

COMPANIES ACTS, 1963 TO 1990
COMPANY LIMITED BY SHARES

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**

THE IRISH SOCIETY OF HEARING AID AUDIOLOGISTS

NUMBER
238996

CERTIFICATE OF INCORPORATION

I hereby certify that

THE IRISH SOCIETY OF HEARING AID
AUDIOLOGISTS

(THE WORD LIMITED BEING OMITTED
BY LICENCE OF THE MINISTER
FOR ENTERPRISE AND EMPLOYMENT)

In this day incorporated under

The Companies Acts 1963 to 1990

And that the company is limited.

Given under my hand at Dublin, this

Tuesday, the 3rd day of October, 1995.

For Registrar of Companies

Fees and Deed Stamps	165.00
Stamp Duty on Capital	0.00

COMPANIES ACTS 1963 TO 1990

LICENCE UNDER SECTION 24 OF THE COMPANIES ACT 1963

The Minister for Enterprise and Employment in pursuance of the powers vested in Him by section 24 of the Companies Act, 1963 as adapted by the Industry and Commerce (Alteration of Name of Department and Title of Minister) Order, 1993 (S.I. 19 of 1993) does by this licence direct that

THE IRISH SOCIETY OF HEARING AID AUDIOLOGISTS

Not being a public limited company in consideration of the provisions and subject to the conditions set out in its Memorandum and Articles of Association as subscribed by eight members thereof on the 12th May 1995, may be registered as a company with limited liability without the addition of the word “limited” to its name.

Given on behalf of the Minister for Enterprise and Employment on this 21st day of September 1995.

Signed by John A Gleeson

An officer of the Department of Enterprise and Employment duly authorised in that behalf under section 15 (4) of the Ministers and Secretaries Act, 1924 (No. 16 of 1924) and section 7 (2) of the Documentary Evidence Act, 1925 (No. 24 of 1925)

COMPANIES ACTS, 1963 – 2003

COMPANY LIMITED BY GUARANTEE

NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE IRISH SOCIETY OF HEARING AID AUDIOLOGISTS

(As adopted by Special Resolution passed on 19th day of September 1997)

1. The name of the Company (hereinafter called “The Society”) is The Irish Society of Hearing Aid Audiologists.
2. The main objects for which the Company is established are to encourage and develop the science and practice of hearing aid audiology, with a view to improving the hearing of deaf persons with hearing aids and ancillary equipment and to carry out or encourage others to carry out research in the said science and to publish or co-operate with others in publishing the results thereof and to give advice to and distribute information among its members on all matters relating to hearing aids, hearing test instruments and associated products.

The following are subsidiary objects:

- (a) To establish and maintain high standards of practice among hearing aid audiologists by the institution and administration of rules, codes, bye-laws and such other regulations for its members as may be deemed appropriate.
- (b) To maintain understanding between the hearing aid industry and the public, especially the hard-of-hearing, and between hearing aid suppliers and Government Departments and the medical profession, authorities concerned with aural rehabilitation, Health Authorities and organisations in any way connected with the hearing aid industry.
- (c) To promote and encourage a programme of public education as to the benefits to be obtained from the use of hearing aids and ancillary equipment.
- (d) To protect and promote the interests of hearing aid audiologists and to consider, watch over and take any necessary action in relation to matters affecting the interests of the hearing aid user and the interests of members of The Society.
- (e) To secure the establishment of an efficient and progressive Hearing Aid Audiology Practice in Ireland.
- (f) To have contact with the British Hearing Aid Council, The British Society of

Hearing Aid Audiologists, the representative professional organisations of the British Hearing Aid Industry and other Irish, European or foreign bodies or organisations on all matters of mutual interest.

