



COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

of

THE IRISH ASSOCIATION OF BARBERSHOP SINGERS

MEMORANDUM OF ASSOCIATION

ARTICLES

1 NAME

The name of the Company shall be the Irish Association of Barbershop Singers (IABS).

2 COMPANY TYPE

The Company type is a company limited by guarantee not having a share capital and registered under Part 18 of the Companies Act 2014.

3 MAIN OBJECT:

- 3.1 The main object for which the Company is established is to preserve the style of barbershop singing, to encourage the development of quartets and choruses and to further the education of its members and the general public in any and all aspects of the barbershop harmony style in Ireland.

3.2 **SUBSIDIARY OBJECT:** As objects incidental and ancillary to the attainment of the Main Object, the Company shall have the following subsidiary objects:

3.3 IABS encourages the formation and development of quartets and choruses by way of offering singing courses which are open to the general public.

3.4 IABS is immersed in local communities throughout Ireland and encourages its member choruses and quartets to participate in local community events with a view to promoting the Barbershop genre and contributing to the social and cultural life of the communities in which members live and work.

3.5 These Articles may be amended by Special Resolution.

3.6 Nothing in these Articles shall authorise an application of the property of the Company for purposes which are not as defined in Article 3.

4 POWERS:

The Company has the following powers, which may be exercised only in promoting the Object:

4.1 To undertake, accept, execute and administer, without remuneration, any charitable trusts.

4.2 To promote, encourage and foster the growth of singing in the Barbershop Harmony style.

4.3 To advise, support and represent the interests of its members

4.4 To promote the education of the public by all means, but in particular, by the hosting of conventions and competitions.

4.5 To promote the further Education of the members by the provision of Training and tuition

4.6 To co-operate with other Community bodies

4.7 To accept gifts and to raise funds (but not by means of Taxable Trading)

4.8 To make application on behalf of the Company to any authority, whether

governmental, local, philanthropic or otherwise, for financial funding of any kind.

- 4.9 To adopt such means of making known the products and /or services of the Company as may seem expedient and, in particular, by advertising in the press, by circulars, by publication of books and periodicals, via the internet and by granting prizes, rewards and donations
- 4.10 To pay all expenses of and incidental to the incorporation and establishment of the Company
- 4.11 To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main object.
- 4.12 To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.
- 4.13 To set aside funds for special purposes or as reserves against future expenditure
- 4.14 To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required
- 4.15 To employ paid or unpaid agents, staff or advisers subject to Article 8.3
- 4.16 To enter into contracts to provide services to or on behalf of other bodies

5 LIMITED LIABILITY: The liability of Members is limited

6 UNDERTAKING TO CONTRIBUTE

- 6.1 Every Member of the Company, as defined in Article 7, makes a promise, if the Company is dissolved while he/she remains a Member or within one year after he/she ceases to be a member, to pay up to €1 towards:

- 6.2 Payment of those debts and liabilities of the Company incurred before he/she ceased to be a Member.
- 6.3 Payment of the costs, charges and expenses of winding up
- 6.4 The adjustment of the rights of contributories among themselves.

7 MEMBERS OF THE COMPANY

On incorporation the IABS company shall have the following members – the Board of Directors and the nominated Council members as defined in Article 8 of the Articles of Association.

8 INCOME AND PROPERTY

- 8.1 The income and property of the Company shall be applied solely towards the promotion of the Main Object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.
- 8.2 No Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
 - 8.3 Reasonable and proper remuneration of any member or servant of the Company (not being a Director) for any services rendered to the Company;
 - 8.4 Interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company;
 - 8.5 Reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company.
 - 8.6 Reasonable and proper out-of-pocket expenses incurred by any Director in connection with his/her attendance to any matter affecting the Company;
 - 8.7 Fees, remuneration or other benefit in money or money's worth to any

company of which a Director may be a member holding not more than one-hundredth part of the issued capital of such company.

9 ADDITIONS, ALTERATIONS OR AMENDMENTS

Any additions, alterations or amendments to this Constitution must be approved by the membership by Special Resolution.

10 WINDING UP

- 10.1 If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company.
 - 10.2 Instead, such property shall be given or transferred to some other organization(s) or institution(s) having main objects similar to the main objects of the Company.
 - 10.3 The organization (s) or institution(s) to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Article 8 hereof.
 - 10.4 Members of the Company shall select the relevant organization(s) or institution(s) at or before the time of dissolution.
 - 10.5 Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.
 - 10.6 A copy of the final statement of account and report of the closure shall be sent to the membership of IABS.
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COMPANIES ACT 2014

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IRISH ASSOCIATION OF BARBERSHOP SINGERS

Articles of Association

INTERPRETATION

In these Articles, unless the context indicates another meaning:

'The Act' means the Companies Act, 2014.

