

THE COMPANIES ACTS 2014

CONSTITUTION OF IRISH PRIMARY PRINCIPALS' NETWORK

RATIFIED BY THE IPPN NATIONAL COUNCIL 15TH JUNE 2019

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1 CONSTITUTION OF THE IRISH PRIMARY PRINCIPALS' NETWORK

- 1.1 The name of The Company (hereinafter referred to as The Company is the 'Irish Primary Principals' Network'.
- 1.2 The Company is a company limited by guarantee, under Part 18 of the Companies Act 2014.
- 1.3 The main object for which The Company is established is to advance education by:
- a. professionalising school leadership to ensure quality learning
 - b. reflecting the experience of school leaders on professional issues
 - c. resourcing the professional needs of school leaders
 - d. improving the quality of education policy and practice.
- 1.4 The following are the powers of The Company:
- a. To purchase, take on lease or in exchange, hire or otherwise acquire or use real and personal estate which may be deemed necessary or convenient for any of the purposes of The Company
 - b. To enter into any contract to construct, maintain and alter houses, building or works necessary or convenient for the purposes of The Company.
 - c. To take any gift of property, including money, whether subject to any special trust or not for any one or more of the objects of The Company.
 - d. To take such steps by personal or written appeals, public meetings, radio and television broadcasts or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of The Company in the shape of donations, subscriptions, legacies or otherwise and also for furthering the objects of The Company.
 - e. To print and publish, whether online or otherwise, any articles, newspapers, periodicals, books or leaflets that The Company may think desirable for the promotion of its objects.
 - f. To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of The Company.
 - g. To borrow and raise money in such manner as The Company may think fit.
 - h. To endorse any product or service considered to be of direct or indirect benefit to schools, staff and /or children and whether in return for commission or otherwise.
 - i. To invest monies of The Company not immediately required for any of its objects in such manner as may from time to time be determined. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two years.
 - j. To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of The Company.

- k. To subscribe to any charities and to provide a superannuation fund for the servants of the Company or otherwise to assist any such servants and their dependants provided always that The Company shall not subscribe to any charity which does not prohibit the distribution of any of its income or property among its members to an extent at least as great as imposed on this Company under Clause 4 hereof.
 - l. To purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more Companies, Institutions, Societies or Networks with which The Company is authorised to amalgamate.
 - m. To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
- 1.5 Income and property of The Company shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. 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. 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
- a. reasonable and proper remuneration to any member, officer or servant of The Company (not being a Director) for any services rendered to The Company
 - b. interest at a rate not exceeding 5% per annum on money lent by Directors or other members of The Company to The Company
 - c. reasonable and proper rent for premises demised and let by any member of The Company (including any Director) to The Company
 - d. reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting The Company
 - e. fees, remuneration or other benefit in money's worth to any Company of which a Director may be a member holding ~~not~~ no more than one hundredth part of the issued capital of such Company and such member shall not be bound to account for any share of profits which he or she may receive in respect of such payment.
- 1.6 The Company will ensure that the Charities Regulatory Authority has a copy of its most recent Constitution. If it is proposed to make an amendment to this Constitution, which requires the prior approval of the Charities Regulatory Authority, advance notice in writing of the proposed changes will be given to the Charities Regulatory Authority for approval, and the amendment shall not take effect until such approval is received.
- 1.7 No amendments of any kind shall be made to the provisions of Clauses [3 and 8] of this Constitution and no amendments shall be made to the Constitution to such extent that they would alter the effect of Clauses [4 and 8] of the Constitution, such that there would be non-compliance with the requirements of section 971/1180 and of the Companies Act 2014.
- 1.8 The liability of the members is limited.

