal of the Irish Planning Institute;

(c) The preparation of guidance documents on matters relating to planning;

(b) Such other matters as determined by Council.

The said Policy and Research Committee shall consist of up to 8 Members.

3.6.6d The Young Planners Committee shall consider and advise the Council on the following:

(a) Matters relating to the Young Planners Network;

(b) Such other matters as determined by Council.

The said Young Planners Committee shall consist of up to 8 Members.

3.6.6e The Branches Committee shall consider and advise the Council on the following:

(a) Matters relating to the organisation and operation of the Branches of the Institute that are in operation in accordance with Article 3.7.2.

(b) Matters relating to the co-ordination of activities by the said Branches.

(c) Such other matters as determined by Council.

The said Branches Committee shall consist of up to 8 Members.

3.6.7 Each Committee shall report to the Council at least four times during the Council's term of office or as otherwise required by Council. Each Committee shall meet once every two months or as otherwise required by Council.

3.6.8 The Convenor of each committee shall be a Member of Council. It is the duty of the Convenor to liaise between the Committee and the Council. Each Committee shall elect a Chair and a Secretary at its first meeting. The Chair of a Committee is not required to be a Member of Council. In the case of the Public Sector Committee, Private Sector Committee, Branches Committee and Young Planners Committee, the Chair shall be actively engaged/employed in the sector relevant to the Committee at the time of his/her appointment. In the absence of the Chair, each Committee shall elect its own Chair from the Council Members of the Committee.

3.6.9 The quorum for meetings of all Statutory Committees shall be four.

3.7.0 Branches:

3.7.1 The Council may establish and recognise groups of members, to be known as Branches.

The Council may amalgamate or dissolve such Regional Branches and modify from time to time the area of any Region. Any decision of the Council affecting Regional Branches under this clause shall be subject to one month's notice in writing to the Committee of the Branch.

3.7.2 The formation of a Branch shall be sanctioned only if the Council shall have received a proposal for such formation from such minimum number of members as Council may decide, but, in any case, not less than 10 members.

3.7.3 Each Branch shall, within three months of its recognition by Council, or, in the case of existing Branches within three months of the adoption of this article, adopt a formal title and rules for the conduct of its affairs, at a Branch Extraordinary General Meeting convened for that purpose in accordance with Model Rules adopted by Council.

3.7.4 The title of a Branch and Rules for the conduct of its affairs shall be subject to the approval of Council.

3.7.5 The Council shall cause to be published Model Rules for the conduct of Branches.

3.7.6 The Council may impose on any Branch such obligation, financial or otherwise, towards the Institute as the Council may deem desirable in the interests of the Institute.

3.8.0 General Meetings:

3.8.1 (a) General Meetings of the Institute shall be of two kinds: ordinary general meetings and business general meetings.

(b) All Members of the Institute shall be entitled to attend and take part in the proceedings of any general meeting.

(c) At every General Meeting the chair shall be taken by the President or if he/she be absent, the Vice-President. If none of these persons be present the members of the Council present shall elect one of their number to be Chairman, and if there be no member of the Council present, the Corporate Members/Fellows shall elect one of their number to be Chairman for that meeting.

3.8.2

(a) Ordinary General Meetings shall be held at such times and in such places as the Council may decide for the reading and discussion of papers of a technical or professional nature or for the discussion or debating of subjects relevant to planning. In no circumstances shall any question be discussed or motion be put forward at an Ordinary General Meeting relative to the direction and management of the affairs of the Institute.

(b) The Council may invite visitors to address or to take part in discussion or debates at any Ordinary General Meeting.

(c) Ordinary General Meetings may be attended by visitors at the invitation of the Council or of any member and may, at the discretion of the Council, be open to the public.

3.8.3

- (a) Business General Meetings shall be of two kinds - Annual General Meetings and Extraordinary General Meetings.
 - (b) Not less than four weeks notice in writing of any Business General Meeting shall be sent by post or delivered personally including by electronic means, to every Member, whether Corporate, Fellow, Non- Corporate, Graduate, Student or Honorary.
- (c) Only Corporate Members/Fellows shall be entitled to vote at Business General Meetings.
- (d) All decisions of Business General Meetings shall be proposed and seconded by Corporate Members / Fellows and taken by a simple majority of the Corporate Members / Fellows present, except in the case of a motion to change the Objectives or Rules of the Institute.
- (e)
 - (i) At every Business General Meeting, twenty Corporate Members/Fellows shall constitute a quorum.
 - (ii) If by the expiration of a period of thirty minutes after the time fixed for any Business General Meeting no quorum shall have been constituted, that meeting shall not be held, and thereupon, the case of an Annual General Meeting all business which, if a quorum had been constituted could have been transacted at the meeting, may forthwith be transacted on behalf of the Institute by the Council.