- (g) To provide educational facilities of all kinds for the training and development of hearing aid audiologists, to fix standards of professional competence required from its members or any class of them, to hold examinations and to issue such certificates of professional competence to its members as may seem expedient.
 - (h) To arbitrate or arrange for the arbitration of disputes and questions involving the practice of conduct of members of The Society or other disputes or matters arising in connection with the Hearing Aid Industry.
 - (i) To obtain special advantages for the general body of members of The Society and to do all things which may seem desirable for that purpose.
 - (j) To print, publish, issue, circulate and give access to such papers, periodicals, books, circulars and other literary undertakings as may seem conducive to any of the objects of The Society and to further the interests of its members by social intercourse and thereby, or by such other steps which may seem reasonable, to create unity among such members.
 - (k) To study legislative proposals and enactments affecting Hearing Aid Audiologists; to originate and promote improvements in the law, to consider alterations therein and to bring about improvements in the administration of the law affecting hearing aids. For these purposes to make representations to The Government, any Minister of State or members of the Oireachtas and others or to take such other steps and proceedings as may be deemed expedient and to take any steps necessary or desirable to redress any grievances affecting the members of The Association.
 - (l) To adopt and use an Emblem of The Society and to authorise such of its members and such firms and companies as The Society may from time to time determine to use such Emblem.
 - (m) To publish and circulate from time to time a list of members of The Society and/or lists of firms and companies which agree from time to time to observe the standards laid down by The Society in relation to sale, distribution and advertising of hearing aids.
 - (n) To secure where appropriate adequate representation of The Society on all other organisations dealing with the interests of members; to co-operate with, become a member of, or otherwise assist any associations or institutions with objects wholly, or in part similar to those of The Society.
- 3 With a view to the attainment of the above main objects to exercise the powers conferred by the following sub-paragraphs of this paragraph;-

- (a) To enter into any contracts or arrangements with any Governments or Authorities, supreme, municipal, local or otherwise, or with any companies, firms or persons, that may seem conducive to the attainment of the Society's objects or any of them, and to obtain from any such government, authority, company, firm or person any charters, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such charters, decrees, rights, privileges or concessions.
- (b) To create and establish a fund or funds for the attainment of the objects of The Society and in relation thereto to undertake and discharge the duties of trustees, to invest the said funds as trustees in the name of The Society and to hold or retain any part of the moneys representing such funds pending the investments thereof.
- (c) To accept gifts of real and personal property whether or not subject to any special trust for the purposes of The Society and so far as the law and this Memorandum permits, to comply with any conditions expressed in relation with any such gifts.
- (d) To establish, promote, operate, amalgamate, confer and consult with, accept or otherwise assist or support any company, trust, association, or society established with objects similar to The Society, and which, in the opinion of The Society is calculated or likely to further the objects of The Society, whether directly or indirectly, and which prohibit the distribution of their incomes and property to an extent at least as great as the restrictions imposed on The Society by Clause 4 hereof.
- (e) To raise funds in such manner as The Society shall think fit and to receive capital and/or revenue grants from Government or other public or private sources.
- (f) To grant scholarships, exhibitions, bursaries, or other forms of emolument and, or, financial assistance of such type and value as The Society thinks fit.
- (g) To award prizes (with a view to the encouragement of study) to persons training as Hearing Aid Audiologists, or to persons engaged in research or experiment in the field of Hearing Aid Audiology or persons engaged in work calculated to assist or further the main objects of The Society.
- (h) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property and any rights and privileges which The Society may think necessary or conducive to the attainment of its main objects.
- (i) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property or assets of The Society as may be thought expedient with a view to the attainment of its objects.

- (j) To borrow or raise money in such manner as The Society shall think fit and in particular by the issue of debenture or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of The Society's property or assets (whether present or future), and also by similar mortgage, charge or lien to secure and guarantee the performance by The Society of any obligation or liability it may undertake and to purchase, redeem or pay off any such securities.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (l) To invest and deal with the moneys of The Society not immediately required upon such securities and in such manner as may from time to time be determined.
- (m) To enter into and make contracts for the employment of such persons as The Society may deem fit as may be necessary or beneficial for the purposes of The Society.
- (n) To support and subscribe to any charitable, philanthropic or public objects and any institution, society, or club which may be for the benefit of The Society or to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid to any persons who are or have been employees of, or who are or have been employed by, or who are serving or have served The Society, and to wives, widows, children and other relatives and dependants of such persons, and to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants.
- (o) To procure The Society be registered in any country, state or place, and to comply with any conditions necessary or expedient to enable The Society to carry out its objects in any country, state or place, and to establish local agencies for the purpose of carrying out the objects of The Society.
- (p) To adopt all such means, including the granting of prizes, awards and donations and promotion and provision of conferences, public and private meetings, discussions, publication and dissemination of books, writings, pamphlets, correspondence, and the organisation and holding of exhibitions, musical and dramatic performances and cinematographic, radio and television shows and productions, and the employment of all other types of visual and oral communication, of publishings, making known, promoting and furthering the objects and proceedings of The Society or any of them as may seem expedient.

