

COMPANIES ACTS 2014

CONSTITUTION OF COMPANY LIMITED BY GUARANTEE

CONSTITUTION

of

IRISH SOCIETY OF HOMEOPATHS COMPANY
LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

1. The name of the Company (hereinafter referred to as "the Society") is Irish Society of Homeopaths Company Limited By Guarantee.
2. Type of company registered under part 18 of Companies Act 2014.
3. The objects for which the Society is established are:
 - (a) To provide a Society, national in scope and activity, for persons engaged in the practice and study of homeopathy, representing a professional standard and proficiency essential to the election of members, thereby conferring a recognized and approved status by virtue of membership.
 - (b) To promote and advance the profession of homeopathy and its position in the health care of modern society in Ireland.
 - (c) To establish and maintain a forum for determining standards of education, training, qualification, ethics and discipline for the benefit and protection of the public and to safeguard the integrity of members' professional status.
 - (d) To promote the highest standards of competence, practice and conduct among members of the Society.
 - (e) To enforce a code of ethics.
 - (f) To exercise professional supervision of persons engaged in the practice of homeopathy.
 - (g) To ensure there is a group public liability/professional indemnity insurance scheme for all practicing members.
 - (h) To maintain a register of qualified classical homeopaths in Ireland.
 - (i) To promote and maintain the right of members to practice in Ireland and to seek official recognition for the Society from the government.
 - (j) To encourage, assist and extend the knowledge and study of homeopathy by the publication of newsletters, periodicals, journals, pamphlets, reports or books.

- (k) To establish links and associations with other bodies which promote and support the teaching and practice of homeopathy.
- (l) To encourage unification and harmony within the profession through mutual co-operation and the exchange of knowledge, experience and research.
- (m) To promote and protect homeopathic research and standards.
- (n) To promote and maintain freedom of choice for members of the public to select homeopathic treatment as an integral part of their health care.
- (o) To promote the physical, mental and spiritual wellbeing of the community and especially those who participate in the activities of the Society.
- (p) To accept any gift, subscription, donation or bequest or to accumulate and provide any fund or endowment and to invest the same respectively and apply the income thereof, or to apply the capital or any part thereof for any of the objects of the Society.
- (q) To purchase, hire, exchange, borrow, accept a gift, donation, bequest or loan of or in any way acquire and hold, whether temporarily or permanently, for the purposes or advantage of the Society any real or personal property, and in particular any lands, buildings, rooms, furniture, fittings, apparatus, machinery, appliances, conveniences and accommodation; and to sell, demise, let, sub-let, mortgage or otherwise dispose of the same or any part thereof as may be deemed expedient with a view to the promotion of the objects of the Society, and to permit the use of the same either gratuitously or on such terms as the Society may think fit, for any other purposes which the Society may consider conducive to the carrying out of its objects.
- (r) To borrow or raise money, and to secure repayment of the same by mortgage, charge or lien, or by the issue of debentures or debenture stock, promissory notes or other obligations or securities, to invest the moneys of the Society, not immediately required for the purpose thereof, upon such securities or in such manner as may be determined by the Committee of management of the Society (hereinafter referred to as "the Committee"), provided always that moneys subject or representing property subject to the jurisdiction of the Commissioner for Charitable Donations and Bequests for Ireland shall only be invested in such securities and with such sanction (if any) as may, for the time being, be prescribed by law.
- (s) To do all such other acts and things as are lawful and incidental or conducive to the attainment of the above objects or any of them.

Provided always that the Society shall not support with its funds any object or endeavor to impose on or procure to be observed by its members or others, any regulation, restriction or condition which, if an object of the Society, would make it a trade union.

Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Commissioner for Charitable Donations and Bequests for Ireland or Minister for Education, or any authority exercising corresponding jurisdiction outside Ireland, the Society shall not sell, mortgage, charge or lease

the same without such authority, approval or consent as may be required by law and as regards any such property the Committee shall be chargeable for such property as 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 as such Committee have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the High Court, the Commissioners for Charitable Donations and Bequests for Ireland or the Minister of Education or any such other authority as aforesaid over such Committee, and they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The liability of the members is limited.
5. Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he or she is a member, or within one year afterwards, for the payment of the debts and liabilities of the Society contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustments of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.00.
6. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed amongst the members of the Society but shall be given or transferred to some other charitable institution or institutions having main objects similar to the objects of the Society and which shall promote the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of clause 6 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to any such provision, then to such charitable object as shall be approved by the Society.
7. The income and property of the Society whencesoever derived, shall be applied solely towards the promotion of the main objects of the Society 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 whatsoever by way of profit, to the members of the Society. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Society: but so that no member of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Society to any member, except repayment of out of pocket expenses and interest on the rate aforesaid on money lent or reasonable or proper rent for premises demised or let to the Society: provided that the provision last aforesaid shall not apply to any payment to any Society of which a member may be a member, and which such member shall not hold more than £100.00 of the capital, and such member shall not be bound to account for any share of profits he or she may receive in respect of any such

payment.

8. No member of the Committee or of a Sub-Committee shall be appointed to any salaried office of the Society or any office of the Society paid by fees and no remuneration in money or other benefit in money or moneys worth shall be given by the Society by any member of the Committee except for payment 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 Society.

~~WE~~, the several persons whose names, addresses and descriptions are subscribed wish to be formed into an association in pursuance of this Memorandum of Association.

NAMES, ADDRESSES & DESCRIPTION OF SUBSCRIBERS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION</u>	<u>WITNESS</u>
1. <u>MARIE DOYLE</u> Marie Doyle, "Tallyho", St. Valery, Dargle Road, Bray, Co. Wicklow.		KATESOUDANT
2. <u>HANNAH CHEW</u> Hannah Chew, 2 Belgrave Road, Rathmines, Dublin 6.		KATESOUDANT
3. <u>LILLIAN HIGGINS</u> Lillian Higgins, Roveagh, Kilcolgan, Co. Galway.	Homeopath	KATESOUDANT
4. <u>ANGELA KEARNEY</u> Angela Kearney, Knockeens, Toormore, Goleen, Co. Cork.		KATESOUDANT
5. <u>Ursula LYNCH</u> Ursula Lynch, 3 Cabra Park, Phibsborough Dublin 7.	Homeopath	KATESOUDANT

ARTICLES OF ASSOCIATION

The regulations contained in the Act shall apply to the Company and together with the Regulations hereinafter contained shall constitute the Regulations of the Company save in so far as they are hereby varied or excluded.

1. In these Articles:
 - "the Act" means the Companies Acts 2014.
 - "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 Office" means the registered office for the time being of the Company.
 - "the Committee" means the elected committee of the Society as a body or a quorum of the members thereof at a Committee meeting.
 - "the Society" means Irish Society of Homeopaths Teoranta.
 - "these presents" means the Articles of Association for the time being of the Society.

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

Unless the contrary intention appears, 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.

2. The Society is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. For the purposes of registration the number of members of the Society is declared unlimited.
4. The first members of the Society shall be the subscribers hereto and, subject as hereinafter mentioned, it shall rest with the Committee to determine the terms and conditions on which subsequent members shall from time to time be admitted.
5. There shall be several classes of membership, as the Committee shall decide, including:
 - (a) **Honorary Members:** Honorary Membership may be offered to any person whom the society wishes to recognize as having given exemplary service to the field of homeopathy in Ireland. Such membership shall be

conferred following a resolution at an Annual General Meeting which is carried by a two-thirds majority of those eligible and voting. Honorary membership is granted for life.

(b) **Full Members** who are either

i) Registered Members whose names have been entered in the Society's Register of homeopaths as professional homeopaths who meet its requirements for such entry and who shall practice homeopathy in accordance with the Society's Code of Ethics; or

ii) Qualified Members who have graduated from a school of homeopathy recognized by the Society and who have not yet become registered members.

(c) **Associate Members:** Associate membership is open to those who are interested in homeopathy and in furthering the aims of the Society.