- 1.9 The provisions of this Constitution contain conditions to which a licence granted by the Minister for Business, Enterprise and Innovation and its successors in title to The Company in pursuance to Section 1180(1) of the Companies Act, 2014 is subject.
- 1.10 Every member of The Company undertakes to contribute to the assets of The Company in the event of the same being wound up during the term that he is a member, or within one year afterwards for payment of the debts and liabilities of The Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment the rights of the contributories among themselves, such amount as may be required not exceeding €5.
- 1.11 If upon the winding up or dissolution of The Company 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 Company, but shall be given or transferred to another company whose objects are the promotion of charity and which has main objects similar to the main objects of The Company, which other company also meets the requirements of paragraph (b) of section 971(1)/1180(1) of the Companies Act 2014, such company to be determined by the members of this company at or before the time of dissolution, or in default thereof by such Judge of the High Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.
- 1.12 Any member may withdraw from The Company by giving one month's notice in writing to The Company of his/her intention so to do, and upon the expiration of such notice, he/she shall cease to be a member.
- 1.13 Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
- 1.14 Prior permission of the Revenue Commissioners shall be obtained where it is intended to accumulate funds for a period in excess of two (2) years.

**ARTICLES OF ASSOCIATION TO ACCOMPANY PRECEEDING MEMORANDUM OF ASSOCIATION OF
THE IRISH PRIMARY PRINCIPALS' NETWORK**

In these articles, words importing to singular number only shall include a plural and words importing the masculine shall include the feminine and vice versa. Words importing persons shall include networks, societies, institutions, and companies. Subject to the aforesaid, any words or expressions defined in the act shall, if not inconsistent with the subject or context, bear the same meaning in these articles.	
the Act	Companies Act 2014 and any other act being a re-enactment, modification or amendment thereof
these Articles	These Articles of The Company as framed or as from time to time altered or added to by special resolution
The Company	The above-named company
the Board of Directors	Established to govern The Company and constituted as hereinafter provided
the National Council	Consisting of two representatives elected by each County Network to represent its members at national level.
the Chief Executive Officer	Any person appointed to manage the day to day operations and execute the strategic plan of the Company
the President	Any person appointed to perform the duties of President of The Company
the Secretary	Nominated person(s) to carry out the functions of Company Secretary on behalf of the organisation
the Office	The registered office for the time being of IPPN The Company
Seal	The Common Seal of The Company
Month	Calendar Month
Full Members	Such Principals and Deputy Principals of primary schools including Acting Principals and acting Deputy Principals who are eligible and registered as members from time to time and who have paid the annual subscription up to date as hereinafter provided.
Membership Year	The year running from 1 st January in any one year to 31 st December in the same year
County Networks	The twenty-six counties in the Republic of Ireland.
DES	Department of Education & Skills or its successors in title
DBEI	Department of Business, Enterprise & Innovation or its successor in title
Associate Membership	Serving Assistant Principals of primary schools. Aspiring leaders of primary schools. Retired or seconded Principals and Deputy Principals or serving Deputy Principals of post-primary schools.

2 MEMBERSHIP

- 2.1 There shall be four categories of membership: full membership, associate membership, honorary membership and corporate membership. The number of members with which The Company proposes to be registered is eight. This figure may subsequently be increased.
- 2.2 **Full membership** of The Company shall be open to current serving Principals and Deputy Principals, whether in an acting capacity or otherwise, of primary schools in the Republic of Ireland who have paid up-to-date the annual membership fee as proposed by the Board of Directors and ratified by the National Council. The annual membership fee will become due at the beginning of each academic year and shall be payable in one payment. Members who are seconded or on approved statutory leave cede their membership to the person who is acting up.
- 2.3 **Associate membership** shall be open to all aspiring leaders, assistant principals, former Principals and Deputy Principals of primary schools who have retired, or are seconded or on career break, and such other Principals and Deputy Principals from outside the jurisdiction as the Board of Directors may from time to time decide. Associate membership shall also be open to current and former principals, deputy principals and assistant principals of post-primary schools. The Board may also offer associate membership to members of the wider educational community as deemed appropriate. The Board shall set the annual subscription for Associate membership. The CEO will keep a register of Associate members. Associate members will not have voting rights nor can they qualify for nominations to the National Council, Board of Directors or nomination to the role of Deputy President/President Elect.
- 2.4 **Honorary membership** shall be conferred by the Board of Directors on persons considered to have made an outstanding contribution to The Company or to education in Ireland. Such honorary members shall not be required to pay an annual membership fee. Honorary members will not have voting rights nor can they qualify for nominations to the National Council, Board of Directors or nomination to Deputy President/President Elect.
- 2.5 **Corporate Membership** may be made available to academic institutions, representative organisations and other organisations at the discretion of the Board of Directors.
- 2.6 The Board of Directors shall have the power to suspend a member from membership, pending an investigation, in appropriate cases.
- 2.7 Any Member whose conduct, after due investigation is deemed by the Board of Directors to be prejudicial to the interests of The Company or who has been convicted of an indictable offence, (other than an offence under the provisions of the Road Traffic Act 1961 or any Act amending the same) may be called upon by written notice of the Board of Directors to resign membership. No disciplinary action shall be taken against a member unless that member has been given prior notice in writing of the matter(s) at issue and afforded due process, including a right to be heard in his/her own defence.

