

Rules of:

Comhar Conradh na Boirne Teoranta

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General Rules

For a Society to be registered under the
Industrial and Provident Societies
Acts, 1893 to 1936

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Form A. (Creameries)
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Dublin:
Irish Agricultural Organisation Society, Ltd.
The Plunket House,
84, Merrion Square.

1972

General Rules

(NOTE: - These rules are copyright and the property of the Irish Agricultural Organisation Society, Limited. They may not be used or amended by any Society, when adopted, without the consent in writing of the Irish Agricultural Organisation Society, Limited.)

I. General Qualification and Interpretation

1.

- (i) Qualification: Every rule herein contained shall be subject to qualification by any special rule of the Society referring to it by its number, and shall be deemed to be adopted by the Society in so far only as is consistent with such qualification.

Any rule herein contained may be deleted in its entirety by the qualification of any special rule of the Society referring to it by its number and if so deleted shall not apply. Provided, however, that no special rule shall be adopted without the consent in writing of the I.A.O.S. beforehand.

- (ii) In construing these rules, the following words and expressions shall have, respectively, the meanings herein stated, provided that such meaning does not conflict with the subject matter of the rule or the context:
 - (a) Words importing the singular or plural number include the plural and singular numbers.
 - (b) Words importing the masculine gender shall include the feminine gender.
 - (c) "Member" shall mean an individual or a society duly admitted to membership of the Society and holding the requisite number of shares.
 - (d) "The Society" shall mean Comhar Conradh na Boirne Teoranta.
 - (e) The "Special Members" shall mean the signatories to the original application for registration of the Society.
 - (f) "The Committee" shall mean the Committee of Management of the Society for the time being.
 - (g) "The Acts" shall mean the Industrial and Provident Societies Acts, 1893 to 1936 (2018 and any subsequent amendments thereof.)
 - (h) "A Society" shall mean a society registered under the Acts.
 - (i) The expressions "he", "him", "they" and "person" shall include a society or other corporate body.
 - (j) "Registrar" shall mean the Registrar of Friendly Societies for Ireland.
 - (k) "Special Resolution" shall mean a resolution passed in accordance with section 51 of the Act of 1893.
 - (l) The "I.A.O.S." shall mean the Irish Agricultural Organisation Society, Limited.
 - (m) "The Regulations" shall mean the Regulations under any Act relating to Industrial and Provident Societies for the time being.
 - (n) "The Department" shall mean the Department of Agriculture (or the department which has responsibility for agriculture?).

- (o) “Share” shall, unless otherwise stated or implied, mean “Ordinary Share”
- (p) “The Corporation” shall mean The Agricultural Credit Corporation, Limited.
- (q) “The Standing Orders” shall mean the Standing Order, if any, adopted or the Governance of General and Committee Meetings respectively, according to whichever may be relevant.

II. Name, Registered Office and Objects

- 2. The name of the Society shall be Comhar Conradh na Boirne Teoranta.
- 3. The registered office of the Society shall be at Kilfenora, Co. Clare but may be changed by the Committee. Notice of any change in the situation of the registered office shall be sent to the Registrar within fourteen days after such change, in accordance with the Regulations.
- 4. The objects of the Society shall be
 - (a) To develop and improve the industries of Horticulture, Arboriculture, Agriculture, Fisheries and Tourism in Ireland, and more especially to foster inter-relationships and to stimulate knowledge and awareness of heritage and environment so that future growth within the area can develop therefrom.
 - (b) To engage in the buying, processing, selling and trading in homecrafts, including pottery, and to encourage and train members in such crafts.
 - (c) To lease, sub-lease, purchase, hold, sell, rent, mortgage, manage and develop and otherwise deal with land of any tenure for farming or other purposes, and to make all necessary provision for the erection, repair, alteration or removal of all buildings, walls, fences and so forth, and to carry out any work in connection with road-making, irrigation and similar objects.
 - (d) To hire or supply labour for the carrying out of agricultural or other work.
 - (e) To provide for the housing of members and others.
 - (f) To make arrangements with persons engaged in any trade, business or profession for the concession to members of the Society of any special rights, privileges and advantages, and in particular in regard to supply of goods
 - (g) To advance or lend, subject to the provisions of Rule 20 (iv), any of the capital or other monies of the Society for the time being on satisfactory security, to members or others.
 - (h) To promote and encourage insurance by members.
 - (i) Generally, to engage in any business or transaction which may seem to the Society directly or indirectly conducive to the interests or convenience of its members or in