'AGM' means an Annual General Meeting of the Members of the Company;

'The Articles' means the Company's Articles of Association (which are deemed to include its Memorandum of Association by virtue of the Companies Act 2014;

'BARBERSHOP HARMONY' means a style of unaccompanied vocal music characterised by consonant four-part chords for every melody note in a primarily homorhythmic (the same word sounds at the same time) texture;

'BOARD' means the Board of Directors of the Company

'CHAIRPERSON' means the Chairperson of the Board of Directors;

'CHAIRPERSON OF THE MEETING' means the person in the chair at the meeting in question;

'THE COMPANIES ACT' means the Companies Act 2014

'THE COMPANY' means the above-named Company;

'CONSTITUTION' means the Memorandum and Articles of Association and any special resolutions relating to them;

'CONFLICTED MEMBER' means a Member in respect of whom a conflict of interest arises or may reasonable arise because the Conflicted Member or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Company, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Company, including any matter which, unless authorised by the Directors as permitted by law, would result in the Director breaching his duty under the Companies Act to avoid conflicts of interest;

'THE COUNCIL' is made up of the Board of Directors and nominated Quartet/Chorus members of IABS as defined in Article 8. Only Council members are eligible to attend and vote at AGM/EGM's.

'ELECTRONIC MEANS' refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

'FINANCIAL YEAR' means the Company's financial year;

'IABS' means the Irish Association of Barbershop Singers

'INDIVIDUAL MEMBER' means a member of IABS as described in 'the Rules'.

'MEMORANDUM' means the Company's Memorandum of Association.;

'MEMBER' means a paid-up member of the Irish Association of Barbershop Singers (IABS);

'ORDINARY RESOLUTION' means a resolution of a simple majority of the Voting Members

'THE OBJECTS' means the Objects of the Company as defined in Article 3

'THE SEAL' means the Common Seal of the Company;

'SPECIAL RESOLUTION' means a resolution of a 75% majority of the Voting members in accordance with the Companies Act.

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

'YEAR' means calendar year.

1 ALTERATION OF THE CONSTITUTION

Subject to the provisions of the Act, and the provisions of this Constitution, The Company may by special resolution alter either or both its Memorandum and Articles of Association. Any alteration or addition so made shall be as valid as if originally contained therein.

2 MEMBERS OF THE COMPANY

On incorporation the members of the IABS company may be the Board of Directors and named Council members.

3 CONSTITUANT MEMBERSHIP

- a. The Irish Association of Barbershop Singers shall have the following categories of members, Individual Members, Life Members and Youth Members. Each category is defined under the 'Rules' of IABS.
- b. All Members of IABS shall be entitled to:
- c. Receive all membership benefits in place such as insurance cover, music service and publications, access to educators
- d. Attend and participate in all IABS functions and contests
- e. Be elected to the Board of Directors of IABS
- f. Be nominated to the IABS Council.
- g. Receive a copy of all relevant Newsletters

4 MANAGEMENT

- a. The overall running and management of the IABS Company shall be carried out by a Board of Directors, subject to the Companies Act 2014, to the Constitution

- and to directions given by Special Resolution of the Company.
- b. The Board of Directors shall consist of a minimum of 7 and not more than 9 persons.
 - c. Any person who is eligible may be appointed (or re-appointed) to be a Director:
 - i. By ordinary resolution
 - ii. By a decision of the Directors
 - d. A Director may not act as a Director unless he/she
 - (i) Is over the age of 18
 - (ii) has signed a written Declaration of Willingness to act as a Director, in the absence of any impediment to his/her becoming a Company Director as defined by the Companies Act 2014.
 - e. A Director's term of office automatically terminates if he/she:
 - (i) Is incapable, whether mentally or physically of managing his/her own affairs;
 - (ii) Is absent without notice from 3 consecutive meetings of the Directors and as a result
 - (iii) Is asked by a majority of the other directors to resign;
 - (iv) Resigns by written notice to the Directors (but only if at least seven Directors will remain in office);
 - (v) Is removed from office by an ordinary resolution without requirement for a special notice; or
 - (vi) Is removed from office by written notice given by at least 6 Directors
 - f. The Directors may at any time co-opt any individual who is eligible as a Director to fill a vacancy in their number, subject to the maximum number permitted.
 - g. A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting;
 - h. A meeting of the Directors may be held in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants, subject to the requirement for the Directors to hold at least one meeting in person in each year subject to Article 5.1.
 - i. Any Director who becomes a Conflicted Director in relation any matter must:
 - i. Declare the nature and extent of his or her interest before any

discussions take place on the matter

- ii. Withdraw from the meeting for that item after providing any information requested by the Directors;
- (iii) Not be counted in the quorum for that part of the meeting and
- (iv) be absent during the vote and have no vote on the matter

