



THE IRISH NATURALISTS' JOURNAL

Memorandum and Articles of Association

Second Edition 3 February 1993

COMPANIES (NORTHERN IRELAND) ORDERS 1986-1990

COMPANY LIMITED BY GUARANTEE

MEMORANDUM

and

ARTICLES of ASSOCIATION

of

THE IRISH NATURALISTS' JOURNAL LIMITED

COMPANY LIMITED BY GUARANTEE

MEMORANDUM of ASSOCIATION

of

THE IRISH NATURALISTS' JOURNAL LIMITED

1. The name of the Company is "The Irish Naturalists' Journal Limited".
2. The Registered Office of the Company will be situated in Northern Ireland.
3. The objects of the Company are the advancement of public education in Irish natural history principally by the promoting, printing, publishing and sale of scholarly papers, journals, books, reports, newspapers, magazines, periodicals, news-sheets, information sheets, pamphlets and other literary works. In furtherance of the above objects but not further or otherwise the Company may acquire for the purposes aforesaid the name and goodwill of the publication hitherto known as "The Irish Naturalists' Journal"; acquire and hold real or personal property of any nature or kind for the purposes aforesaid, with power to lease, sell, exchange, mortgage, charge or otherwise dispose of the same, all monies arising from any such sale or disposition to be applied solely for the purpose aforesaid; collect, accept, borrow and receive money by voluntary contribution, subscriptions, donations, grants, loans and payments, to be applied to the purposes aforesaid, provided that the Company shall not undertake any permanent trading activity; invest monies not immediately required upon such securities of every nature and kind and in such manner as may from time to time be determined; and the doing of other such things as are incidental or conducive to the attainment of the above objects only.

PROVIDED that if the Company shall take or hold any property upon or subject to any charitable or other Trusts, the Company shall not sell, mortgage, charge or Lease the same save in accordance with the law for the time being applicable to such trusts.

4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company 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 Company PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company or in respect of any

matter actually contributed by such officer, servant or member and published in any publication of the Company nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company but so that no member of the Board of Directors of the Company shall be appointed to any salaried office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board of Directors except repayment of reasonable and proper 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 Company.

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, which would cause the Company to cease to be a charity at law.

6. The liability of the Members is limited.

7. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while 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 rights of the contributors among themselves such amounts as may be required not exceeding £1.00 Stg.

8. If upon the winding-up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Members of the Company but so far as effect can be given to the following provisions shall be employed as nearly as possible for or towards the attainment of any one or more of the objects for which the Company is established in such manner as the Members of the Company at or before its dissolution shall determine including, if so determined, the transfer of all or part thereof to some other charitable body or institution not formed or carrying on business for profit and having objects similar to the objects of the Company or if the Members so determine to some charitable body or charitable bodies selected by the Members of the Company and in default thereof by a Judge of the High Court of Justice in Northern Ireland having jurisdiction in regard to charitable funds.

We, the several persons whose names and address are subscribed, are desirous of being formed into a company, in pursuance of this memorandum of association.

Names, Address and Descriptions of Subscribers

William D. Linton	(Chairman), "Cloona", 25 Newcastle Road, Castlewella, Co. Down BT31 9DP
Paul Hackney	146 Gobbins Road, Island Magee, Co. Antrim
Catherine R. Hackney	146 Gobbins Road, Island Magee, Co. Antrim
Stanley Beesley	12 Downview Park, Greenland, Carrickfergus, Co. Antrim
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Mary J.P. Scannell	43 Raglan Road, Dublin 4
Mark J. Costello	Environmental Sciences, Trinity College, University of Dublin, Dublin 2
Robin N. Govier	School of Biology and Biochemistry, Queen's University, Belfast BT7 1NN

Dated the 1st day of December 1992

Witness to the above signatures, Helena C.G. Ross

COMPANIES (NORTHERN IRELAND) ORDERS 1986-1990

COMPANY LIMITED BY GUARANTEE

ARTICLES of ASSOCIATION
of THE IRISH NATURALISTS' JOURNAL LIMITED

INTERPRETATION

1. In these regulations -

"the Order" means the Companies (Northern Ireland) Order 1986 including any statutory modification or re-enactment thereof for the time being in force:

"the articles" means the articles of the company:

"he/his/him is equivalent to "she/hers/her":

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect:

"executed" includes any mode of execution:

"office" means the registered office of the company:

"the seal" means the common seal of the company:

"Secretary" means the Secretary of the company or any other-person appointed to perform the duties of the Secretary of the company, including a joint, assistant or deputy Secretary:

"the United Kingdom" means Great Britain and Northern Ireland. Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Order but excluding any statutory modification thereof not in force when these regulations become binding on the company.