pursuance thereof, and to do all things which may be necessary or expedient from time to time for accomplishing the aforesaid objects or any of them.

III. Membership

5. The Society shall consist of such persons and of such other societies registered under the Acts and of such companies registered under the Companies Acts as the Special Members and subsequently the Committee of Management may admit to membership.

Applicants for membership shall subscribe for one or more shares in the Society as the Committee may in each case prescribe. Every society and company admitted to membership may be represented by one delegate at the General Meetings of the Society. The appointment of a delegate shall be in Form VI prescribed in the Appendix to these rules.

No member other than a registered society under the Acts, shall hold an interest exceeding £1000 in the shares of the Society or such other maximum amount as may be fixed by statute from time to time.

IV. Expulsion

6. A member may be expelled if found guilty of conduct detrimental to the Society, provided:
 - (a) That he shall have received, in writing, one month previously, complete particulars of the charge alleged against him, and:
 - (b) That two-thirds of the members present and voting at a Special General Meeting, vote for his expulsion.

The full amount paid or credited upon the shares held by an expelled member, less such sums as may be due by him to the Society, shall be paid to him on expulsion and an entry of the cancellation of his shares shall be made thereupon in the Share Register.

7. An expelled member shall only be re-admitted by the vote of two-thirds of the members present and voting at a General Meeting and on a motion of which fourteen days' notice has been given.
8. Any member, all of whose shares have been transferred or cancelled, or a member who shall cease to be eligible for membership under Rule 5, paragraph 2, or otherwise, shall thereupon cease to be a member of the Society. A member shall not otherwise be entitled to withdraw from the Society.

V. Capital

9. The capital of the Society shall consist of Ordinary Shares of £1 each. Ordinary Shares may be held by an individual, society or company.

Each applicant must apply for at least five (5) Ordinary Shares and in the case of each Ordinary Share, twenty (20) new pence shall be paid up on application and the balance to be paid in one or more calls as the Committee may direct. A fortnight's notice of every call shall be sent to the registered address of each member. Members may elect to pay these Ordinary Shares in full at any time. The Committee shall have power to decide the number of Ordinary Shares which any person may apply for, subject to Section 4 of the Act, but no person shall be admitted to membership in the Society who has not first applied for a minimum of five (5) one-pound shares and paid up in full (for) one-fifth of the said number of shares.

The Society may charge the uncalled balance of the Ordinary Share Capital of the Society with the repayment of monies due or thereafter to become due by the Society. Each such charge shall be in such form and subject to such conditions as the Committee shall deem proper and in the event of the voluntary or compulsory liquidation of the Society, the said uncalled balance of the Ordinary Share Capital of the Society shall be applied in the first instance to the repayment of the monies due on foot of such charge or (if more than one) of such charges in their proper priorities.

10. The rate of interest on Ordinary Share Capital and Loan Capital shall be determined from time to time by the Annual General Meeting of the Society on the recommendation of the Committee of Management subject to any statutory limitations in regard to the rate of interest, but shall not be calculated on fractions either of £1 or of a calendar month. The liability of members shall be limited to (the value of) their Ordinary Shares and Loan Guarantee Shares.
11. Applications for admission to membership for Ordinary Transferable Shares shall be made by individuals in Form I in the Appendix, and by societies in Form II in the Appendix, or in forms respectively as near Forms I and II in the Appendix as the case allows.

Applications shall be considered by the Committee at the next ensuing meeting, and notice of admission or otherwise shall be sent to the applicant within one week after the Committee meeting at which the application is considered. Where an application for shares is rejected the Committee shall not be required to assign any reason for such rejection.