(d) **Student Members:** Student membership is open to students of homeopathy attending courses recognized by the Society.

The Committee shall determine the privileges and conditions of each class of membership, subject to the other provisions of these presents, providing that voting membership is only available to Full Members. The Committee may determine to admit or refuse admission at their absolute discretion.

All Full Members shall have full professional indemnity and public liability insurance provided or approved by the Society.

Registered Members only may use the initials "I.S.Hom" as an indication of their membership of the Society.

Every member shall be bound:

(a) to pay to the funds of the Society an annual subscription fee as the Committee shall from time to time determine (such annual subscription fee to be payable in advance on the 1st of October in every year), unless the member who would otherwise have been liable to pay the same shall have given notice in writing to the Secretary of their

intention to retire thereof from the Society in accordance with Article 6 hereof; and

- (b) to observe the provisions of these presents and of the Memorandum of Association of the Society and all the bye-laws, regulations and orders of the Committee for the time being in force, including the Code of Ethics of the Society; and
- (c) to observe the provisions, aims and objectives of the European Council for Classical Homeopathy as detailed in its constitution and as amended by the Council.

6. Membership of the Society shall cease:

- (a) on the member's death; or
- (b) if the member resigns by notice in writing to the Secretary; or
- (c) if a member fails to pay the annual subscription fee as determined by the Committee within 90 days of the due date, without prior written arrangement with the Secretary; or
- (d) if a member fails in the observance of the provisions of these presents or of the Memorandum of Association of the Society or of any bye-laws, regulations, or orders of the Committee for the time being in force, including the Code of Ethics of the Society, and whose conduct is, in the opinion of the Committee, detrimental to the honour or interests of the Society, or whose conduct is calculated to bring the Society in disrepute. The member shall have the right to know any complaint against him or her and the opportunity to be heard in person by at least two Committee members and one or more Full Member, appointed by the Committee and who shall report to the Committee, before any resolution as to the termination of his or her or her membership has passed. Any resolution on the termination of membership shall require a majority of three-quarters of the members of the Committee present in person at any meeting thereof.

7. Re-admission of a former member shall be at the absolute discretion of the Committee.

8. The Society shall keep a Register of members to include the following particulars:
 - (a) the names and addresses of Full Members, the date at which their membership began, and, if applicable, the date at which their membership ceased;
 - (b) the names and addresses of members of the Committee;
 - (c) the names and addresses of employees of the Society, their job title, the date at which their employment commenced and, if applicable, the date at which their employment terminated with the Society.
9. A Registered Member may withdraw his or her name from the published Register of homeopaths, for reasons agreed with the Committee, while retaining his or her registered membership and continuing in practice. His or her name shall be returned to the published Register upon request at any later time.
10. Upon resignation or cessation of membership of the Society a Full Member's name shall be removed from the Register of homeopaths, and notification to the membership of the Society and to the general public may be given at that time.

THE COMMITTEE OF THE SOCIETY

11. The business of the Society shall be managed by a Committee constituted and elected as hereinafter provided.
12. Nominations to the Committee should be made in writing and received by the Secretary at least 2 weeks prior to the proposed date of a General Meeting. Nominations will only be accepted on the day of the General Meeting if all available vacancies on the Committee have not been filled. Nominees present at the General Meeting may briefly outline their commitment to the Society; nominees who will be absent from the General Meeting shall outline their commitment in writing to the Secretary, such letter to be read out at the General Meeting.
13. The Committee shall consist of the Chairperson, the Treasurer, the Secretary, the Registrar, and not more than twelve elected members. No person shall be eligible to hold office as a member of the Committee who is not a Registered Member of the Society.
14. Until the close of the first Annual General Meeting of the Society

the Committee shall consist of the subscribers to the Memorandum of Association. The members of the Committee shall be elected annually by the Society at the Annual General Meeting in each year and shall retire as provided by Article 15.