MEMBERS

2. The number of members with which the company proposes to be registered is not more than 50 but the Directors may from time to time register an increase of members.

3. Members shall consist of the honorary officers of the Journal, sectional editors, co-opted members, such representatives as are designated by Grant Awarding Bodies,

Supporting Organisations and Affiliated Societies and such other persons as the Directors shall admit to membership.

GENERAL MEETING

4. (a) Subject to paragraph (b), the company 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 fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.

(b) So long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. The Directors 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 requisitions, as are provided by article 376 of the Order. If at any time there are not within the United Kingdom and the Republic of Ireland sufficient Directors capable of acting to form a quorum, any director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETING

7. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen 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 case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner if any; as may be prescribed by the company in general meeting to such persons as are, under the articles of the Company, entitled to receive such notice from the company, so, however, that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by the auditors of the company, and -

(a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. 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 Directors and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.
11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors 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.
12. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the company, or if there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors shall elect one of their number to be Chairman of the meeting.
13. If at any meeting no director is willing to act as Chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be Chairman of the meeting.
14. The Chairman 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.
15. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll which shall be taken forthwith. Where there is an equality of votes, the Chairman of the meeting shall be entitled to a second casting vote.
16. Subject to the provisions of the Order a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being bodies corporate by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

VOTES OF MEMBERS

17. Every member shall have one vote. "
18. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote on a poll, by his committee, receiver, guardian, curator bonis, tutor, judicial factor, or other person in the nature of a committee receiver, guardian, curator bonis, tutor or judicial factor appointed by that court, and any such

committee, receiver, guardian, curator bonis, tutor, judicial factor or other person may, on a poll, vote by proxy.

19. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the company have been paid.

20. On a poll votes may be given either personally or by proxy.

21. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.

22. Every member shall, within 30 days of becoming a member, and may at any time or times thereafter, deposit at the registered office of the company an instrument appointing a proxy in the following form or forms as near thereto as circumstances admit:

IRISH NATURALISTS' JOURNAL LIMITED

I/We of
.....
.....

being a member/members of the above-named company, hereby appoint
..... of
..... ,or failing him/her,
..... of
....., as my/our proxy vote in my/our name[s] and on my/our behalf at
the annual/extraordinary general meeting of the company to be held on
..... 19..... , and at any adjournment thereof.

Signed on 19

23. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no imitation in writing of such death, insanity, or revocation as aforesaid is received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

24. Any body corporate which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorised shall be entitled

to exercise the same powers on behalf of the body corporate which he represents as that body corporate could exercise if it were an individual member of the company.

DIRECTORS

25. The business of the company shall be managed by the Board of Directors which shall consist of at least 4 in number and not more than 15 in number.

26. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

27. The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered for registration by Article 21 of the Order.

28. At the first Annual General Meeting and at every subsequent Annual General Meeting all the Directors shall retire from office and shall be replaced by Directors elected by ordinary resolution of the members at the same meeting.

29. Any director retiring from his position as director shall immediately be eligible for re-election as a director.

30. Not less than 7 or more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of Directors. Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

31. The Directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. A director so appointed shall hold office only until the next following Annual General Meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.

32. Subject to the provisions of the Order the Directors may appoint one or more of their number to the office of Managing Director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director.

33. The Directors of the company shall receive no remuneration but may be paid at the discretion of the board such proper expenses as they may incur in connection with the business of the company.

BORROWING POWERS

34. The Directors may exercise all the powers of the company 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 company or of any third party.

POWERS AND DUTIES OF DIRECTORS

35. The Board of Directors may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not, by the Order or by these Articles required to be exercised by the company in General Meeting, subject nevertheless to the provisions of the Order or these Articles and to such regulations, being not consistent with the aforesaid provisions, as may be prescribed by the company in General Meeting; but no regulation made by the company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

36. The Directors 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 by the Directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors 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 Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

38. The Directors shall cause minutes to be made in books provided for the purpose: -
(a) of all appointments of officers made by the Directors;
(b) of the names of the Directors present at each meeting of the Directors and of any a committee of the Directors;
(c) of all resolutions and proceedings at all meetings of the company, and of the Directors, and of committees of Directors;
and every director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

39. The office of Director shall be vacated if the Director -
(a) holds any office of profit under the company; or
(b) is adjudged bankrupt or makes any arrangement or composition with his creditors generally; or
(c) becomes prohibited from being a director by reason of any order made under Articles 303-307 of the Order; or

- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the company; or
- (f) ceases to be a director by virtue of Article 301 of the Order; or
- (g) is directly or indirectly interested in any contract with the company and fails to declare the nature of his interest in manner required by Article 325 of the Order; or
- (h) without the consent of the Directors absents himself from all the meetings of the board held within any period of six consecutive months and the Directors resolve that his office be vacated.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

PROCEEDINGS OF DIRECTORS

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

41. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be four.