12. A share register book shall be kept by the Secretary in which shall be recorded the names, places of residence and descriptions of the members of the Society, the date of entrance to the Society of each member, the number, description, and value of the shares held by him, the date or dates when he acquired such shares and the amount paid or agreed to be considered as paid on such shares and when he ceased to retain same. Every transfer of a

share shall be registered in the same way.

13. Shares shall be transferable as hereinafter mentioned. A member may, with the consent of the Committee, transfer Ordinary Shares to any person upon giving one calendar month's notice in writing to the Secretary, stating the full name, place of residence and occupation of such person, the number of shares to be transferred and the consideration for the transfer. In no case shall the consideration for a transfer of shares exceed the amount standing to the credit of such shares in the Society's books.

If any member transferring shares is a holder of Loan Guarantee Shares, he shall not be entitled to transfer any shares unless at the same time he transfers an appropriate number of Loan Guarantee Shares.

The Committee shall not be bound to assign any reason for refusing to sanction any transfer of shares. In any case in which the Committee refuses to sanction a transfer of shares, the holder of such shares may have the question determined by arbitration in accordance with Rule 69.

All transfers shall be in Forms IV and V prescribed in the Appendix, or as near thereto as the case allows and shall be duly stamped. No share shall be withdrawable.

14. The Society shall, subject to Rules 9, 15 and 16, have a first lien on the Ordinary Shares held by any member and may set off any sum credited thereon towards the payment of any debt due by the member to the Society; provided, however, that no right shall obtain on the part of any member to set off any payment made on foot of his shareholding against any debt due by him to the Society.
15. The Committee may sell and transfer any Ordinary Share standing in the name of a member who is indebted to the Society, provided a fortnight's notice in writing has been given to the defaulting member and apply so much of the proceeds as may be necessary to the discharge of the debt due, together with the necessary expenses incidental to its recovery. A member in arrears with the calls duly made on his shares shall forfeit all rights of membership, including attendance at meetings during the period of his default.
16. All monies payable by a member to the Society, whether in respect of shares or otherwise, shall be debts due from such member to the Society and shall be recoverable as such in the Circuit Court or District Court, according as the case may be, of the district in which the registered office of the Society is situate, or in that of the district in which such member resides, at the option of the Society, or where the amount involved is within the jurisdiction of the High Court, in the High Court, and the Committee may take legal proceedings for the recovery thereof.
17. The Committee may obtain loans for the purposes of the Society from members, persons, bankers or corporate bodies, particularly "The Corporation" or from "The Department", to an extent not exceeding such amount as may be authorised by a General Meeting of the

Society, on such conditions, for such periods and at such rates of interest as such members, persons, bankers, corporate bodies, "The Corporation" or "The Department" may stipulate and as may be authorised by a General Meeting of the Society, or in the absence of a resolution of such General Meeting authorising such conditions, period or rates of interest, as may be authorised by the Committee.

The Committee may secure the repayment of any such loan and any interest thereon to the members, persons, bankers, corporate bodies, "The Corporation" or "The Department" by any or all of the following means:

- (a) By a mortgage or charge on all, or any, land, premises, plant and fixtures, the property of the Society; and/or
- (b) By a mortgage or charge on all, or any, land, premises, plant and fixtures acquired, or to be acquired by the Society by means of the loan to be secured; and/or
- (c) By a covenant with The Corporation, The Department, other body or person that as often as any portion of the uncalled capital of the Society is called up or paid in advance of calls, notice of such calls or payment shall be given to the Department, Corporation, or other body or person, so long as the loan to be secured, or any part thereof, is outstanding, and that the amount received on foot thereof shall, if and when the Department, Corporation, other body or person so require, be paid by the Society to the Department, Corporation, other body or person, and be applicable in or towards payment of the money owing on foot of the loan to be secured; and/or
- (d) By bonds, agreements or promissory notes; and/or
- (e) By the issue of debentures to be secured by a fixed charge upon the land, property, fixed plant and machinery of the Society and by a floating charge upon the stock, undertaking, book debts, uncalled capital or by a floating charge on all the assets of the Society including lands, buildings and all other assets and its uncalled capital.