- (q) To organise, conduct and manage subscriptions, lotteries, flag days, competitions, dances, fairs, markets, sales of work, theatrical, cinematographic and all entertainments and all such enterprises and activities as The Society shall consider desirable for the purpose of raising funds for the attainment of the objects of The Society.
- (r) To make rules governing the conduct of The Society, or of the members thereof, or of any subsidiary organisation.
- (s) To establish and support or aid in the establishment and support of any Associations or Institutions and to subscribe or guarantee money for purposes in any way connected with the purposes of The Society or calculated to further its objects provided any such association or institution prohibits the distribution of its income and property among its members to an extent at least as great as that which is imposed on the Society by virtue of Clause 4 hereof.
- (t) To do all things which The Society may deem to be incidental or conducive to the attainment of the above main objects or which may be conveniently carried on or done in connection therewith or which may be calculated, directly or indirectly, to promote the main objects of The Society.

Provided always firstly that The Society shall not support with its funds any objects, or endeavour to impose on or secure to be observed by its members, or others, any regulation, restriction or condition, which if it was an object of The Society would make it a Trade Union; secondly, that The Society shall obtain where necessary, for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

- 4 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 howsoever 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 five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to The Society; but so that no member of the Council of Management or Governing Body of The Society or of Committees appointed under Article 64 of the Articles of Association 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 money's worth shall be given by The Society to any member of such Council or Governing Body or of Committees appointed under Article 64 of the Articles of Association, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to The

Society; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body or of Committees appointed under Article 64 of the Articles of Association, may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendment shall be made to, or in, the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister for Enterprise & Employment and the Revenue Commissioners provided in respect of Clauses 4. and 9. of the Memorandum of Association such approval shall be given only after consultation with the Minister for Finance.
6. The fourth and fifth clauses of this Memorandum contain the conditions to which a licence granted by the Minister for Enterprise and Employment to The Society in pursuance of Section 24 of the Companies Act 1963 is subject
7. The liability of the members is limited.
8. Every member of The Society undertakes to contribute to the assets of The Society in the event of its being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of The Society contracted before he ceases to be a member and of costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding £1.
9. 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 among the members of The Society, but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Society 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 is imposed by the Society under or by virtue of Clause 4. hereof such institution or institutions to be determined by the members of The Society at or before the time of dissolution, and if so far as effect cannot be given to such provision then to some charitable object.
10. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

COMPANIES ACTS, 1963-2003
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

OF

THE IRISH SOCIETY OF HEARING AID AUDIOLOGISTS
(as adopted by Special Resolution passed on 19th day of September 1997)
(as adopted by Special Resolution passed on 12th day of April 2003)
(as adopted by Special Resolution passed on 9th day of April 2005)

The Regulations contained in Table C of the Companies Act 1963 shall not apply to The Irish Society of Hearing Aid Audiologists.

(1) In these Articles, unless the context otherwise required;-

“the Act” means the Companies Act, 1963 and every statutory modification or re-enactment thereof for the time being in force.

“The Society” means the above named Company, The Irish Society of Hearing Aid Audiologists.

“The Council” means the Council for the time being elected in accordance with these Articles.

“The Secretary” means any person appointed to perform the duties of the secretary of the Company.

“the Honorary Treasurer” means any person for the time being elected as the Honorary Treasurer in accordance with these Articles.

“The Seal” means the common seal of The Society.

“the office” means the registered office of The Society.

“Member” shall include all classes of Members.

“Ireland” means the Republic of Ireland.

“Month” means calendar month.

Expressions referring to writing shall, unless contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form. Words importing the singular number only include the plural and vice versa. Words importing the masculine gender include the feminine and neuter genders.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act at the date on which these Articles become binding on The Society.

(2)

MEMBERSHIP

- (a) There shall be four categories of membership of The Society namely Qualified Members, Associate Members, Fellows and Honorary Fellows. The Society's membership shall be confined to individuals only. No company, firm or partnership may describe itself as a member of or fellow of The Society even though members of The Society may be associated with, or be members of, or be employed by such company, firm or partnership.
 - (b) The number of members with which The Society proposes to be registered is 100 but the Council may from time to time register an increase of members.
3. Every application for membership shall be in such form, signed by the applicant, and supported by such information as to qualifications and otherwise and such recommendations as the Council may from time to time determine and shall specify the class of membership to which the applicant wishes to be admitted.
4. At the meeting of the Council next following receipt of any application for membership such application shall be considered by the Council who may thereupon determine upon the admission or rejection of the applicant or may adjourn the application to a subsequent meeting.
5. In cases of doubt the Council shall have full authority to decide whether any applicant is eligible for admission to membership and the class of membership for which he is eligible, and the decision of the Council shall be binding and conclusive.
6. Every member, other than an Associate Member, shall be entitled to receive within two months of his admission as a member, a Certificate of Membership which shall specify the class of membership to which he has been admitted and the date of such admission. Such Certificate shall be signed on behalf of The Society by at least two members of the Council which shall include the President and Secretary unless otherwise determined by the Council. Every Certificate of Membership shall be the property of the Society and not of the holder named thereon. The holder of a Certificate either on ceasing to be a Member or on demand by the Council shall forthwith return the certificate to the Secretary. On the death of a Member his personal representative shall forthwith return his certificate to the secretary.
7. Every member who is practising as a hearing aid audiologist at all times shall have available to him in the course of his work as a hearing aid audiologist a