3 STRUCTURE OF THE COMPANY

- 3.1 The membership of The Company shall be divided into regions, based on existing geographical county boundaries, and each member will belong to the County Network determined by the county in which the school, where the member is employed, is situated.
- 3.2 All principals and deputy principals of primary schools (including acting Principals and acting Deputy Principals) shall be eligible to become members of The Company.
- 3.3 Each County Network shall elect a County Network Committee, to fulfil the aims and functions of The Company in their respective counties.
- 3.4 Each County Network shall facilitate the formation of support groups, in co-operation with other relevant bodies, to support the members within the relevant county.
- 3.5 Each County Network Committee will hold an annual general meeting during the first school term in each year, at which full members who have paid their annual subscription only, shall be eligible and entitled to attend and vote.
- 3.6 Each County Network Committee shall elect two representatives to the National Council for a one-year period, in addition to a Chairperson, a Co-ordinator for CPD, Co-ordinator for Newly Appointed Principals and a Co-ordinator for Support Groups as required.
- 3.7 Vacancies on the County Network Committee occurring during the course of any year shall be filled from a list retained from the original election or filled by co-option.
- 3.8 Where possible, no officer of the County Network Committee shall continue to hold the same office for more than three consecutive years.
- 3.9 Voting for officers at election at County Network Committee level shall be by proportional representation by means of a single transferable vote. Only full members of The Company are eligible to vote in such elections.
- 3.10 Each County Network Committee shall meet at least once in every school term.
- 3.11 Meetings of a County Network Committee may be called by the Chairperson or by 25% of ordinary members in the County Network. Except in the case of an extraordinary meeting, seven days' clear notice of any County Network Committee meeting shall be given.
- 3.12 Each County Network Committee will ensure that minutes of decisions taken at County Network Committee meetings will be maintained and approved at a subsequent meeting and that decisions taken at such meetings are implemented.
- 3.13 The Board of Directors shall provide support and guidelines for each County Network Committee.

4 NATIONAL COUNCIL

- 4.1 The National Council shall consist of two elected representatives from each County Network Committee. Additional members may be co-opted to the National Council by the Board of Directors.
- 4.2 The responsibilities of each National Council member shall be to:
- a. ensure effective two-way communication between the National Council and the member's County Network and Support Group(s)
 - b. represent the key professional issues, concerns and needs of the member's County Network to the National Council
 - c. communicate the decisions, policies and activities of the Board of Directors and National Council to the member's County Network
 - d. assist the Board of Directors and National Council in developing The Company policy by participating in research and development sub-committees.
- 4.3 The National Council shall meet at least once during each school term. Seven days' written notice of each National Council meeting will be sent to each member.
- 4.4 A meeting of the National Council may be called at any time by the President or by 25% of members of the National Council. Where a meeting is called by the President, seven days' notice will be given to each member.
- 4.5 The National Council shall ensure that a report and a record of decisions taken will be kept, circulated to National Council members prior to or at a subsequent meeting and approved at such subsequent meeting. The National Council shall ensure that minutes of decisions taken at National Council meetings will be maintained and approved at a subsequent meeting and that decisions taken at such meetings are implemented.
- 4.6 Each County shall have two votes at a National Council meeting, one per council representative. In the event that a National Council representative is unable to attend a meeting, a substitute may be nominated.
- 4.7 A quorum of 50% of Council members plus one shall apply to National Council meetings.
- 4.8 Proposals for the agenda of any meeting shall be forwarded to The Company Chief Executive Officer not less than two weeks prior to such meeting. The agenda of any meeting should be circulated to National Council members one week prior to the meeting to which the agenda applies.
- 4.9 The National Council shall elect a Deputy President / President-elect from the paid up full membership as provided herein, and other such officers as agreed by the National Council from

time to time. The election of Deputy President / President-elect shall be by proportional representation by means of a single transferable vote.