15. At the first Annual General Meeting of the Society all the elected members of the Committee shall retire. Elected members so retiring at the first Annual General Meeting shall be eligible for re-election at the meeting. Elected members shall hold office for not less than one year and shall retire every two years. Elected members are eligible for re-election but shall not hold office for more than four consecutive years.
16. The office of a member of the Committee shall ipso facto be vacated:
 - (a) if they are adjudged bankrupt in Ireland, Northern Ireland or Great Britain or make any arrangement or composition with their creditors generally; or
 - (b) if they become of unsound mind; or
 - (c) if they ceases for any cause to be a member of the Society; or
 - (d) if by notice in writing to the Committee they resign office; or
 - (e) if they becomes prohibited from acting as a member of the Committee by virtue of any order made under Section 150 of the Companies Act, 2014.
17. The Committee shall be entitled to co-opt for any period any suitable person to serve on the Committee or on a Sub-Committee of the Committee, in an advisory capacity only. Not more than two co-opted persons should serve on the Committee or on a Sub-Committee.
18. The Committee may continue to act although their number is reduced by death, retirement, or otherwise below the number of eight but may act only for the purpose of filling up vacancies in the elected members, admitting persons to membership of the Society or summoning a General Meeting of the Society.
19. No person shall be disqualified from being or becoming a member of the Committee or be liable to vacate his or her office

as a member of the Committee by reason of his or her attaining or having attained the age of 70 years or any other age.

POWERS OF THE COMMITTEE OF THE SOCIETY

20. The Committee shall have sole control in regard to all matters relating to the management and organisation of the Society. In addition to the powers and authorities by these presents or otherwise expressly conferred upon them, they may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in General Meeting, but subject nevertheless to the provisions of any Acts of the Oireachtas for the time being in force and of these presents.
21. Without prejudice to the general powers conferred by the last preceding clause and other powers conferred by these presents, it is hereby expressly declared that the Committee shall have the following powers:
 - (a) to make and impose or cancel rules and regulations for the administration and government of the Society and for carrying its objects into effect, except as otherwise provided by these presents;
 - (b) to agree and pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Society, and the preparation, adoption and registration of the Society's Memorandum of Association and of these presents;
 - (c) to pay all expenses incurred in carrying out the objects of the Society;
 - (d) to purchase or otherwise acquire for the Society any property, rights or privileges which the Society is authorised to acquire at such price and generally on such terms and conditions as they seem fit;
 - (e) to secure the fulfilment of any contracts or engagements entered into by the Society by mortgage or charge of all or any of the property of the Society, or in such manner as they think fit;
 - (f) to engage professional or other assistance in connection with

the business of the Society, and subject to the provisions of the Memorandum of Association, to pay reasonable fees or remuneration for the same as they may think fit;

- (g) to take offices or acquire premises for the use of the Society and to appoint and, at their discretion, remove or suspend such managers, secretaries, officers, clerks, agents and servants whether engaged for permanent, temporary, or special services, and to determine their powers and duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit;
- (h) to appoint any person or persons whether incorporated or not, to act as Trustee or Trustees to accept and hold in trust for the Society any property belonging to the Society, or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration for such Trustee or Trustees;
- (i) subject to the laws affecting champerty and maintenance, to institute, conduct, defend, compound or abandon any legal proceedings by or against the Society or its officers, or otherwise concerning the affairs of the Society, and also to compound and allow time for payment of satisfaction of any debts due and of any claims or demands by or against the Society;
- (j) to refer any claims or demands by or against the Society to arbitration and observe and perform the awards;
- (k) to make and give receipts, releases and other discharges for money payable to the Society and for the claims and demands of the Society;
- (l) to affix the Seal of the Society to all deeds and documents requiring same;
- (m) to determine who shall be entitled to sign on the Society's behalf bills, notes, receipts, acceptances, indorsements, cheques, releases, contracts and other documents;
- (n) subject to the provisions of the Memorandum of Association, to invest and deal with any of the moneys of the Society not immediately required for the purposes thereof upon such securities for the time being authorised by law for the

investment of trust funds and in such manner as they may think fit, and from time to time to vary or realise such investments, subject nevertheless to the provisions contained in the Memorandum of Association;