properly equipped and staffed premises for audiometric testing and service and shall on application for membership and, subsequently, as from time to time required by the Council, so satisfy the Council.

8. The subscribers to this Memorandum of Association shall become members automatically on incorporation of The Society. Those subscribers who are full qualified members of the British Society of Hearing Aid Audiologists or who have passed the qualifying examinations of the British Association of Audiology Technicians or who have been practising in Ireland as a Hearing Aid Audiologist prior to the 1st January 1983.

QUALIFIED MEMBERS

9. Persons who have reached an appropriate degree of proficiency as hearing aid audiologists, who have passed the appropriate examination or examinations of The Society, who are practising in Ireland as full time hearing aid audiologists and who are admitted to Qualified Membership by the Council from time to time shall be Qualified Members of The Society.
10. Fully qualified members of the British Society of Hearing Aid Audiologists or those who have passed the qualifying examinations of the British Association of Audiology Technicians or those who were on the Society's Register of Members on the 29th March 1999 or persons who have a qualification in Audiology/Hearing Aid Audiology specified from time to time by the Council who are ordinarily resident in and practising in Ireland as Hearing Aid Audiologists shall be automatically eligible for Qualified Membership.
11. A Qualified Member of The Society may use the letters M.I.S.H.A.A. or the words "Member of The Irish Society of Hearing Aid Audiologists" after his name on stationery, visiting cards and the like and for advertising to indicate that he is a Qualified Member of The Society. No other indication shall be used to indicate that a person is a Qualified Member.

ASSOCIATE MEMBERS

12. Persons who have completed a three month probationary period as trainee hearing aid audiologist, who are ordinarily resident and working in Ireland and who are admitted to Associate Membership by the Council, from time to time, shall be Associate Members.
13. Every application for Associate Membership except applications received within three months of the date of incorporation of The Society shall be sponsored by a Qualified Member or Fellow who shall be responsible for the conduct of an Associate Member so long as he remains an Associate Member.
14. An Associate Member shall within two years of the date of his admission or such longer period as the Council may decide, sit for a qualifying examination held by or specified by The Society and on satisfying the Council that he has reached an appropriate degree of professional proficiency by passing such

examination shall be eligible for Qualified Membership.

15. If an Associate Member does not qualify by passing the appropriate qualifying examination within two years or such longer period as the Council may decide of his admission to membership, the Council may at its discretion terminate the membership of such Associate Member. Before agreeing to the continuation of membership of such Associate Member who under Article 13 has been admitted to membership without a sponsor and whose membership may be terminated under this Article, the Council may oblige such Associate Member to nominate a Qualified Member or Fellow as a sponsor who shall be willing to accept responsibility for the conduct of such Associate Member so long as he remains an Associate Member.
16. Associate Members shall not be entitled to use or display any distinguishing letter or word after their names to denote membership of The Society.
17. Associate Members shall not be entitled to receive or display Certificates of Membership.

FELLOWS

18. The following persons shall be Fellows of The Society:-
 - (a) Any person who is a fellow of The Society of Hearing Aid Audiologists or other appropriate foreign association specified from time to time by the Council, who is ordinarily resident and practising in Ireland as a Hearing Aid Audiologist and who is admitted as a Fellow of The Society by the Council.
 - (b) A Qualified Member of The Society who passes the special Fellowship Examination held by the Society from time to time.
 - (c) A Qualified Member who, in the opinion of the Council, makes or has made an outstanding and permanent contribution to the benefit of the profession of hearing aid audiologists or of people with defective hearing and who is admitted by the Council as a Fellow.
19. A Fellow of The Society may use the letters F.I.S.H.A.A. or the words "Fellow of The Irish Society of Hearing Aid Audiologists" after his name to indicate he is a Fellow of The Society. No other indication shall be used to indicate that a person is a Fellow.

