



CONSTITUTION
OF
CLÉ CUIDEACHTA FAOI THEORAINN RÁTHAÍOCHTA

MEMORANDUM OF ASSOCIATION

1. The name of the company is Clé Cuideachta faoi Theorainn Ráthaíochta.
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The objects for which the company is established are:
 - a. To represent the interests of Irish publishers.
 - b. To promote and support publishing activities in Ireland.
 - c. To act as a forum for education and the exchange of information concerning publishing and related issues
 - d. To promote research into, and the development, of policies concerning issues affecting publishing.
 - e. To act as agent for publishers in relation to the sale of their publications.
 - f. To enter into contracts, arrangements and agreements of all kinds concerning the business of the Company with individuals, companies, associations and bodies of all kinds including governmental, statutory and local authorities, organisations and agencies.
 - g. To enter into any partnership, joint venture or international network, and to participate in the incorporation of any company or other association which is calculated to serve, directly or indirectly, the interests or purposes of the Company.
 - h. To support and promote the objectives of the Company by conferences, public or private meetings, seminars, workshops, publications, conducting surveys and studies, and by such other means as may be deemed necessary or desirable.
 - i. To act as publishers, printers, translators, wholesalers, retailers, importers, exporters, merchants, agents, brokers and distributors of all kinds of literature, whether or not for profit.
 - j. To acquire, develop and protect any copyrights, patents, trademarks and licences and any other form of intellectual property which may seem capable of being used to further the purposes of the Company.
 - k. To acquire, hold and sell property of any kind and to deal in any fashion possible with all or any of the property and rights of the Company.

- l. To defend and protect the property, interests and reputation of the Company in all appropriate ways, including by the prosecution or defence of any legal proceedings.
 - m. To constitute any trust, act as trustee and generally to transact all kinds of trust and agency business either gratuitously or otherwise.
 - n. From time to time to raise and borrow money for the purposes of the Company.
 - o. To give, advance and lend money, with or without security, and to subscribe or guarantee money for any purpose compatible with the objectives of the Company.
 - p. To do all such other things (whether or not for gain) and to carry on any business incidental or conducive to the attainment of the above objects, or any of them, or calculated directly or indirectly to contribute to the welfare or improvement of the publishing trade in Ireland as a whole.
 - q. To do all of the above things in any part of the world as principal, agent, or in any other capacity.
4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member, or within one year after he or she ceases to be a member, such amount as may be required, not exceeding two euro.
6. The income and property of the Company shall be applied solely towards the promotion of its objects 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, to members of the Company. No director of the Company shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing herein shall prevent the payment in good faith by the Company of reasonable and proper remuneration to any member, officer or servant of the Company (not being a director) for any services rendered to the Company, nor any reasonable and proper out-of-pocket expenses incurred by any director in connection with attendance to any matter affecting the business of the Company.
7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all of its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to those of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed on the Company by clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some non profit-making organisation with literary objectives.

ARTICLES OF ASSOCIATION

INTERPRETATION

In these Articles:

"The Act"	Means the Companies Act 2014
"The Company"	means Clé Cuideachta faoi Theorainn Ráthaíochta
"The Directors"	means the directors for the time being of the Company or the directors present at a meeting of the board of directors;
"The board"	Means the directors of the Company, acting collectively;
"The Secretary"	means any person appointed to perform the duties of the secretary of the Company
"The seal"	Means the common seal of the Company;
"The registered office"	Means the registered office for the time being of the Company;
"Publisher"	Means a person, firm, company or institution engaged in publishing in Ireland;
"Person"	includes any company, firm, corporation, club, institution, organisation or other body whether incorporated or not.

Unless the contrary intention appears:

- a) expressions referring to writing shall be construed as including references to any mode of representing words in a visible form;
- b) Words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.
- c) Words importing the singular number shall include the plural, and vice versa, and words importing the masculine gender shall include the feminine.

1. The Company shall have a minimum of seven members. The board shall fix the number of members, and may increase or decrease the number, by ordinary resolution.

The provisions of the Act are adopted by the Company save in so far as they are excluded or varied hereby.

MEMBERSHIP

2. Such persons as the board shall admit to membership shall be members of the Company. Only bona fide publishers, nominated and seconded by members of the Company, may be admitted to membership if approved by the board.
3. Such persons as the board shall admit to associate membership shall be associate members of the Company. Associate members shall be persons who subscribe to the aims of the Company in such manner as the board shall determine.
4. A member shall pay the appropriate entrance fee (if any) in force for members at the time that person becomes a member of the Company, and shall pay the appropriate annual subscription for

members as determined from time to time by the board, and (subject to payment of all sums due) shall be entitled to attend, speak and vote at general meetings of the Company.

