

IITD ARTICLES OF ASSOCIATION

Introduction

1. In these Articles, and unless the context otherwise requires, expressions defined in the Companies Act 1963 shall have the meanings so defined, and words importing the singular shall include the plural, and words importing the male gender shall include the female gender, and words importing persons shall include bodies corporate.

Interpretations:

- “*The Institute*” means The Irish Institute of Training and Development.
- “*The Profession*” means the profession of personnel engaged in industrial, commercial, educational and allied training fields.
- “*Year*” means calendar year.
- “*The Council*” means the council of management for the time being of the Institute.
- “*The Secretary*” means any person appointed to perform the duties of secretary to the Institute.
- “*The Seal*” means the common seal of the Institute.
- “*The Office*” means the registered office for the time being of the Institute.
- “*The Articles*” means the Articles of Association as originally framed or altered from time to time by special resolution.
- “*The Act*” means the Companies Act 1963, or any statutory modification thereof.

2. 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.

3. The Institute is established for the purposes expressed in the Memorandum of Association.

4. The Institute’s financial year shall run from 1st January to the 31st December unless otherwise decided by Council.

Members

5. The Institute for the purposes of registration is declared to consist of 50 members, but the Council may register an increase whenever they think fit.

6. The Subscribers to the Memorandum of

Association and such other persons as the Council shall admit to membership shall be members of the Institute.

7.1. The Institute shall consist of Fellows, Honorary Fellows, Ordinary Members, Honorary Members, Associate Members, Graduates, Registered Students and Affiliates.

7.2. A Register shall be kept (hereinafter referred to as “the Register”) containing the name and last notified address, together with the class for the time being, of each of the Members of the Institute. The privileges and obligations of any such member shall be those of the class assigned to him in the Register. It shall be the duty of each Member to notify the Secretary of any change of address.

7.3. All persons admitted by the Institute into the various classes shall sign the appropriate form prescribed by the Council on application for membership.

Qualifications for Membership

8. The Council shall define annually the acceptance standards for all classes of membership. These standards shall, however, be subject to the provisions of Articles 9 to 16 inclusive.

Honorary Fellows

9. The following persons shall be eligible for election as Honorary Fellows, namely persons who in the opinion of the Council are:

- (1) persons of distinction in the practice, organisation or administration of training, or
- (2) persons who have given distinguished service to the Institute or the achievement of its objects.

Fellows

10. Every Candidate eligible for transfer to the class of Fellow shall be a person who, being already an Ordinary Member of the Institute, satisfies the Council that he is qualified for Fellowship by reason of his outstanding contributions to the theory and practice of training.

Ordinary Members

11.1. Every Candidate eligible for election or transfer to the class of Ordinary Member shall be a person who has produced evidence to the satisfaction

of the Council that he:

- (1) possesses acceptable educational qualifications, and
- (2) has had suitable progressive industrial, commercial or allied experience and holds, or has held, a senior training post.

Honorary Members

11.2. Persons shall be eligible for election as Honorary Members if, in the opinion of the Council, they are persons of distinction in the practice, organisation or administration of training and are persons to whom the Institute wishes to give public recognition.

Associate Members

12. Every candidate eligible for election or transfer to the class of Associate shall be a person who possesses acceptable educational qualifications and who has had suitable industrial, commercial or allied experience and who is associated with education or training.

Graduates

13.1. A Graduate shall be a person who has satisfied the Council that he/she has passed the requisite examinations set by the Institute.

13.2. A certificate member shall be a person who has satisfied the Council that he/she has passed the Certificate Examination set by the Institute.

Registered Students

14. A registered Student shall be a person who has satisfied the Council that he:

- (1) is preparing himself by means of a recognised training course to sit for the examinations of the Institute, and
- (2) is actually engaged in training or an associated function or intends to be so engaged within a reasonable time.

Affiliates

15. An Affiliate shall be any person interested in furthering the aims and objectives of the Institute.

Corporate Members

16. Corporate members shall be organisations which are approved by the Council and which by financial contributions demonstrate interest furthering the aims and objectives of the Institute.

Corporate members shall be entitled to services from the Institute which the Council will decide on and review from time to time. Corporate membership will not bestow individual membership on any person employed by or associated with the corporate entity in question.

Certificates of Membership

17. Subject to such regulations as the Council may from time to time prescribe, any Fellow, Ordinary Member, Associate Member, Graduate or Registered Student may, upon application to the Secretary, obtain a Certificate of his admission to his class of membership in the Institute. Each such certificate shall remain the property of the Institute and shall be returned to the Secretary when the person to whom it was issued has ceased to be a member.