- (o) to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Society as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Society;
- (p) to delegate any of their powers (other than their powers under Article 6(d) hereof) to committees consisting of two or more members of their body, and to make and impose upon such committee such rules and regulations and to vary the same from time to time as they may think fit;
- (q) to set up, constitute and organise local branches of the Society, consisting of members of the Society, in such places as they may think fit, and to appoint or authorise the members of such local branches to appoint persons as additional members of any local branch, and councils consisting of members of the Society to control and manage such local branches and to define the powers and duties of such local branches and councils and to make and impose bye-laws, rules and regulations for the administration and government of such local branches and of such councils, and to delegate any of their powers to such local branches and to such councils as they may think fit;
- (r) to apply for, or oppose the application by others for rights, charters and legislative acts and authorisations from any government or authority.

PROCEEDINGS OF THE COMMITTEE

22. The Committee shall meet together not less than four times each calendar year for the dispatch of business, adjourn and otherwise regulate their and more frequently at its own discretion. Six elected members of the Committee shall be a quorum. The quorum shall include one of the officers of the Committee. The Committee shall receive at least fourteen days' written notice of each meeting subject to Article 23 herein.
23. Questions arising at any meeting shall be decided by a majority

of votes. In case of equality of votes the Chairperson shall have a further or casting vote.

24. The Chairperson or any two members of the Committee may at any time, and the Secretary upon the request of the Chairperson or any two members of the Committee shall, convene a meeting of the Committee. In the case of a meeting convened by or at the request of two members, the notice of meeting shall state the character of the business to be discussed, and only business of which notice shall be given shall be discussed at that meeting. Each member of the Committee shall name an address in Ireland at which all notices shall be served upon him or her, and all notices served at such address shall be deemed to be well served. If a matter of urgency arises, it shall not be necessary to give notice of the meeting if two thirds of the members of the Committee agree to waive this requirement.
25. A meeting of the Committee for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these presents for the time being vested in or exercised for by the Committee generally.
26. The meetings and proceedings of any Sub-Committee appointed by the Committee under Article 20(p) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee, so far as the same are applicable thereto, and are not superseded by any regulations made by the Committee under Article 20(p).
27. All acts done by any meeting of the Committee or by a Sub-Committee or by any person acting as a member of the Committee shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of any member of the Committee, or such Committee or of any 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, or had duly continued in office and was qualified to be a member of the Committee.

MINUTES

28. The Committee shall cause minutes to be made in books provided for the purpose:
 - (a) of all appointments of officers;

- (b) of the names of the Committee members present at each meeting of the Committee, and of any Sub-Committee members;
 - (c) of all orders made by the Committee and Sub-Committees of the Committee;
 - (d) of all resolutions and proceedings of General Meetings and of meetings of the Committee and Sub-Committees.
29. Any such minutes of any meeting of the Committee or of any Sub-Committee, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

SEAL

30. The Committee shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Committee thereof previously given, and in the presence of at least two members of the Committee, who shall sign every instrument to which the Seal is affixed, and every such instrument shall be countersigned by the Secretary or such other person appointed by the Committee.

GENERAL MEETINGS

31. The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. Provided that so long as the Society holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Committee shall appoint.
32. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
33. The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in

default, may be convened by such requisitionists as provided by Section 181 of the Act. If at any time there are not within Ireland sufficient Committee members capable of acting to form a quorum, any Committee member or any two members of the Society may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

34. Subject to Sections 175 to 181 of the Act, an Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-eight days' notice in writing and a meeting of the Society (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned to such persons as are, under these presents, entitled to receive such notices from the Society. Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed
 - (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting being the majority together representing not less than 95% of the total voting rights at that meeting of all the members.
35. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings at that meeting.
36. Proposed amendments to these presents or to the Code of Ethics of the Society must be sent, in writing, to the Secretary at least 8 weeks prior to the proposed date of the General Meeting at which the amendments are to be considered. The onus is on the proposer to ensure that the date of the relevant Meeting is obtained.