18. Should any member of the Committee become personally liable for any debt incurred on behalf of the Society he shall not be removed from office or be subject to retirement without his prior consent in writing unless either (a) his liability has ceased, or (b) the Committee shall, prior to the date on which his retirement or removal from office would otherwise become effective, have obtained from the creditor or creditors whose debts have been guaranteed by such member an absolute release of all the obligations of such member under his guarantee.

19. The Committee may also receive money on deposit from members and others, in such sums, at such rates of interest and on such terms as regards withdrawal, to such aggregate amount as the General Meetings may determine. Provided, however, that the total amount due on such deposits shall not at any time exceed the amount of the subscribed share capital of the Society; and provided, further, that if such deposits shall exceed 50p in any one payment or £20 for any one depositor payable on less than two clear days' notice, then a statement in the form of Appendix VII shall be conspicuously hung up in its

registered office as is provided for in Section 19 of the Industrial and Provident Societies Act, 1893.

VI. Investments, Loans to Members, Etc.

20. The Committee may invest any portion of the Society's capital as follows:
1. In any security in which Trustees are for the time being by law authorised to invest or in the Post Office Savings Bank.
 2. In the shares of, loans to, or deposits with any other registered society or company, provided such society or company shall be one with limited liability.
 3. In advance to members of the Society in accordance with provisions of the Industrial and Provident Societies Act, 1893, and of any Act altering or amending the same.
21. The Committee may, subject to the Rules or Articles of Association of the body to which loans have been made or in which capital has been otherwise invested, appoint one of their number to vote on its behalf at meetings of any society or company in which any portion of the Society's funds are invested.

VII. General Meetings

22. General Meetings of the Society shall be Ordinary or Special.

An Ordinary General Meeting of the Society, to be called the Annual General Meeting, shall be held at least once in each financial year at such time as shall be fixed by the Committee.

Notice of every Ordinary General Meeting shall be given at least fourteen days before the day fixed for the meeting. The Committee may, as they determine, have such notice sent by post or otherwise to each member or, alternatively, they may publish such notice in such papers as they decide. If the notice be sent by post or otherwise to members it shall be in handwriting, or it may be printed or typewritten. The notice of every such meeting shall state the time and place at which it shall be held.

The first General Meeting of the Society shall be convened by the Special members as soon as it is reasonably possible upon its incorporation, at such time and place as they may decide, at which a statement of the business and affairs of the Society since its formation shall be submitted and a Committee shall be elected and officers and an Auditor of the Society appointed by a majority of the members present in accordance with General Rules 23 and 32.

23. At every Annual General Meeting of the Society the following business shall be transacted:

- (a) The adoption of Standing Orders, if decided.
- (b) The minutes of the immediately preceding Annual General Meeting and of every, if any, other unconfirmed General Meeting held subsequent thereto during the period intervening between the two Annual General Meetings, shall be read by the Secretary, if present, or if the Secretary be absent by such other person as may be appointed by the presiding Chairman of the meeting, and when the meeting confirms the minutes as read or as altered by the meeting, they shall be signed by the presiding Chairman.
- (c) The transactions of the Society, its condition or state of affairs generally, or in any particular, shall be made the subject of a statement, either written for circulation amongst the members or otherwise, to the meeting by the Chairman, or if at the instance of the Committee, by the Secretary or other person appointed by them, and the meeting may take such action thereon as it may decide; provided that no resolution on such statement shall take the precedence of the adoption of the balance sheet.
- (d) The Statement of Accounts and Balance Sheet, as prepared by the Society's Auditor for the immediately preceding statutory financial year or period and for such other periods or years in respect of which any audit may have been made and which has not been already submitted to a General Meeting of the Society and adopted thereat, shall be read, or if circulated previously amongst the members, may be taken as read, and if correct, shall be adopted.
- (e) An auditor in accordance with law, the Regulations and Rule 69, shall be appointed to carry out the statutory audit of the Society's accounts for the financial year then current, and to do such other auditing or accountancy work as the meeting or the Committee may deem necessary. During the currency of any loan made by the Department, the Corporation or Bankers to the Society, and until the amount thereof shall have been repaid in full, the appointment of such auditor may be subject to the approval of the Department, the Corporation or Bankers. In the event of the failure or omission of the meeting to make the appointment, it shall be competent for the Committee to make it subsequently. The Committee may for like reason arrange or fix the auditor's remuneration and expenses for such work as he may be engaged to do.