HONORARY FELLOWS

20. The Council may from time to time appoint any member of the medical profession or any person who makes or has made an outstanding and permanent contribution to the benefit of the profession of hearing aid audiologists or of people with defective hearing to be Honorary Fellows of The Society.

21. An Honorary Fellow of The Society may use the letters “Hon. F.I.S.H.A.A.” or the words “Honorary Fellow of The Irish Society of Hearing Aid Audiologists” after his name on stationery, visiting cards and the like and, where applicable, for advertising to indicate he is an Honorary Fellow of The Society. No other indication shall be used to indicate that a person is an Honorary Fellow.

OBLIGATIONS OF MEMBERSHIP

- 22 (a) Every member of The Society shall be bound by The Code of Professional Conduct, The Code of Commercial Practice and The Guidance Rules for Hearing Aid Advertising to be issued by The Society and as modified or altered by The Society from time to time and by such other rules, regulations and byelaws made from time to time by The Society, for the regulation of the conduct of its members or the fixing of standards of professional competence or proficiency to be attained by the candidates for Qualified Membership and/or Fellowship.
- (b) A Member shall not promote his or the interests of a company with which he is associated in any way which in the opinion of the Council is unprofessional. Publicity by a Member or by any person or company with which he is associated or employed in business or professionally may be held to be conduct which is derogatory of the profession of Audiology or which renders him unfit to be a Member provided that a Member may indicate his connection with the Society by using the affix to which he is entitled under the regulations for the time being in force, but he shall not add to or in any way alter such affix nor shall he be entitled to the use of such affix after he has ceased to be such a Member, nor shall a Member’s membership or qualification for Membership of the Society be used in connection with any place of business, unless he personally practices at that place. Membership of the Society consists of individuals only. It follows that no company, firm or partnership may describe itself as Fellows of, Members of, Associate Members of, or approved by the Irish Society of Hearing Aid Audiologists.
- (c) It shall be a condition of Membership that all Members shall have professional indemnity insurance. There is an obligation on each Member to ensure that his insurance cover is adequate and up to date.
- (d) Any Member who shall change his professional address from one city, town or place to another, or shall establish or join in establishing an additional practice in any city, town or place other than that city, town or place in which he shall already be practising shall, within one month after such change of establishment, give in writing notice of such change to the Secretary

- (e) It shall be a requirement that Members state in any advertisement, their practice address where audiological assessment in accordance with the Society's Code of Professional Conduct may be performed.

ENTRANCE FEE AND SUBSCRIPTION

- 23 (a) The Council may fix from time to time the entrance fee and annual subscription payable by each Qualified Member, Associate Member and Fellow PROVIDED ALWAYS that Members shall be given notice in writing of any proposed increase in any entrance fee or any subscription at least one month before the date on which such increase shall become effective. No entrance fee or annual subscription shall be payable by Honorary Fellows.
- (b) The full amount of the appropriate entrance fee shall be paid to The Society when the application for membership is submitted and shall be refunded in the event of the application being rejected.
- (c) All annual subscriptions shall be payable in advance in respect of the period from the 1st day of January to the 31st day of December.
- (d) The first subscription of each Member shall be due on his admission and shall be one full year's subscription in respect of the period from the date of the Member's admission to membership up to the following 31st day of December.

TRANSFER AND CESSATION OF MEMBERSHIP

- 24. (a) Membership and its privileges shall not be transferable.
- (b) The Council at its discretion may terminate the membership of any member whose annual subscription is not paid within three months after same has become due and payable. Termination of membership under this paragraph shall not relieve a person from liability for payment to The Society of the annual subscription due by him for the year during which his membership is terminated. The Council may re-admit to membership any person expelled for non-payment of the annual subscription and may impose on such person such fine as it deems appropriate not exceeding a sum equal to two years' subscription which must be paid before the expelled member is readmitted.
- (c) A Member of The Society shall cease to be a member if he:-
 - (i) is adjudged bankrupt in Ireland or in Northern Ireland, or Great Britain or makes any arrangement or compromise with his creditors generally; or