5. An associate member shall pay the entrance fee (if any) in force for associate members at the time that person becomes a member of the Company, and shall pay the annual subscription for associate members as determined from time to time by the board and (subject to payment of all sums due) shall be entitled to attend, but not to speak (save with the consent of the Chairperson) nor to vote at general meetings of the Company.
6. A member can be suspended by agreement of the board if a serious and persistent breach by the member of the code of practice is evident.
7. Both membership and associate membership shall lapse in the event that sums due to the Company are outstanding for a period in excess of six months and upon the expiry of a term of thirty days written notice to that effect given by the Company to the member, or associate member, as the case may be.
8. A member or associate member may be expelled from membership or associate membership of the Company for behaviour deemed to be detrimental to the best interests of the Company, PROVIDED a resolution to that effect is passed by a majority of two thirds of those present and entitled to vote at an extraordinary general meeting of the members of the Company.

GENERAL MEETINGS

9. The board may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings may also be convened as provided by Section 178 of the Act at a place and time to be decided by the board. If at any time there are not sufficient directors in Ireland capable of acting to form a quorum, any director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the board.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with exception of the consideration of the accounts, the balance sheets and the reports of the directors and auditors, the appointment of the auditors, and the fixing of the remuneration of the auditors.
11. 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. Ten members present in person shall be a quorum.
12. 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 the same day in the next week at the same time and place, or to such other day and at such other time and place as the board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

13. The President of the Company shall preside as Chairman at every general meeting of the Company, and in his absence the Vice-President shall so preside. If there is no such chairperson, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.

VOTES OF MEMBERS

14. Every member shall have one vote.
15. Associate members shall not be entitled to vote.
16. No member shall be entitled to vote at a general meeting unless his subscription for the current year has been paid and all other monies immediately payable by him to the Company have been paid.
17. No objection shall be raised to the qualification to vote of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

DIRECTORS

18. There shall be a minimum of seven and a maximum of twelve directors.
19. The directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the board or any committee of the board or general meetings of the Company or in connection with the business of the Company.

APPOINTMENT AND RETIREMENT OF DIRECTORS

20. At least seven of the directors of the Company shall be elected as such by the members of the Company at the annual general meeting
21. Up to three additional directors may be co-opted by the board. Such directors may be associate members, non-members of the Company or non-publishers. An individual so appointed shall be a person who possesses a skill or ability required by the board or who will in the opinion of the board otherwise contribute to the performance of the board.
22. At each annual general meeting of the Company all of the elected directors shall retire from office.
23. A retiring director shall be eligible for re-election for a term or terms of office which, when aggregated with previous consecutive terms of office, do not exceed four years, but this time limit shall not prevent a retired director from offering himself again for election after one year has elapsed from the expiry of such retired director's last term of office.

24. The President, once elected, shall be eligible to serve a two-year term, even if this exceeds the normal four-year term for directors. The President and Treasurer shall be eligible for re-election for one further year once they retire as officers to provide continuity to the board.

REMOVAL OF DIRECTORS

25. The office of director shall be vacated, and the director shall be deemed to have resigned, if:
 - a. The director fails to attend four consecutive meetings of the directors, or six such meetings in any two year period unless the remaining directors shall unanimously agree to excuse such failure; or
 - b. The director is prohibited from acting as a director by reason of any order made under the Act, or any other statutory provision; or
 - c. The director is appointed to an executive position in the Company; or
 - d. The director resigns his office by notice to the Company.
26. The Company may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

POWERS AND DUTIES OF DIRECTORS

27. The board may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the board, to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit.

PROCEEDINGS OF DIRECTORS

28. The quorum necessary for the transaction of the business of the board may be fixed by the board and unless so fixed shall be three.
29. The board may elect one of their number to be Vice-President. The Vice- President shall act as deputy chairperson and shall carry out the functions of the chairperson when the chairperson is absent.
30. The board may elect one of their number to be Honorary Treasurer of the Company. The Honorary Treasurer shall carry out all duties normally associated with that office and in particular shall be responsible to the board for the conduct of the obligations set forth under Part 6 of the Act.
31. The President (and in his absence the Vice-President) shall act as chairperson of board meetings, but if at any meeting neither is present within 15 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairperson of the meeting.

32. The board may delegate any of its powers to committees consisting of such member or members of the board and such other persons as it thinks fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the board.
33. All acts done by the board or of a committee of the board or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a director.

SECRETARY

34. The secretary shall carry out the duties normally associated with that office, and in particular:
 - a. Shall attend general meetings of the Company, meetings of the board and meetings of committees of the board;
 - b. Shall convene meetings;
 - c. Shall keep minutes and other records of the Company
 - d. Shall conduct correspondence on behalf of the Company
 - e. Shall carry out such other duties as may be required by the board

NOTICES

35. This constitution permits the service of notices, documents and any other communication in accordance with Section 218 of the Act, including by electronic means. Section 218 (5) of the Act shall apply to the Company.
36. Notice of every general meeting shall be given in the manner hereinbefore authorised to :
 - a. every member of the Company; and
 - b. every associate member of the Company; and
 - c. those entitled under Section 180 of the Act.