37. These presents and the Code of Ethics of the Society may from time to time be amended by the passing of a resolution at General Meeting convened for the purposes of passing such a resolution which is carried by a two-thirds majority of those eligible and voting.

PROCEEDINGS AT GENERAL MEETINGS

38. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Committee and its Sub-Committees and auditors; to elect Committee members in the place of those retiring; to elect the Chairperson, and to transact any other business of the Society included in the notice to convene the Meeting.
39. 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 the exception of the consideration of the accounts, balance sheets and the reports of the Committee and auditors, the election of Committee members in the place of those retiring, the reappointment of the retiring auditors, and the fixing of the remuneration of the auditors.
40. The Chairperson, or in his or her absence, or if there be no Chairperson then such Past Chairperson or Vice-Chairperson or other member of the Committee as the members present may choose, shall be entitled to preside over every General Meeting of the Society.
41. If there be no Chairperson, Past Chairperson or Vice-Chairperson or other member of the Committee as the members present may choose present within 15 minutes after the time appointed for holding the meeting or if no Chairperson, Past Chairperson or Vice-Chairperson or other member of the Committee as the members present may choose who is present will take the chair the members may choose one of their number to be Chairperson.
42. 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: save as otherwise herein provided, six members present in person shall be a quorum.
43. If within 30 minutes 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 Committee may determine and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall be a quorum.

44. Every question submitted to a meeting shall be decided by a show of hands unless secret ballot is demanded (before or on the declaration of the result of the show of hands) by the Chairperson or by at least three members present in person or by proxy. In case of an equality of votes the Chairperson shall, both on a show of hands and at a secret ballot, have a casting vote, in addition to the vote to which he or she may be entitled as a member. Every member entitled to vote shall have one vote and no more, whether on a show of hands or at a secret ballot.
45. No member shall be entitled to vote or act as proxy if their subscription is in arrears for the space of one month.
46. The Chairperson of a General Meeting shall determine the acceptability of any vote and their decision is final.
47. At any General Meeting, unless a secret ballot is so demanded as aforesaid, a declaration by the Chairperson 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, and an entry to that effect in the Book of Proceedings of the Society shall be conclusive evidence of the fact without proof of the number of or proportion of the votes recorded in favour of or against such resolution.
48. Subject to the provisions of Article 51, if a secret ballot is demanded as aforesaid, it shall be taken in such manner and at such time within fourteen days and at such place as the Chairperson of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded. The demand for a secret ballot may be withdrawn.
49. On a secret ballot, votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or his or her attorney duly authorised in writing, or, if the appointer is a body corporate, under its Seal or under the hand of an officer or attorney duly

authorised. The instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

“IRISH SOCIETY OF HOMEOPATHS TEORANTA

I, _____, of _____,
in the County of _____, being a member of the above Society,
hereby appoint _____ of _____
or failing him or her _____ of _____

as my proxy to vote for me on my behalf at the Annual or
Extraordinary or adjourned General Meeting of the Society to be
held on the _____ day of _____ 20____ and at any adjournment
thereof.

Dated this _____ day of _____ 20____

Signed : _____

This form is to be used * in favour of the Resolution.
against the Resolution.

Unless otherwise directed, the proxy shall vote as they think fit.

*Strike out whichever is not desired.”

50. No person shall act as a proxy unless they are a member of the Society, and the instrument appointing a proxy together with the Power of Attorney under which it is signed shall be deposited at the office not less than 24 hours before the time of holding the meeting or adjourned meeting at which they propose to vote.
51. The Chairperson of a General Meeting may, with the consent of the meeting, adjourn the same 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. If a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, but save as aforesaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

52. A secret ballot demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. Any business other than that on which a secret ballot has been demanded may be proceeded with pending the taking of the secret ballot.