Abbreviated Titles and Descriptions of Members

18.1. Each of the Members of the Institute may use the title of the class to which he belongs or the abbreviation thereof and shall use no other title or abbreviation to describe his membership of the Institute.

18.2. Each Member shall be entitled to use after his name the initials as follows:

Title	Abbreviated Title
Fellow	FIITD
Honorary Fellows	Hon.FIITD
Ordinary Members	MIITD
Honorary Members	Hon.MIITD
Associate Members	AMIITD
Graduates	GMIITD
Certificate Members	CIITD
Registered Students	————
Affiliate Member	AFIITD

Election of Honorary Fellows

19.1. The Election of an Honorary Fellow shall be effected by a vote of the Council members at any Council meeting at which a quorum (Article 48) is present.

19.2. An Ordinary Member elected an Honorary Fellow shall retain all the rights and privileges of Ordinary Membership.

Election, transfer and resignation of Fellows, Ordinary Members, Associates, Graduates and Students

20. Every proposal for election shall be

proposed and seconded by an Ordinary Member and shall be in accordance with forms to be approved from time to time by the Council, and shall be forwarded to the Secretary, who shall lay it before the Council.

21. The Council will consider each proposal on its merits, taking account of all the applicant's qualifications, experience and responsibilities and, if satisfied that the applicant is eligible for membership, will elect the applicant to that class for which he is qualified.

22. The date of election of a member shall be the date of approval of his election by the Council.

23.1. When a candidate is elected, the Secretary shall give him notice thereof in a form to be approved from time to time by the Council, but he shall not become a member and his name shall not be added to the Register until he has paid any fees due.

23.2. It shall be a condition of the election of every member that his application contains no untrue or misleading statement relating to himself; and the election of any such person may be set aside by a resolution of the Council expressing its belief that the particulars given in his application were in some respect untrue or misleading and declaring such election to be annulled. The person concerned shall be notified of the intention to propose any such resolution and the Council shall first consider any statement or explanation in regard to the matter in question which such person may think fit to give either orally or in writing at his option. The Council shall also make other investigations as they may think proper. Forthwith after the passing of any such resolution, the name of the person to whom it relates shall be removed from the Register.

23.3. If any sum payable under this Article shall not be paid within such period as the Council may prescribe, the election of the candidate shall lapse.

24.1. At the discretion of the Council and subject to the provisions of these Articles, a properly qualified person may on application be transferred from one class of Membership to an-

other. Every proposal for transfer shall be submitted in such form as the Council may prescribe.

24.2. When an application for transfer has been approved by the Council the Secretary shall notify the fact to the candidate in a form to be approved from time to time by the Council, but his name shall not be transferred in the Register and his transfer shall not become effective until he has paid any fees due.

25. The Council shall from time to time determine:

- (1) The amount of entrance fee payable on election to any class of membership.
- (2) The annual subscription payable by Fellows, Ordinary Members, Associate Members, Graduates and Registered Students.

26. A member of any class may by notice in writing to the Secretary resign his membership of the Institute.

Subscriptions

27.1. All annual subscriptions shall be due and payable on the first day of each membership year.

27.2. A person elected to the Institute after the first day of the membership year shall be allowed a rebate of one-fourth from the annual subscription for that year for every complete three months which have elapsed before election.

28. No proceedings, ballot lists or membership certificates shall be sent to Fellows, Ordinary Members, Associates Members, Graduates or Students who are in arrears with their subscriptions more than two months except as decided by the Council.

29. The Council may at their discretion in any special case, reduce or remit the annual subscription or the arrears of annual subscription or any member and, in exercising this discretion, they shall consider both the length of time of his membership and the reason for his inability to pay.

30. If any Fellow, Ordinary Member, Associate Member, Graduate or Registered Student shall leave his subscription in arrears for more than two months, his name may be struck off the Register by the Council at any

time afterwards, and he shall thereupon cease to have any rights as a Fellow, Ordinary Member, Associate Member, Graduate or Registered Student, but he shall nevertheless continue liable to pay the arrears of subscriptions due at the time of his name being struck off, provided always that this regulation shall not be construed to compel the Council to remove any name, if they shall be satisfied the name ought to be retained and the Council may reinstate any person so struck off on payment of all arrears due from him at such time as the Council may think fit.

Rights and Privileges of Members

31. The rights and privileges of every member shall be personal to himself and shall not be transferable or transmissible by his own act or by operation of law.

Examinations

32. The Council may cause examinations to be held for approved candidates for admission as Graduates, Associate Members, Ordinary Members or Registered Students and in appropriate cases may call upon a candidate for admission to submit a thesis.