5 BOARD OF DIRECTORS

5.1 The Board of Directors shall consist of the following officers:

- (i) Chairperson
- (ii) Vice Chairperson
- (iii) Finance Director
- (iv) Company Secretary
- (v) Membership Secretary
- (vi) Music Education & Youth Affairs Director
- (vii) Immediate Past Chairperson
- (viii) Two Directors (optional)

The duties and responsibilities of the Officers are defined under the IABS 'Rules'

6 BOARD OF DIRECTORS' MEETINGS

6.1 The Board of Director's shall meet regularly with a minimum of six meetings throughout the year and may, from time to time, co-opt members or groups of members to fill vacant positions on the Board of Directors or fulfil other functions to assist in running IABS. A quorum at all meetings shall consist of a minimum of four members, one of whom shall be the Chairperson, Vice Chairperson, Secretary or Financial Director (Treasurer).

6.2 The Board of Directors may appoint sub-committees either from its own members or from members of the Association. The powers, objectives and duration of a sub-committee shall be defined by the Board of Directors and all decisions shall be subject to the ratification of the Board. One of the

Chairperson, Vice Chairperson, Secretary or Finance Director shall be ex-officio members of each sub-committee.

- 6.3 All resolutions of the Board at Board meetings require a simple majority vote to pass.
- 6.4 All decisions of the Board will be recorded by the Secretary in the minutes of the meeting, the accuracy or otherwise of which should be confirmed and signed by the Chairperson at the following meeting.
- 6.5 A copy of confirmed minutes of each meeting shall be distributed to all board members as soon as possible after the relevant meeting.

7 COMPANY RULES

- 7.1 The Board of Directors may make Rules for the management and administration of the Company with regard to:
 - 7.1.1 The rights and responsibilities of Members of the Company;
 - 7.1.2 The procedures for nomination of individuals for membership of the Company
 - 7.1.3 The procedures for registration of Choruses/Quartets;
 - 7.1.4 The rights and duties of IABS' members with regard to the Company;
 - 7.1.5 Annual Subscriptions and other payments to be made by IABS' members to the Company;
 - 7.1.6 The conduct of Barbershop Harmony competitions and other events organised or operated by the Company;
 - 7.1.7 Any other matters the Board of Directors think fit
 - 7.1.8 The Board of Directors may make Standing Orders for the conduct of General Meetings and for the conduct of meeting of the Board of Directors and sub-committees of the Board of Directors.
 - 7.1.9 The Board of Directors may determine how to publish and otherwise make known to Members of the Company any new and additional Rules or Standing orders and any amendments or revocations of current Rules or Standing Orders.
 - 7.1.10 The Company in general meeting has the power to alter, add or to repeal the Company's Rules

7.1.11 Provided always that no Rule or Standing Order may contradict or override the provisions of the Articles and in the event of any discrepancy the provisions of the Articles shall prevail and be observed.

8 IABS COUNCIL

8.1 The IABS Council shall comprise:

- (i) The Board of Directors
- (ii) 2 nominated persons from a registered Chorus of up to 40
- (iii) 3 nominated persons from a registered Chorus of 40+
- (iv) 1 nominated person from each registered quartet

If an IABS member sings with more than 1 group (Chorus or/and Quartet) or is on the Board of Directors, he/she can only represent 1 of the above categories

All participating together in a general meeting of IABS as prescribed in Articles 11 and 12.

9 RECORDS AND ACCOUNTS

9.1 The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) and 282(3) of the Companies Act 2014 and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit and loss of the Company.

9.2 The accounting records shall be kept by the Treasurer/Financial Director, subject to Section 283 of the Act and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.

9.3 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statement and accounting records of the Company or any of them

shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in General meeting.

- 9.4 The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statement of the Company, the Directors' report in relation to it and the independent accountant's on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
- 9.5 A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that independent accountant's report on those financial statements and Directors' report shall, not less than twenty-one days (21) before the date of the annual general meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

10 COMPANY SEAL

- 10.1 The Seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be
- 10.2 Signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and
- 10.3 Be counter-signed by the Secretary or by a second Director of the Company or by some other person appointed for the purpose by its Directors or by a foregoing committee of them.