ACCOUNTS

53. The Treasurer shall cause proper books of accounts to be kept relating to:
- (a) All sums of money received and expended by the Society and the matter in respect of which the receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the Society; and
 - (c) The assets and liabilities of the Society.
54. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.
55. The books of account shall be kept at the registered office or, subject to Section 283 of the Act at such other place as the Treasurer thinks fit, and shall at all reasonable times be open to the inspection of the Committee.
56. Subject to any reasonable restrictions as to the time and manner of inspecting the same that may be from time to time imposed by the Society in General Meeting, the accounts and books of the Society shall be open to the inspection of the members at all reasonable times during business hours.
57. The Treasurer shall from time to time in accordance with Sections 289 to 341 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Society such profit and loss accounts, balance sheets, group accounts and reports as are referred to in those sections.
58. 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 Society together with a copy of the 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

59. The company, provided it satisfies the requirements of the Act relating to exemption from the requirement to have its accounts audited including members rights, shall not be required to appoint an auditor and if the company so resolves, then any reference to an auditor in any regulation shall be deleted accordingly.

NOTICES

60. A notice may be given by the Society to any member either personally or by sending it by post to them or their registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
61. Every notice or application to the Committee or the Secretary, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or person giving or making the same, and be given to the Secretary or be left at the office addressed to them during business hours or be forwarded to them at such office by prepaid post, and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

INDEMNITY

62. Every member of the Committee, Secretary or other officer or servant of the Society shall be indemnified by the Society against, and it shall be the duty of the Committee out of the funds of the Society, to pay all costs, losses and expenses, including travelling expenses, which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by them as such officer or servant or in any way in discharge of their duties. This Article shall only have effect insofar as its provisions are not avoided by Section 235 of the Act.

DISSOLUTION

63. The Society may be dissolved by a resolution of not less than two-thirds of the members present at any General Meeting of which not less than twenty-one days' notice has been given to

all members specifying the intention to propose a dissolution.

64. The provisions of Clause 5 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated herein.

NAMES, ADDRESSES & DESCRIPTION OF SUBSCRIBERS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION</u>	<u>WITNESS</u>
1. <u>MARIE DOYLE</u> Marie Doyle, "Tallyho", St. Valery, Dargle Road, Bray, Co. Wicklow.	Homeopath	KATESOUDANT
2. <u>HANNAH CHEW</u> Hannah Chew, 2 Belgrave Road, Rathmines, Dublin 6.	Homeopath	KATESOUDANT
3. <u>LILLIAN HIGGINS</u> Lillian Higgins, Roveagh, Kilcolgan, Co. Galway.	Homeopath	KATESOUDANT
4. <u>ANGELA KEARNEY</u> Angela Kearney, Knockeens, Toormore, Goleen, Co. Cork.	Homeopath	KATESOUDANT
5. <u>URSULA LYNCH</u> Ursula Lynch, 35 Cabra Park, Phibsborough, Dublin 7.	Homeopath	GILLIAN WRAY
6. <u>GILLIAN WRAY</u> Gillian Wray, 101 Collins Park, Donnycarney, Dublin 9.	Homeopath	KATESOUDANT

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION</u>	<u>WITNESS</u>
7. MAURA AHERN Maura Ahern, 8 Benvoirlich Estate, Bishopstown, Cork.	Homeopath	KATE SOUDANT
8. ANNE IRWIN Anne Irwin, 73 Rockfield Park, Rahoon, Galway.	Homeopath	KATE SOUDANT
9. CLARE SHEEHAN Clare Sheehan, Ballindarreen Lower, Kilcolgan, Co. Galway.	Homeopath	KATE SOUDANT
10. FRED WALKER Fred Walker, 640 Whitechurch Road, Rathfarnham, Dublin 16.	Homeopath	KATE SOUDANT
11. COLETTE FOSTER Colette Foster, Beech Holm, Liscapple Billis, Virginia, Co. Cavan.	Homeopath	KATE SOUDANT
12. MARY BARR Mary Barr, Cooleen, St. Oran's Road, Buncrana, Co. Donegal.	Homeopath	KATE SOUDANT
13. JANE TOTTENHAM Jane Tottenham, Mount Callan, Inagh, Co. Clare.	Homeopath	KATE SOUDANT