Expulsion

33.1. If any member shall refuse or willfully neglect to comply with any of these Articles or shall have been guilty of such conduct as in the opinion of the Council either shall have rendered him unfit to remain a member of the Institute or shall be injurious to the Institute, such member may by a resolution of the Council be expelled from Membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally to a committee of the Council or in writing to the Council any explanation or defence he may think fit. The name and recorded address of a member expelled under this Article shall be published in such manner as the Council may decide.

33.2. Any member whose name is removed from the Register shall cease to be a member of the Institute from the date the Council orders the removal of his name. Such a person shall not be entitled to any refund of

membership fee upon his name being removed from the Register.

The Council of the Institute

34. The governing body of the Institute shall be known as the Council and shall hold office for two years. Honorary Officers shall be elected bi-annually at an Annual General Meeting.

The Council shall consist of:

- (a) The Honorary officers; i.e. President, Vice President, Secretary, Treasurer and five other Ordinary Members of the Institute.
- (b) The Chairperson of the Regional Chapters and Branches, the outgoing President for one year following termination of his/her office and the incoming elected Vice-President
- (c) Up to seven co-opted Ordinary Members, if the Council so decide.

The Honorary Officers of the Institute The President

35.1. He/she will be the primary representative of the Institute, for a two year period

35.2. He/she will perform the office of chairperson of the National Council and oversee the day-to-day affairs of the Institute and oversee the execution of decisions of National Council on all matters pertaining to the affairs of the Institute.

The Vice President

36. There shall be an honorary officer of Vice President of the Institute. The Vice President shall be elected for a 1 year period prior to assuming the role of President and serve as Vice President for 1 year after his/her Presidency. The Vice President will assume the role of President on any occasion where the President during his/her term of office is unable for whatever reason to perform the duties of President. The position of Vice President will become vacant on alternate years.

The Honorary Secretary

37. There shall be an office of Honorary Secretary of the Institute for a two year period for the purpose of:

- (a) action in all respects as secretary to the meeting of the National Council.
- (b) dealing with all official correspondence concerning the affairs of the Institute in consultation with the other Honorary Officers and/or at the

discretion of the National Council.

(c) keeping all such minutes, copies of correspondence and records in order to meet the Institute's legal obligation and to facilitate the smooth running of the Institute's affairs.

(d) he/she shall be a signatory on all accounts held by the Institute.

The Honorary Treasurer

38. There shall be an office of Honorary Treasurer of the Institute for a two year period for the purpose of:

- (a) keeping all the necessary accounts and records in order to fulfil the legal and fiduciary obligations of the Institute.
- (b) preparing annually a set of accounts to the satisfaction of the auditors, which the Institute will appoint from time to time.
- (c) he/she will be a signatory on all accounts held by the Institute.

The Election of the Council of the Institute

39.1. Nomination for election to Council and Honorary Office shall be proposed and seconded by Ordinary Members of the Institute.

39.2. Nominations for Honorary Offices shall be specific to the offices to which election is sought.

39.3. A nominee for Honorary Office who is unsuccessful will be regarded as a nominee for election to Council, unless his nomination for Honorary Office states that he is only seeking election to Honorary Office.

39.4. Proposers of nominations shall obtain the prior consent of the nominee to serve, if elected, in the capacity nominated with due regard for the provisions of paragraph 39.3 above.

39.5. The Honorary Vice President shall at the end of a year automatically become the President of the Institute without election. He/she will assume office at the AGM after the election of a new Vice President. In the event of a Vice President not wishing to accept the office of President for whatever reason, then this should be declared to the Honorary Secretary in sufficient time to seek nominations for election to the office of President by the Ordinary Members at an AGM.

39.6. All nominations shall reach the Secretary not later than one calendar

month before the Annual General Meeting. Only in the event of sufficient written nominations to fill the vacancies on the Council not being received shall the Chairman be empowered to accept nominations at the Annual General Meeting.

40. An Honorary officer's eligibility for re-election shall be restricted in that he may not serve more than four consecutive years in one Honorary Office.