11 ANNUAL GENERAL MEETINGS

- 11.1 The IABS Annual General Meeting will be held once a year in the early part of the year, subject to a 21 days' notice being sent by the Secretary to all members of the Council. The Board of Directors shall select a date which will endeavor to ensure the maximum attendance necessary.
- 11.2 At the AGM only the Board of Directors and other nominated Council

members, as defined in Article 8 (in person or by Proxy), are entitled to attend and vote

- 11.3 The Chairperson at a general meeting shall be the Chairperson of the Board of Directors or the Vice Chairperson of the Board in the Chairperson's absence. In the absence of both, then a member elected by the membership shall preside.
- 11.4 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. Five Board members and 10 Council members shall constitute a quorum.
- 11.5 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.
- 11.6 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by Ordinary Resolution.
- 11.7 Every member present has one vote on each issue.
- 11.8 Voting shall be on a show of hands unless a ballot vote is requested by the majority of those present at the meeting.
- 11.9 In the event of the votes being equal, the Chairperson will have a second or casting vote.
- 11.10 The time by which a written Proxy must be received by the Company Secretary is as defined in Article 13.
- 11.11 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 of the meeting.
- 11.12 At the AGM the following business will be conducted
- (i) To confirm or otherwise, the minutes of the previous AGM and any other EGM;
 - (ii) To receive a report on the Company's activities from the Chairperson
 - (iii) To receive and approve the Annual Accounts as presented by the Financial Director.
 - (iv) To appoint an Auditor to scrutinize the accounts
 - (v) To be informed of the retirement of those Board members who wish to retire or who have completed their term of office

- (vi) To elect the Board of Directors.
 - (vii) To vote on any Motions on the Agenda
 - (viii) To discuss and determine any issues of policy or deal with any other business put before them by the Board
- 11.13 Any motion (s) proposed and seconded by any two paid up IABS Council members, will be included on the agenda.
- 11.14 If put, will be voted on as in Article 11 provided notice of said motion(s) shall have been received by the Secretary, no later than 14 (fourteen) days prior to the date of the AGM.
- 11.15 The Secretary shall insure that notice of said motion(s) be communicated to the Council no less than 7 (seven) days prior to the date of the AGM.

12 EXTRAORDINARY GENERAL MEETING

- 12.1 An Extraordinary General Meeting (EGM) may be called at any time by the Board of Directors and initiated by the Chairperson upon written request signed by at least 10% (ten percent) of the Council.
- 12.2 Depending on the type of resolution, at least 21 days written notice in respect of a special resolution shall be given to the Council and 7 days notice shall be given in respect of an ordinary resolution.
- This notice shall state the nature of the item to be discussed, and to which the meeting will confine itself.
- 12.3 At the EGM only the Board of Directors and other nominated Council members, as defined in Article 8 (in person or by Proxy), are entitled to attend and vote
- 12.4 The Chairperson at a general meeting shall be the Chairperson of the Board of Directors or the Vice Chairperson of the Board in the Chairperson's absence. In the absence of both, then a member elected by the membership shall preside.
- 12.5 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. Five Board members and 10 Council members shall constitute a quorum.
- 12.6 If within half an hour from the time appointed for the meeting a quorum is not

present, the meeting shall be dissolved.

- 12.7 In the event of the votes being equal, the Chairperson will have a second or casting vote.
- 12.8 The time by which a written Proxy must be received by the Company Secretary is as defined in Article 13.
- 12.9 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 of the meeting.

13 PROXIES

- 13.1 A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (IABS member) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
- 13.2 The instrument appointing a proxy (the **"Instrument of Proxy"**) shall be in writing under the hand of the appointer
- 13.3 The Instrument of Proxy shall be notified to the Company Secretary and shall not be deposited not later than the following time:-
- (i) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (ii) In the case of a poll, 48 hours before the time appointed for the taking of the poll.
- 13.4 The depositing of the Instrument of Proxy may, rather than it being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means
- 13.5 An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit-

(Name of Company) (the “Company”)

(name of Member) (the “Member”) of (Address of Member) being a member of the Company hereby appoints (name and address of proxy) or failing him or her (name and address of alternative proxy) as the proxy of the member to attend, speak and vote for the Member on behalf of the Member at the (annual or Extraordinary, as the case may be) general meeting of the Company to be held on the (date of meeting) and any adjournment of the meeting.

The Proxy is to vote as follows:-

Voting instructions to proxy

(Choice to be marked with an “X”

Number or description of resolution:	In Favour	Abstain	Against

Unless otherwise instructed, the proxy will vote as he or she thinks fit.

Signature of member _____

Dated _____