- (ii) becomes of unsound mind; or
 - (iii) resigns his membership by notice in writing to The Society Provided Always that a Member who resigns under this provision shall be liable for the full annual subscription for the year during which he resigns; or
 - (iv) any person struck off by a recognised Hearing Aid Professional Society or Audiological Group would be ineligible for membership. This would constitute legitimate grounds for removal from Membership of the Society.
- (d)
- (i) The Council shall have the power to admonish, suspend, impose a fine not exceeding £500 on where considered appropriate, or expel a member of The Society in the event of a member acting in contravention of these Articles of Association or any Rule, Regulation or Bye-Law made by The Society from time to time or acting in a manner considered by the Council to be to the detriment of, or contrary to the interests of The Society or to the interests of members of the public who have defective hearing or are guilty of conduct which in the opinion of the Council is derogatory of the profession of Hearing Aid Audiology or renders him unfit to be allowed to remain a member and, subject to paragraph (b) of this Article, to re-admit to membership any such member so suspended or expelled on such terms and subject to such conditions as the Council may think fit.
 - (ii) No power shall be exercised by the Council under paragraph (d) (i) of this Article unless the member against whom action is to be taken is given at least 21 days notice in writing of the meeting of the Council at which the matter is to be considered, of the exact allegation or complaint made against him, and of his right to attend such meeting and of being heard thereat if he shall think fit.
 - (iii) A resolution of the Council to exercise any power under paragraph d(i) of this Article shall not be effective unless passed of a majority of three-fourth of the members of the Council present and voting at the meeting at which the resolution is considered or at any adjournment thereof at which the relevant vote may be taken.
 - (iv) Where a complaint is made to the Council against another member the Council shall at their discretion be entitled to summon the member making the complaint to a meeting of the Council to substantiate his complaint.

- (v) A member suspended or expelled from membership shall be bound forthwith on his suspension or expulsion to surrender his Certificate of Membership. A suspended member shall continue to be liable for all subscriptions and other moneys (if any) due by him to The Society during the period of suspension but during such period he shall not be entitled to use any affix to his name to which otherwise he would be entitled or to receive notice of or to attend or vote at any General Meetings of The Society or to serve on the Council or to exercise any other right or privilege of a member of The Society.
- (vi) Where the complaint is made by or against a person who is a member of The Council such person shall not sit as a member of The Council in the investigation of the complaint. Where a member of The Council works or is employed in or by the same business, firm or company as the person against whom the complaint is made, such member of The Council shall not sit as a member of The Council in the investigation of such complaint.
- (vii) While a person against whom a complaint is made shall have a right to make representations to the meeting of The Council at which the complaint is considered in accordance with paragraph (d)(ii) of this Article such member shall be excluded from the meeting while the Council are considering their final decision in relation to the complaint.

GENERAL MEETINGS

- 25. All general meetings of The Society shall be held in the State.
- 26. (1) Subject to paragraph (2) of this Article, The Society 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; and not more than 15 months shall elapse between the date on one annual General meeting of The Society and that of the next.

(2) So long as The Society holds its first annual general meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year. Subject thereto the annual general meeting shall be held at such time and at such place in the State as the Council shall appoint.
- 27. All general meetings other than annual general meetings shall be called extraordinary general meetings.

28. The Council may, whenever they think 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 132 of the Act. If at any time there are not within the State sufficient members capable of acting to form a quorum, any member of the Council 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 Council.

NOTICE OF GENERAL MEETINGS

29. Subject to Sections 133 and 141 of the Act, an annual general meeting called for the passing of a special resolution shall be called by 21 days notice in writing at least, 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 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 and shall be given, in the manner hereinafter mentioned, to such persons as are, under these Articles, entitled to receive such notices from The Society.
30. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any persons entitled to receive notice shall not invalidate the proceedings at that meeting.
31. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every Member;
 - (b) the Auditor for the time being of the Company;
 - (c) every member of the Council.

No other person shall be entitled to receive notices of general meetings.

PROCEEDINGS AT GENERAL MEETINGS

32. 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 Council and auditors, the re-appointment of the retiring auditors, the fixing of the remuneration of the auditors and the appointment of members of the Council.
33. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business, and

save as herein otherwise provided, seven Members present in person shall be a quorum.

34. If within half an hour from the time appointed for 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 and the same time and place, or to such other day and at such other time and place as the Council 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.
35. The President of The Society shall preside as chairman at every general meeting of The Society or if the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council present shall elect one of their number who is also a member of The Society, to be chairman of the meeting.
36. If at any meeting no member of the Council who is also a Member of The Society is willing to act as chairman or is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
37. The chairman of a General Meeting may with the consent of any 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.
38. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded –
 - (a) by the chairman of the general meeting; or
 - (b) by at least two members present in person or by proxy.