The Committee shall have power to fill any vacancy in the office of auditor occurring between any Annual General Meeting and another, whether occurring because of the refusal of the Department, Corporation or Bankers to approve of the appointment made at any Annual General Meeting, or from any other cause. During the currency

- of any loan made by the Department, Corporation or Bankers to the Society, and until the amount thereof shall have been repaid in full, any such appointment by the Committee may be subject to the approval of the Department, Corporation or Bankers.
- (f) Vacancies in the Committee and the election of Committeemen shall be dealt with in accordance with Rules 32 and 33.
 - (g) The authorisation of the Committee to raise money on loan or by way of deposit subject to Rules 17 and 19. Provided, however, that the omission of such authorisation shall not debar the Committee from obtaining such loan or deposit capital as may be necessary for the conduct of the Society's business from time to time.
 - (h) Any other business arising that may be deemed by the meeting proper and expedient subject to Rules 57 and 68, provided the Secretary has received at least four days' notice of it beforehand, but the members of the Committee present at the meeting may, if they think fit, waive this proviso and concede to the meeting such right of discussion and action in reference to any matter raised under this head at any Annual General Meeting as they may consider adequate.

24. A Special Meeting may be convened by the Committee at any time, on their own authority, or on a requisition addressed to the Committee, Chairman, or Secretary, signed by half the number of members of the Society for the time being if not more than forty, and twenty if forty or upwards, and stating the purpose of such meeting; on receipt of which requisition the meeting shall be called by the Secretary or other person appointed by the Committee for the purpose. If he shall fail, for three days, to convene a meeting, after the receipt of such a requisition, the signatories thereto may convene same at the expense of the Society. Provided that the Society shall not be liable for any legal costs incurred by the requisitionists in connection with any meeting proposed or held or otherwise.

Notice, stating the time, place and purpose of every Special General Meeting shall be given or sent to each member not less than eight clear days before the date of such meeting, except where, in cases of exceptional urgency, the Committee shall resolve to convene a Special General Meeting on shorter notice, provided that in no case shall the notice given be less than four clear days.

No business shall be transacted at Special General Meetings save that for the purpose for which the meeting is convened and of which full particulars shall be given in the notice convening every such meeting.

25. Notice of a General Meeting shall be deemed to have been duly given, if left at or posted to the registered address or place of residence of members, in due time before such meeting.
26. No meeting of the Society shall proceed to business unless at least ten persons, entitled to vote thereat as members of the Society, shall be present within one hour of the time of meeting; otherwise, such meeting, if it be or is to be considered an Ordinary General Meeting of the Society or if it is a Special General Meeting convened by the Committee, shall stand adjourned to that day week at the same time and place, but if it be convened by notice upon a requisition from members, shall be absolutely dissolved. No meeting shall be rendered incapable of transacting business by want of a quorum after the chair has been taken, provided that the meeting shall be adjourned should the attendance fall below five.
27. Any General Meeting may be adjourned from time to time for any period not exceeding twenty-eight clear days. No business shall be transacted at an adjourned meeting except what relates to the original agenda of such meeting. If a Special General Meeting be adjourned, not less than four clear days' notice shall be given to the members of the date fixed for the adjourned meeting.
28. An Ordinary General Meeting may, at the conclusion of its ordinary business, be made Special for any purpose of which notice has been duly given.
29. The Chairman of the Committee for the time being shall be entitled to preside as Chairman at every meeting of the Society. In his absence, each meeting shall choose a chairman, who shall be one of the Committee, if any be present.
30. If at any meeting the votes are equal the Chairman shall have a casting vote. All questions shall be decided in the first instance by a show of hands, unless five members present demand a ballot, in which case a ballot shall be taken. Each member present and entitled to vote shall have only one vote, except the Chairman, when entitled to give a casting vote. Any member who is in arrears for payment of any call or calls due and payable on his shares shall not be entitled to attend any meeting nor may he vote until his liability be discharged.
31. No voting by proxy shall be admissible.