42. The Directors may elect a Chairman of their meeting and determine the period for which he is hold office; but if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the meeting.

43. The Directors may appoint Executive or Advisory Committees, in the case of Executive Committees consisting of such member or members of their body as they think fit, and in the case of Advisory Committees consisting of such persons as they shall think fit.

The Directors shall name the Chairman of every Executive or Advisory Committee appointed by them and may delegate any of their powers to any Executive Committee provided that any Executive Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the Directors.

If at any meeting of any Advisory or Executive Committee, the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

44. The Directors may from time to time appoint one or more of their number to the office of honorary Secretary, Treasurer, Editor or Managing Editor for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment The appointment of any such Secretary, Treasurer, Editor or Managing Editor shall be automatically terminated if he ceases from any cause to be a director.

45. The Directors may from time to time appoint such persons or officers to fulfil such duties (including the duties of Secretary, Treasurer, Editor, Managing Editor or Sectional

Editor) as they think fit upon such terms and conditions and with such restrictions as they may think fit and may from time to time revoke, withdraw, alter, or vary all or any such appointments, terms, conditions and restrictions.

46. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and where there is an equality of votes the Chairman shall have a second or casting vote.

47. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a director, shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

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

SECRETARY

49. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

50. A provision of the Order or these Articles 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 director and as, or in the place of, the Secretary.

THE SEAL

51. A document signed by a director and the Secretary, or by 2 Directors, and expressed to be executed by the company has the same effect as if it were under the company's common seal.

ACCOUNTS

52. The Directors may open such bank accounts as they deem necessary for the business of the Journal.

53. The Directors shall cause proper books of accounts to be kept with respect 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; and
(b) all sales and purchases of goods by the company; and
(c) the assets and liabilities of the company.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

54. The books of accounts shall be kept at the registered office of the company, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

55. The Directors shall from time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being Directors, and no member {not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the Directors or by the company in general meeting.

56. The Directors shall from time to time, in accordance with the Order, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, group accounts, if any, and reports as are referred to in that part of the order.

57. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the day of the meeting be sent to every member of, and every holder of debentures of, the company, so however, that this article shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

AUDIT

58. Auditors shall be appointed and their duties regulated in accordance with Articles 392-401 of the Order.

WINDING-UP

59. The provisions of Clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect as if the same were repeated in these Articles.

NOTICES

60. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom or the Republic of Ireland) to the address, if any, within the United Kingdom or the Republic of Ireland supplied by him to the company for the giving of notice to him. 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 notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

61. Notice of every general meeting shall be given in any manner hereinbefore authorised to -

(a) every member except those members who (having no registered address within the United Kingdom or the Republic of Ireland) have not supplied to the company an address within the United Kingdom or the Republic of Ireland for the giving of notices to them; and

(b) every person being a personal representative or an assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the company

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

62. A notice may be given to the company by sending it by post to the registered office for the time being of the company.

INDEMNITY

63. Subject to the provisions of the Order, but without prejudice to any indemnity to which a director may be otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal 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 from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Names, Address and Descriptions of Subscribers

William D. Linton	(Chairman), "Cloona", 25 Newcastle Road, Castlewella, Co. Down BT31 9DP
Paul Hackney	146 Gobbins Road, Island Magee, Co. Antrim
Catherine R. Hackney	146 Gobbins Road, Island Magee, Co. Antrim
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Brian S. Rushton	Senior Lecturer, Department of Biological and Biomedical Sciences, University of Ulster, Coleraine BT52 1SA
Mary J.P. Scannell	43 Raglan Road, Dublin 4
Mark J. Costello	Environmental Sciences, Trinity College, University of Dublin, Dublin 2
Robin N. Govier	School of Biology and Biochemistry, Queen's University, Belfast BT7 1NN

Dated the 1st day of December 1992

Witness to the above signatures, Helena C.G. Ross