3.8.4

- (a) The business of the Annual General Meeting shall be:-
 - (i) To receive and approve the Minutes of the last A.G.M.
 - (ii) To receive the report of the Council on its activities during the preceding year.
 - (iii) To normally receive the Annual Accounts and the Auditor's Report thereon.
 - (iv) To normally appoint the Auditor(s) for the ensuing year.
 - (v) To announce the election of the Council for the ensuing year.
 - (vi) To transact any business brought forward by the Council of which due notice has been given.
 - (vii) To consider motions of which valid notice has been given.
 - (viii) To consider any other business specified in the notice convening the meeting.
- (b) Notice of motions to be placed before an Annual General Meeting shall be given to the Secretary at least three weeks before the date of such meeting and each motion shall be signed by at least two Members of the Institute.

3.8.5

- (a) An Extraordinary General Meeting may be convened by the Council at any time and shall be convened by the Secretary if and when at least one fourth of the Corporate Members/Fellows request him/her to do so. An Extraordinary General Meeting shall be convened in circumstances where the receipt of the Annual Accounts and the Auditor's Report thereon and/or the appointment of the Auditor(s) for the ensuing year has not occurred at the Annual General Meeting.
- (b) Any request under subsection (a) of this section shall be in writing and signed by Corporate Members/Fellows requesting it and shall specify the object of the intended meeting.

- (c) The Secretary shall electronically issue the notice convening such a meeting within 14 days of receiving the request and the meeting shall be held not less than three weeks and not more than six weeks after the notice is issued.
- (d) Every notice of an Extraordinary General Meeting shall specify the nature of the business to be transacted, and no business other than that specified in the notice shall be transacted at that meeting.

3.9.0 Conduct of Meetings:

- 3.9.1 The Council may make Regulations by way of standing orders for the conduct of General Meetings of the Institute and meetings of the Council and Executive Committees and for regulating the affairs of the Institute which standing orders shall not be contrary to the Byelaws.

3.10.0 Public Relations:

- 3.10.1 The President or the Secretary in consultation with the President, or a Corporate Member/Fellow nominated by the President, may issue statements on behalf of the Institute but for the issuing of major policy statements the President, or Secretary in consultation with the President, shall have secured the agreement of at least half the members of the Council.
- 3.10.2 The Council may appoint one of its members to be a Public Relations Officer if and when required.

SECTION 4.0.0: MANAGEMENT, ADMINISTRATION AND FINANCE

4.1.0 Annual Reports:

4.1.1 At the end of each financial year, the Council shall prepare an Annual Statement of Accounts which being certified by the Auditor shall be laid before the Annual General Meeting, or an Extraordinary General Meeting and placed on the Institute's website.

4.1.2 The Council shall prepare an Annual Report for the year which shall be laid before the Annual General Meeting and placed on the Institute's website.

4.2.0 Secretary, Staff and Auditors

4.2.1 The Council shall appoint a full or part-time administrator when considered necessary subject to such remuneration and under terms of contract as it shall determine.

4.2.2 The Secretary shall carry out such duties as are provided for under these Articles and the Council shall assign such other duties and responsibilities as it considers necessary for the due execution of its affairs.

4.2.3 The Secretary shall be responsible for the Register of Members.

4.2.4 The Council may appoint other salaried officers and employees and/or engage an agency or agencies for the administration of its affairs and the affairs of the Institute subject to such remuneration and/or terms of contract as it shall determine.

4.3.0 Papers and Articles

The Council may publish the Transactions of the Institute of other such documents as it thinks fit.

4.3.1 The Council may make Regulations regarding the communication, presentation and publication of papers to the Institute.

4.4.0 Property:

4.4.1 The Institute shall have power to purchase, acquire, hold, manage, improve, sell, exchange, demise, let, mortgage or dispose of land real and personal and buildings for the furtherance of the objects of the Institute.

4.4.2 The property and effects of the Institute of all kinds whatsoever are vested in the Corporate Members in accordance with the Constitution for the furtherance of the objects of the Institute.

4.5.0 Control and Use of the Common Seal

4.5.1 The Institute shall have a common seal which shall be kept by the Secretary and shall be affixed to any document only on the Resolution of the Council and each impression of the seal shall be valid only if attested in writing by the President and Secretary and/or such other persons as they may respectively appoint.

4.6.0 Indemnity

4.6.1 The members of the Council, the Executive Committee and paid officials of the Institute shall be indemnified out of funds and property of the Institute from or against all costs, charges, damages and expenses whatsoever, which they, or any of them, shall sustain by reason of their respectively accepting office, or acting in the execution of the duties or powers imposed upon or given to them by the Constitution of the Institute, provided in the case of a paid official that such costs, charges, damages and expenses were not occasioned by his/her own wilful neglect or default.