- 4.10 A member of the National Council who is absent without valid reason for two consecutive meetings of the National Council will forfeit his/her membership of the National Council.
- 4.11 The tenure of each member of the National Council shall be one year from the date of election to the Council. A Council Member may present him/herself for re-election on two further occasions with a maximum tenure of three years.

5 BOARD OF DIRECTORS

- 5.1 The responsibility for the general leadership, management and organisation of The Company shall be vested in the Board of Directors by the National Council.
- 5.2 The Board of Directors shall comprise no fewer than nine and no more than 15 elected and/or co-opted Directors.
- 5.3 The members of the Board of Directors, with the exception of Deputy President/President-elect, shall be elected at the Annual General Meeting of the National Council. The election of Members of the Board of Directors shall be by proportional representation by means of a single transferable vote.
- 5.4 The Board of Directors will determine the time, place and format for the annual general meeting of the National Council.
- 5.5 50% of the Board of Directors plus one shall constitute a quorum.
- 5.6 The Board shall reserve the right to co-opt from The Company's full and associate membership or external organisations. Rules around tenure apply.
- 5.7 The Board of Directors shall be entitled to form Advisory Groups as they may require in order properly to transact the business of the Board. Where possible, at least one member of the Board of Directors shall be a member of each Advisory Group. Terms of Reference documents will be drafted for the purpose of defining the roles and accountability of any Advisory Group deemed appropriate by the Board. Examples of such Advisory Groups include:
- a. Governance and Nominations Advisory Group (GANAG) consists of Past Presidents of The Company, the current President, Deputy President and CEO
 - b. HR and Finance Advisory Group consists of the Treasurer, CEO, President and Deputy President and one other member appointed by the Board of Directors
 - c. Internal Audit Advisory Group consisting of the Treasurer, one other member of the Board of Directors and two members of the National Council
 - d. Management Advisory Group consisting of the President, Deputy President, CEO, Deputy CEO/General Manager and other managers as deemed necessary and approved by the Board of Directors.
- 5.8 Each Advisory Group shall adhere to the Terms of Reference documentation as defined by the Board of Directors. Each group shall, in the exercise of the powers so delegated, conform to any regulations or terms of reference as may be imposed on it by the Directors.

- 5.9 The Board of Directors shall consult with and give reports and updates to the National Council at meetings and by other appropriate communications.
- 5.10 The Board of Directors shall appoint a Treasurer from within its membership on an annual basis. The Treasurer shall be eligible for re-appointment provided always that a Treasurer shall not serve more than three consecutive terms.
- 5.11 The Board of Directors shall provide administrative support structures as deemed appropriate for the members of the Board of Directors and its Advisory Groups. A Director is expressly permitted (for the purposes of Section 228(1)(d) of the Act) to use vehicles, telephones, computers, accommodation and any other Company property, where such use is approved by the Board of Directors or by a person so authorised by the Board of Directors for that purpose or where such use is in accordance with a Director's terms of employment, letter of employment or other contract or in the course of the discharge of the Director's responsibilities or in the course of the discharge of a Director's employment.

6 ROTATION OF DIRECTORS

- 6.1 To allow for continuity, a minimum of three Board of Director members will step back each year to allow for an election to take place. These three members would be decided by drawing of lots unless natural vacancies occur in the interim.
- 6.2 Vacancies which may occur during any one year on the Board of Directors may be filled from a list retained from the previous election or filled by co-option by the Board of Directors.
- 6.3 The tenure of each member of the Board shall be three years from the date of appointment to the Board. A Board member may present him or herself for re-election on two further occasions with a maximum tenure of three terms.
- 6.4 Subject to the agreement of the Board of Directors and National Council, a Board member co-opted from the full membership may, following the completion of a term of office, present him or herself for election to the Board of Directors. Following the election process, an unsuccessful candidate may not be co-opted to the Board.
- 6.5 Co-opted members to the Board of Directors shall automatically step back at the end of a boards' tenure
- 6.6 A Board Member co-opted to fill a vacancy for whatever reason arising mid-term shall complete the term remaining for that Board member.
- 6.7 Co-opted members may however present themselves for election to the Board of Directors following the completion of a term as determined by the Board and National Council. Following the election process to the Board of Directors, unsuccessful candidates may not be co-opted to the Board.