Powers and Duties of the Council

41. The business of the Institute shall be managed by the Council who may exercise all such powers of the Institute as are not by the Act or by these Articles required to be exercised by the Institute in general meeting, subject, nevertheless to the provisions of the Act and of these Articles and to such provisions, as may be given by the Institute in general meeting; but no direction given by the Institute in general meeting shall invalidate any prior act of the Council which would have been

42. The Council shall have the power to make regulations and bye-laws as they may deem necessary for the proper conduct and management of the affairs of the Institute and its Officers and employees, for regulating the conduct of business at meetings of the Council and all Institute Committees, provided that such regulations and bye-laws be not

repugnant to or affect or purport to affect or repeal anything contained in the Memorandum of Association or amount to such an addition to or alterations of these Articles as could only be made by special resolution, and the Council may from time to time revoke, amend, add to, or alter any of the said regulations and bye-laws, provided that any such regulation or bye-law may be set aside by special resolution of a General Meeting of the Institute.

43. For Council to alter or revoke any regulation or bye-law it may have made, notice shall be given of any suggested alteration to each member of the Council in the agenda paper for the Council Meeting at which the matter is to be considered, and such alteration shall not be acted upon until it has been confirmed by a separate resolution at the Meeting of the

Council next after the subject has been considered.

44. The Council may appoint from among the members of the Institute for such period and with such powers as it may determine such committees as it may deem expedient to aid the Council in its administration or to investigate, consider and report to the Council on any business or objects authorised by the Memorandum of Association and may associate with any such committee any member of the Institute whom it may think desirable, with powers to speak and vote at such committees.

45. The Council may delegate any of their powers to Committees consisting of such member or members as they think fit or as may be elected. Any Committee so formed shall, in the exercise of its functions conform to any regulations or bylaws that may be imposed on it by the Council.

46. The Council shall cause minutes to be made in books provided for the purpose:
- Of all appointments of Officers made by the Council.
 - Of the names of the Council members present at each meeting of the Council and of any Committee of the Council.
 - Of all resolutions and proceedings at all meetings of the Institute, and of the Council, and of Committees of the Council.

47. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes the Chairman shall have a second or casting vote. The Secretary shall as directed, at any time, summon a meeting of the Council.

48. The Quorum necessary for the transaction of business of the Council shall be five.

49. The Council shall, from time to time, determine the duties and responsibilities of its officers, servants and employees.

50. All acts done by any meeting of the Council or by any person acting as a

Council Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified.

51. A resolution in writing, signed by all the Council Members for the time being entitled to receive notice of a meeting of the Council, shall be as valid as if it had been passed at a meeting of the Council duly convened and held.

52. Should the Chairman be absent from any meeting of the Council, the Council Members shall choose one of their number to be Chairman of that meeting.

53. The Office of Council member shall be vacated if he:
- holds any office or place of profit under the Institute, or
 - is adjudged bankrupt or makes any arrangement or composition with his creditors generally, or
 - becomes of unsound mind, or
 - resigns his office by notice in writing to the Institute, or
 - is convicted of an indictable offence unless the Council otherwise determine, or
 - if, without leave, he is absent otherwise than on the business of the Institute from three consecutive meetings, and the Council resolves his office be vacated; or
 - if he ceases to be an Ordinary Member of the Institute.

General Meetings

54. All General Meetings of the Institute shall be held at such time and place in the State as may be determined by the Council.

55. The Institute shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it.

56. The Annual General Meeting shall be held not later than the 30th of June of each year.

57. All General Meetings other than An-

nual General Meetings shall be called Extraordinary General Meetings.

58. The Council may whenever it thinks fit convene an Extraordinary General Meeting and shall do so forthwith upon the requisition in writing of not less than one tenth of the total number of Ordinary Members as provided by Section 132 of the Act.

Notice of General Meetings

59. Subject to Sections 133 and 141 of the Act, an Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days notice in writing at the least, and a meeting of the Institute (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 14 days notice in writing at the least. 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 meeting and in the case of special business, the general nature of that business shall be given in manner hereinafter mentioned to such persons as are under the Articles of the Institute entitled to receive such notice from the Institute.
60. 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 the proceedings at the meeting.

Proceedings of General Meetings

61. The conduct of meetings shall be the responsibility of the Chairman whose ruling is final except as qualified in these Articles.
62. All business shall be deemed special that is transacted at an extraordinary general meeting, and also that is transacted at an Annual General Meeting with the exception of the consideration of accounts, balance sheets and the reports of the Council and Auditors, the reappointment of the retiring auditor and the fixing of the remuneration of the auditors.
63. 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 provided, ten per cent of paid up Ordinary Members present in person shall be a quorum.

64. 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 if a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
67. The Chairman may with the consent of the meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
68. Ordinary Resolutions shall be passed if carried on a simple majority.
69. Special Resolutions shall be passed if carried on at least a three-quarters majority
70. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded:
(a) by the Chairman, or
(b) by at least three members present in person or by proxy.
71. Unless a secret ballot is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, an entry to that effect in the book containing the minutes of proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand

for a ballot may be withdrawn.