Unless a poll 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, and an entry to that effect in the book containing the minutes of proceedings of The Society 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 poll may be withdrawn.

39. Except as provided in Article 41, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
40. Except where otherwise provided by the Act a resolution put to a vote at a general meeting shall be deemed to be passed if, and only if, it has been passed by not less than three fourth of the votes cast by members as, being entitled to do so, vote.
41. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
42. Subject to Section 141 of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of The Society duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

VOTES OF MEMBERS

43. Every Member, except an Honorary Fellow shall have one vote. Members of The Council who are not members of The Society shall be entitled to attend all general meetings and to speak but shall not be entitled to vote thereat.
44. Votes may be given either personally or by proxy.
45. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy must be a member of The Society.
46. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

TENURE OF OFFICE AND DISQUALIFICATION

52. All members of the Council shall be appointed for a period of two years from the dates of their appointment. A retiring member of the Council shall be eligible for reappointment. A member of the Council shall vacate his office if he:-
- (a) resigns his office by notice in writing to the Company; or
 - (b) is directly or indirectly interested in any contract with The Society and fails to declare his interest in the manner required by Section 194 of the Act; or
 - (c) is convicted of an indictable offence unless the Council otherwise determine; or
 - (d) is adjudged bankrupt in the State or in Northern Ireland or in Great Britain or makes an arrangement or compromise with his creditors generally; or
 - (e) becomes of unsound mind; or
 - (f) is expelled or suspended from membership of The Society.

VOTING ON CONTRACTS

53. A member of the Council may not vote in respect of any contract in which he is interested or any matter arising thereout and shall not be considered for the purposes of a quorum at any meeting at which such a contract is considered.

BORROWING POWERS

54. The Council may exercise all the powers of The Society to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Council or of any third party.

POWERS AND DUTIES OF THE COUNCIL

55. The business of The Society shall be managed by the Council who may pay all expenses incurred in promoting and registering The Society, and may exercise all such powers of The Society as are not by the Act or by these Articles required to be exercised by The Society in general meeting, subject nevertheless to the provisions of The Act and of these Articles and to such directions being not inconsistent with the aforesaid provisions, as may be given by the Society in general meeting; but no direction given by The Society in general meeting shall invalidate any prior act of the Council which would have been valid if that direction had not been given.

56. The Council 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 Council to be the attorney or attorneys of The Society for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
57. The Council shall have power to make such rules, regulations, codes and byelaws to control and regulate the conduct of the members in the practice of audiology, as they think fit, copies of such rules, regulations, codes and byelaws shall be issued to members and shall be binding on all members. Any such rules, regulations, codes or bye-laws may be altered, modified or rescinded by the Council from time to time. Copies of any alteration, modification or rescission shall be issued to the members.
58. (a) The Council shall have power to determine courses of study and training and to hold examinations and/or tests from time to time for members and persons seeking admission as Qualified Members or Fellows of The Society and may make rules and regulations in respect of all matters relating to such courses, examinations and/or tests and may alter or vary such rules and regulations from time to time. The decision of The Council on all matters relating to courses of study or training, examinations or tests or standards of qualification to be achieved by any category of Members of The Society shall be final and binding on all members.
- (b) Examinations and/or tests shall be conducted by the Council with the assistance of such examiners (if any) as they may appoint. Examiners may be appointed from among the members of the Council. Examiners shall be appointed for such period and on such terms and conditions as The Society shall determine from time to time.
59. (a) The Council shall cause minutes to be made in books provided for the purpose:
- (i) of all appointment of officers made by the Council;
- (ii) of all names of the Council members present at each meeting of the Council and of any committee of the Council; and
- (iii) of all resolutions and proceedings of all meetings of The Society and of the Council and of committees of Council.
- (b) The Secretary shall send copies of the minutes of all resolutions and proceedings at every General Meeting to every member of The Council within four weeks of the date of such meeting.

PROCEEDINGS OF THE COUNCIL

60. (a) The Council may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by majority vote. The Council may and the Secretary on the requisition of three members of the Council shall, at any time summon a meeting of the Council. If the Council so resolve it shall not be necessary to give notice of a meeting of the Council to any member of the Council who being resident in the State is for the time being absent from the State.
- (b) Votes at a meeting of the Council may be given in person or by proxy. A proxy for the purposes of a Council meeting must be a member of the Council.

The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing and shall be in any common form and Article 46 hereof shall apply also to proxies in relation to Council meetings.