7 PRESIDENT

- 7.1 The President may be seconded, by agreement of the Board of Directors, to serve his/her term of office.
- 7.2 The role of President is a paid member of IPPN staff; either through secondment or salary. The President will resign as a member of the Board. The Board of Directors may assign the role of Chair to the President.
- 7.3 On his or her election to the position, the President shall thereupon become a salaried member of the staff of The Company, either by secondment or otherwise, and as such shall receive such salary as the Directors shall determine and shall thereupon resign as a Director of The Company. Notwithstanding that he or she is not a member of the Board of Directors, the Directors may appoint the President as Chairperson to meetings of the Board of Directors and National Council but without the right to vote on any resolution under consideration.
- 7.4 At the end of the term of office of the President, the President may become a member of the Board for a period of two further years. At the end of the term of office of the President, he or she may, at their discretion and subject to the approval of the Directors, become a member of the Board of Directors for two further years in the role of Immediate Past President.
- 7.5 The National Council shall elect a Deputy President/ President-elect in sufficient time to align with the start date of the President's two-year term. The Deputy President/President-elect shall be a member of the Board of Directors for a term of two years and will assume the role of President when the President's term of office is completed.
- 7.6 Nominees for the role of Deputy President/President-elect must be current or former members of the Board of Directors or of the National Council.
- 7.7 The Deputy President shall also assume the role of President in the event of resignation, incapacity or death of the President during the President's term of office and shall hold such office for the remainder of the President's term of office and the Deputy President's term of office in his/her own right as President subject to a maximum term in total of 3 years. In the event of the resignation, incapacity or death of the President during his or her term of office, the Deputy President/President-elect shall assume the role of President and shall hold such office for the remainder of the President's term of office. The Deputy President/President-elect shall also serve as President in his or her own right provided always that such combined term shall not exceed a period of three years
- 7.8 The President is accountable to both the National Council and Board of Directors.

- 7.9 The role of the President shall be to:
- a. chair meetings of the National Council and Board of Directors
 - b. be responsible, in conjunction with the CEO, for the day-to-day management of The Company
 - c. preside over and co-ordinate the work of the officers of The Company
 - d. act as the official representative of The Company, provided always that the President may choose to delegate certain aspects of this function to the Deputy President, the CEO or other members of the Board of Directors from time to time
 - e. Manage, in conjunction with the CEO, the internal communications of the Board of Directors and National Council
 - f. co-ordinate the agenda for meetings
 - g. facilitate decision-making processes
 - h. ensure The Company's compliance with Company Law, the Revenue Commissioners and other relevant legislation
 - i. Ensure that The Company's responsibilities and rights as an employer are met, particularly in relation to recruitment, contracts, performance reviews, salaries, statutory deductions, pensions, grievance/disciplinary procedures as well as the pastoral care/health and safety of staff.
- 7.10 The President does not vote at Board meetings. In the event of a tied vote, the Deputy President/ President-elect or, in his/her absence, another appointed member of the Board, will have a casting vote.
- 7.11 The Board of Directors shall provide administrative support structures for the President.

8 CHIEF EXECUTIVE OFFICER

- 8.1 The Company shall employ a Chief Executive Officer on a fixed-term contract basis whose role and function shall be to lead, manage and organise the activities of The Company in compliance with the policies, aims and objectives of The Company as determined by the Board of Directors.
- 8.2 The CEO shall be accountable to the Board of Directors and National Council on policy matters and shall be accountable to the President and Board of Directors on day-to-day operational matters of The Company.
- 8.3 The CEO shall be responsible, in conjunction with the President, for the day-to-day management of The Company.
- 8.4 The Board of Directors shall provide administrative support structures for the CEO.