72. Except as provided in Article 74, if a ballot is duly demanded it shall be taken in such manner as the Chairman directs and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
73. Where there is an equality of votes, whether on a show of hands or on a ballot, the Chairman of the meeting at which the show of hands takes place or at which the ballot is demanded, shall be entitled to a second or casting vote.
74. A ballot demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A ballot demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any other business other than that on which the ballot has been demanded may be proceeded with pending the taking of the ballot.
75. Any proposal to alter or amend these Articles must be decided by special resolution at a General Meeting.

Votes of Members

76. Each member except as provided in Article 79 shall have one vote and no more.
77. No objection shall be raised to the qualification 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 Chairman of the meeting whose decision shall be final and conclusive.
78. Votes may be given either personally or by postal ballot, the form of which shall be determined by the Council.
79. Graduates, Registered Students, Associate Members, Honorary Fellows, Affiliates and representatives of Corporate Members may attend and speak, but not vote, at any General or Extraordinary Meeting.

Accounts

80. The Council shall cause proper and sufficient books of account to be kept with

respect to:

- (a) the assets and liabilities of the Institute.
- (b) the sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place.
- (c) all sales and purchases of goods by the Institute.

81. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts of money paid to the Institute shall be signed, drawn, accepted, endorsed or otherwise executed by such person or persons and in such manner as the Council shall from time to time by resolution determine.

82. The books of account shall be kept at the Registered Office or at such other place or places as the Council shall think fit and shall always be open for inspection by members of the Council.

83. The Institute may, in General Meeting, from time to time impose reasonable restrictions as to the time and manner of the inspection by the members of the Accounts and books of the Institute and, subject to such restrictions, the accounts and books of the Institute shall be open to the inspection of the members at all reasonable times.

84. Any donation may be accepted by the Council on behalf of the Institute.

Auditors

85. Auditors shall be duly appointed and a copy of their report laid before each Annual General Meeting along with the Income and Expenditure Account and Balance Sheet.

86. A copy of the Income and Expenditure Account and Balance Sheet, Auditor's Report, and Council's Report shall be sent with the notice convening the Annual General Meeting to every person entitled to receive notice of general meetings of the Institute not later than 21 days prior to the Annual General Meeting.

87. The Council in accordance with the Act may give 21 days' prior notice to the Auditors of their said intention not to propose the re-appointment of the said Auditors at the next Annual General Meeting.

The Seal

88. The Council shall provide for the safe custody of the Seal, which shall not be affixed to any instrument except in the presence of one Council member and the Secretary, or such other person as the Council may appoint, and such persons shall sign every instrument to which the Seal is attached in their presence.

Indemnity

89. Subject to Section 200 of the Act, the Council Members, members of Committees or sub-Committees, Auditors, Advisors, Secretary or any other Officers for the time of the Institute and any Trustees of the Institute for the time being acting in relation to any of the affairs of the Institute and their heirs, executors and administrators respectively shall be indemnified out of the assets of the Institute from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts except such is any as they shall incur or sustain by or through their own wilful neglect or default, and no such Officer or trustees shall be answerable for the acts, neglects or defaults of any other officer or trustee or for the solvency of honesty of any persons with whom monies or other effects of the Institute may be lodged or deposited.

Notices

90. Notice may be given by the Institute to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post service or the notice shall be deemed to be effected by properly addressing, prepaying and posting a 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

Notice of every General Meeting shall be given to:

- (a) Every member on the Register of Members.
- (b) Every person being a personal representative or the Official Assignee in Bankruptcy of a member where the

member, but for his death or bankruptcy would be entitled to receive notice of the meeting.

- (c) The Auditor for the time being of the Institute. No other person shall be entitled to receive notices of General Meetings.

Region

91. The Council may at any time and from time to time convene, form and associate members into groups which shall be regions or branches of the Institute. Groups may apply to the Council for recognition as regions or branches.

92. Any such groups or association of members shall be required to accept the Memorandum of Association and Articles of Association of the Institute and shall be admitted as regions or branches at the sole discretion of the Council whose decision shall be final in their regard.

93. The organisation, administration, procedures, elections and conduct of meetings of all regions and branches shall be subject to such rules and regulations from time to time approved by the Council whose decision in these matters shall be final.

94. The first Secretary of the Institute shall be Mr. John Gavin.

Winding-up

95. The provisions of clause 9 of the Memorandum & Articles of Association relating to the winding-up or dissolution shall have effect and be observed as if the same were repeated in full in these presents.