4.7.0 Notices:

4.7.1 A notice may be served by the Council upon any Member either personally or by sending it (whether as a separate communication or included in or with one or more of the publications of the Institute) through the post addressed to him/her at his/her recorded address, or by electronic means at his/her electronic address. Notices served under the Code of Ethics and Professional Conduct shall be sent by registered post.

4.7.2 Any notice sent by post shall be deemed to have been served at the expiration of eight days after it was posted, and in proving such service it shall be sufficient to prove that the notice or the packet containing it was properly addressed when posted.

4.7.3 A Member whose recorded address is outside Ireland shall not be entitled to any routine notices.

4.8.0 Annual Subscriptions:

4.8.1 The Institute shall part finance its activities from the collection of annual membership subscriptions from its membership. Such subscriptions shall be related to the volume and range of activities to be undertaken by the Institute. The Finance and General Purpose Committee shall determine subscription rates for membership categories each year and any amendments must be passed by a simple majority of the Corporate Members / Fellows of the Council present at a Council meeting.

4.8.2 Each Member whose subscription for the current year has not been paid within seven months of the due date, may be removed from the Register by the Council and he/she shall thereupon cease to be a Member.

4.8.3 The Council shall also have power to borrow, raise or secure the payment of money in such other manner as it shall see fit in the best interests of the Institute.

4.9.0 Power to Alter Articles or Make New Articles:

4.9.1 The Institute may, from time to time, by special Resolution at a Business General Meeting, in the manner in that behalf by Statute provided, alter all or any of its Articles, or make new Articles to the exclusion of or in addition to all or any of its articles, provided that notice in writing of such intended resolution, signed by its intended proposer and seconder, who shall be Members and addressed to the Secretary of the Institute, shall have been left at the Registered Office of the Institute at least twenty one days before the day of meeting at which the resolution is intended to be proposed.

4.10.0. Bye-Laws:

4.10.1 Save as far as determined by these Articles, the constitution and mode of government of the Institute, the rights and obligations of every Member, Student Member and Honorary Member thereof, the appointment, duties, powers and privileges of all officers, and of all Councils, Committees and governing and Administrative bodies, both of the Institute and of every Regional Committee, shall be such as may from time to time be prescribed and determined by or in accordance with Bye-Laws drawn up by the Council.

4.10.2 The Bye-Laws may be made, added to, amended, altered or repealed by the Council provided that:-

- (a) Any Bye-Laws or any alteration or additions of or to any Bye-Laws shall be in no way inconsistent with the Memorandum or Articles of Association.
- (b) The proposal shall be carried at a meeting of the Council by at least two thirds of the Members present thereat.
- (c) The proposal shall be confirmed by at least a majority at the next meeting of the Council which shall be held after an interval of not less than four weeks.
- (d) The proposal if confirmed, shall not take effect until two months after it has been notified by post or electronic means to all Members and Honorary members entitled to receive such notice, and if twenty five or more Members requisition an Extraordinary General Meeting in connection with the proposal within the two months, it shall not take effect unless adopted at the ad hoc Extraordinary General Meeting.

4.11.0 Validity of Proceedings

4.11.1 The proceedings of the Council or of any Committee or other body acting under the Articles or the Bye-Laws shall not be invalidated by any accidental omission to give any notice thereby required or by any unintentional defect in the election, appointment, or qualification of any of their Members.

4.11.2 Whereby the Articles or Bye-Laws any act or thing is required to be done by

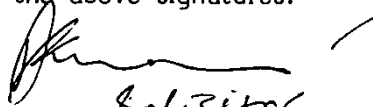
the Institute, the same may be done by such Officer of the Institute as the Council may appoint for that purpose.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

- John Murphy "Doogrua", Greenhill Rd., Wicklow Town Planner
- Michael J. Fough, 111 Marston Court, S. Fildes, Co. Dublin. Town Planner
- John H. Martin, "The Lighthouse", Brelina Road, Sandycove, Co. Dublin. Town Planner
- Enda P. Conway, 110 Foxrock Ave. Foxrock Co. Dublin. Town Planner
- Pat Keth Simpson, 405 Clontarf Road, Dublin 3. Town Planner
- Siormund F. O'Grady, 41, Gledswood Ave D14. Town Planner
- Joan Caffrey, 17 Hampstead Ave. Dublin 9. Town Planner

Dated the 23rd day of June 1983

Witness to the above signatures:-


Solicitor
Dublin 2