9 ADVISORY GROUPS

Where an Advisory Group is established by the Directors:

- 9.1 The meetings and proceedings of such Advisory Group shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors in so far as the same are applicable and are not superseded by any regulations imposed upon such committee by the Directors
- 9.2 The Advisory Group is bound by the Terms of Reference as defined by the Board of Directors
- 9.3 The Directors may authorise such Advisory Groups to authorise any person who is not a Director to attend all or any meetings of any such Advisory Groups on such terms as the Directors or the Advisory Group shall think fit, provided always that such person shall not be entitled to vote at meetings of the Advisory Group.
- 9.4 The acts of the Board of Directors or of any committee or Advisory Group established by the Board of Directors shall be valid notwithstanding any defect, which may afterwards be discovered in the appointment or qualification of any Director or Advisory Group member.

10 ANNUAL GENERAL MEETING

- 10.1 The Company shall each year hold a General Meeting of the elected representatives of each of the County Networks as its Annual General Meeting in addition to any other meeting in that year and it shall notify members of any such meetings.
- 10.2 Each Annual General Meeting of The Company shall be held not less than 10 months and not more than 14 months after the preceding Annual General Meeting.
- 10.3 At each Annual General Meeting, the Chair shall be taken by the President or the Deputy President/ President-elect or, in their absence, by a Chairperson selected by the Board of Directors.
- 10.4 The business of each Annual General Meeting shall include:
- a. Adoption of standing orders
 - b. Adoption of amendments to the Constitution
 - c. Adoption of Minutes of the previous Annual General Meeting
 - d. Adoption of Minutes of any Extraordinary General Meeting held since the last Annual General Meeting
 - e. Consideration of CEO's report
 - f. Consideration of Board of Directors' reports
 - g. Consideration of the Treasurer's report
 - h. Consideration of the Internal Audit Advisory Group's report
 - i. Ratification of membership fee proposed by Board of Directors
 - j. Election of Auditors
 - k. Election or re-election of Directors.
- 10.5 Proposals for consideration at the Annual General Meeting must be submitted from the County Networks or the Board of Directors to the CEO and President at least three weeks before the Annual General Meeting. The CEO and President may also put forward proposals for the AGM. A list of proposals shall be circulated to all members at least two weeks before the Annual General Meeting. All amendments to such proposals must be submitted from the County Networks to the Board of Directors at least one week before the Annual General Meeting. All such amendments must be published prior to the Annual General Meeting. The Board of Directors shall have the right to add regular and emergency proposals to the agenda.
- 10.6 All decisions requiring Council ratification, as determined by the Board of Directors, except elections, shall be decided by a simple majority of Council representatives present and eligible

to vote. Election ballots for nominees to the Board of Directors shall be by proportional representation by means of a single transferable vote.

11 FINANCE AND ACCOUNTS

- 11.1 The Board of Directors shall have ultimate responsibility for the finances of The Company, and shall cause proper financial accounts to be kept by or on behalf of the Treasurer relating to:
- a. All sums of money received and expended by The Company and the matters in respect of which the receipt and expenditure takes place
 - b. All sales and purchases of goods by The Company
 - c. The assets and liabilities of The Company.
- 11.2 The Board of Directors shall appoint a Treasurer.
- 11.3 The role and functions of the Treasurer appointed pursuant to the provision of Regulation 5.10 hereof shall be as follows:
- a. budgeting for and monitoring of the finances of The Company
 - b. co-ordinating the raising of sponsorship, collection of membership fees, application to relevant authorities for financial assistance and preparation of accounts for the Board of Directors
 - c. payment of expenses to Board members and National Council members and payment of salaries and allowances to employees of The Company
 - d. arranging that all accounts of The Company are audited annually on the basis of a financial year ending on the 31st December in each year
 - e. determining the financial accounting practices of the Board of Directors, National Council and County Networks, subject to the advice of The Company's Auditor
 - f. furnishing an interim financial report to each meeting of the Board of Directors.
- 11.4 A bank account or accounts for the purposes of The Company shall be opened and kept at such bank or banks as may from time to time be selected by the Board of Directors. Every sum of money received for The Company shall forthwith be paid to the credit of the foregoing bank account(s) unless otherwise directed by the Board of Directors.
- 11.5 All cheques of IPPN shall be jointly signed by any two of the following: The Treasurer, the President, the CEO or others as agreed by the Board. The bank of IPPN shall be instructed accordingly. All cheques of The Company's Bank Account or accounts shall be signed in accordance with the mandate in operation with The Company's bank.
- 11.6 The Treasurer shall report and be answerable to the Board of Directors for the finances of The Company with the exception of petty cash payments not exceeding €300.