61. The quorum necessary for the transactions of the business of the Council shall be four members.
62. The continuing members of the Council may act notwithstanding any vacancy their number.
63. The President or in his absence the Vice President shall take the Chair at all meetings of the Council or if at any meeting the President or Vice President is not present within 10 minutes after the time appointed for holding the same, the members of the Council present may choose one of their number to be Chairman of the meeting.
64. The Council may delegate any of their powers except the powers given to the Council under Article 24(d) to committees consisting of such member or members of the Council as they think 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 Council.
65. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 10 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
66. A committee may meet and adjourn as it thinks proper.
67. A resolution in writing, signed by all the members of the Council, 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.

68. A resolution passed in writing may consist of one or more documents.
69. The Council shall have power at any time and from time to time to appoint a person to be a member of the Council either to fill a casual vacancy or as an additional member of the Council but so that the total number of members of the Council shall not exceed the maximum number fixed in accordance with these Articles. Any person so appointed who is also a member of The Society shall hold office until the next Annual General Meeting of The Society.
70. In addition to the President of The Society appointed under Article 51 The Council shall appoint a Vice President and an Honorary Treasurer from among those of its own members who are also Members of The Society. Such Vice President shall take the chair at all meetings of the Council at which the President is unable for any reason to attend, the Honorary Treasurer shall carry out such functions as the Council may from time to time determine.

SIGNATORIES

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

SECRETARY

72. The Secretary shall be appointed by the Council from among the members of the Council who are also members of The Society for such term and on such conditions as they may think fit and any Secretary so appointed may be removed by it. Anything by the Act required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary or, if there is no assistant or deputy Secretary capable of acting, by or to any officer of The Society authorised generally or specifically in that behalf by the Council; provided that any provision of the Act requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in the place of, the Secretary.

THE SEAL AND THE EMBLEM

73. (a) The Council shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Council or of a committee of the Council authorised by the Council and every instrument to which the Seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for that purpose.

- (b) The Council shall from time to time make rules relating to the use by any person, firm or company of the Emblem of The Society.

ACCOUNTS

74. The Council shall cause proper accounts to be kept in accordance with the provisions of the Act.
- 75.. The Books of account shall be kept at the office or (subject to the provisions of the Act) at such other place as the Council shall think fit and shall always be open to the inspection of members of the Council. No member (not being a member of the Council) shall have any right of inspecting any account or book or documents of The Society except as conferred by statute or authorised by the Council.
76. The Council shall from time to time, in accordance with the provisions of the Act, cause to be prepared and to be laid before The Society in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are specified in the Act.
77. A copy of the Council's and Auditors' report accompanied by copies of the balance sheet, profit and loss account and other documents required by the Act to be annexed to the balance sheet, shall, twenty-one days at the least before the Annual General Meeting, be delivered or sent by post to the registered address of every member of The Society (whether or not they are entitled to receive notice of meetings) to every member of the Council and to the Auditors, provided that, if copies of such documents are sent less than twenty-one days before the date of the meeting, they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by all the members entitled to attend and vote at the meeting.
78. The Auditors' Report shall be read before The Society in general meeting and shall be open to inspection by any member.
79. Every account of the Council when audited and approved by an Annual General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such an error is discovered within that period, the account shall forthwith be corrected and thereupon shall be conclusive.

AUDIT

80. The provisions of the Act in regard to audit and Auditors shall be observed.

NOTICES

81. A notice or other document may be served by The Society upon any member

either personally or by sending it through the post in a prepaid letter addressed to such member at his address as appearing in the Register of Members.

82. Any notice required to be given by The Society to the members or any of them, and not provided for by or pursuant to these Articles shall be sufficiently given if given by advertisement which shall be inserted once in two leading daily newspapers published in Dublin.
83. Any notice or other document if served by post shall be deemed to have been served on the day on which the letter containing the same was put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post, as a prepaid letter. A notice to be given by advertisement shall be deemed to have been served on the day on which the advertisement or the last of the advertisements appear.

INDEMNITY

84. Every member of the Council and other officer of The Society (other than an Auditor) shall be indemnified out of the assets of The Society against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts while acting in such office in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court under the Act.

WINDING UP

85. The Society shall be wound up voluntarily whenever at an Extraordinary General Meeting a special resolution is passed requiring The Society to be wound up.
86. The provisions contained in Clause 9 of the Memorandum of Association relating to the winding up or dissolution of The Society shall have effect and be observed as if the same were repeated in full in these Articles.