- 11.7 All payments of expenses and other payments shall be discharged by cheque or electronic transfer.
- 11.8 The Treasurer will present a quarterly balance sheet, financial reports and bank balances, as required, to the Board of Directors.
- 11.9 Independent auditors shall be appointed by the Board of Directors and their duties regulated in accordance with the Charities Act.

12 AMENDMENTS

- 12.1 Any additions, alterations or deletions to the Constitution of The Company may only and will be made by a simple majority of the National Council present casting one vote per council representative.

13 THE SEAL

- 13.1 The Seal shall be used by the authority of the Board of Directors and every instrument to which the Seal shall be affixed shall be signed by a member of the Board of Directors and shall be countersigned by the Secretary or Chief Executive Officer, of The Company or by a second member of the Board of Directors, or by some other person appointed by the members of the Board of Directors for the purpose.

14 NOTICES

14.1 A notice may be given by The Company to any member either personally or by sending it by post to his/her registered address or by electronic means. Where a notice is sent by post, service of 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.

14.2 Notice of every General Meeting shall be given in any manner hereinbefore authorised to: -

- a. All County Network representatives
- b. The Auditor for the time being of The Company and
- c. All Directors.

No other person shall be entitled to receive notices of General Meetings.

15 NAMES ADDRESSES AND DESCRIPTIONS OF ORIGINAL SUBSCRIBERS:

15.1 We, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a company in pursuance of this the Constitution of The Company.

Name	Surname	School Name	Addresss
Virginia	O'Mahony	Scoil Chaitríona Senior	Renmore, Galway
Tomás	O Slatara	SN na Grainsi	Clonmel, Tipperary
Larry	Fleming	Ballinamere NS	Tullamore, Offaly
Nora	Kavanagh	Scoil Bhríde	Tullamore, Offaly
Margaret	Cooney	Holy Family SNS	Ennis, Clare
Kevin	O'Meara	Our Lady Immaculate SNS	Darndale, Dublin
Pat	Goff	Scoil Mhuire	Coolcotts, Wexford
Tom	McGann	Scoil Na Coróine Mhuire	Ashford, Wicklow
Padraic	McKeon	Holy Family NS	Newport, Mayo

Virginia O'Mahony, originally principal of Scoil Chaitríona Senior, Renmore, Galway
15 Murrough Park, Renmore, Co Galway

Tomás Ó Slatara, SN na Grainsi, Clonmel, Tipperary
Ballindoney, Grange, Clonmel, Co Tipperary

Larry Fleming, originally principal of Ballinamere National School, Tullamore, Co. Offaly;
Grogan, Ballycumber, Co Offaly

Margaret Cooney, originally principal of Holy Faith SNS, Ennis, Co. Clare;
'Woodview' , Shanwaay Road, Ennis, Clare

Kevin O'Meara, originally principal of Our Lady Immaculate SNS, Darndale, Dublin. 5.
Brownstown, Swords, Co Dublin

Pat Goff, originally principal of Scoil Na Coroine Mhuire, Coolcotts, Wexford;
Ballina, Curracloe, Co Wexford

Padraic McKeon, originally principal of Holy Family National School, Newport, Co. Mayo.
33 The Curragh, Castlebar, Co Mayo

Tom McGann, originally principal of Scoil Na Coroine Mhuire, Ashford, Wicklow
32 Hazelwood, Shankill, Dublin

Nora Kavanagh, Principal of Scoil Bhríde, Clara, Co Offaly.

Witness to the above signatures: -

Jim Hayes, Scoil Oilibheir, Ballyvolane, Cork 4 Chelmsford Village, Model Farm Road, Cork

Dated on this 9th March 2019 - the date the revisions to the Constitution were ratified by the IPPN National Council