VIII. The Committee and Chairman

32.
 - (a) The Committee of Management referred to in these Rules, particularly Rule 34, shall consist of such number of Committeemen as the Society may fix from time to time in

General Meeting.

- (b) For the purpose of election, the members of the Society shall be deemed to consist of as many electoral groups as the Special Members and thereafter the Committee of Management may decide on.
- (c) (deleted from original as a result of Special Rule XII).
- (d) No member may take part in the meetings of more than one group in any one year. No member shall be entitled to vote in more than one group in any one year.
- (e) A dispute as to whether a member of the Society is a member of any specified group shall be decided by the Chairman of the Society, or in his absence by his deputy, and the decision of the said Chairman or deputy shall be final.
- (f) Each group shall elect from amongst the members belonging to it, such number of members to the Committee as may be prescribed in the first instance by the Special Members and thereafter by the Society from time to time in General Meeting.
- (g) No member of the Society shall be eligible for election to the Committee who would be obliged if he were a member thereof to vacate his office under Rule 36.
- (h) A proportion of the members elected to the Committee by each group shall retire each year. Such proportion shall be decided by the Society in General Meeting from time to time. The General Meeting shall also decide the order of retirement. Retiring members shall be eligible for re-election subject to Rule 36.
- (i) Meetings of each electoral group shall be held at such times and places as the Committee may decide. At least one meeting of each group shall be convened each year before the date of the Annual General Meeting. At least fourteen days' notice of each group meeting shall be given to each member of the group. The Secretary, or other person authorised by the Committee, shall convene all meetings of the groups. He shall also attend them, record their proceedings and report thereon to the relative general meeting.
- (j) The quorum of an electoral group meeting shall be ten. In the absence of a quorum the retiring members shall be deemed to be re-elected.
- (k) Notice of the intention to nominate any person for election to the Committee, other than a retiring member, shall be given to the Secretary not less than five days before the date fixed for the meeting at which such election shall take place.

- (l) Any casual vacancy occurring in the Committee may be filled by co-option, but any person so co-opted shall belong to the group to which the vacating Committeeman belonged and shall retain his office only until the next Annual General Meeting of the Society, when he shall retire, but shall be eligible for re-election.
- (m) The members of the Committee, or any of them, shall receive such remuneration (if any) for their services as may be agreed upon at any General Meeting.

Until the first Committee shall have been appointed according to these Rules, the Special Members shall constitute the Committee of the Society and have all the powers of such Committee.

- 33. If at any meeting at which an election of members of the Committee ought to take place, the places of the vacating members of the Committee are not filled up, the vacating members or such of them as have not had their places filled up, shall continue in office until the Annual General Meeting in the next year and so on, from time to time, until their places are filled up.
- 34. The business and affairs of the Society shall be conducted by the Committee of Management, who shall have the control of all business carried on by or on account of the Society, the determination of the persons to be employed therein, the rates of payment to be made for work or service done on account of the Society, and the appointment and removal of employees necessary for conducting such business, and the Committee may assign to any such employees such duties, wages and salaries as they think fit.
- 35. The Committee may delegate any of the powers hereby given to them to a Sub-Committee of any numbers of its own members, who shall, in the functions entrusted to them, conform in all respects to the instructions given (to) them by the Committee.
- 36. The office of a Committeeman shall be vacated
 - (a) If he holds any office or place of profit under the Society.
 - (b) If he becomes bankrupt or insolvent or compounds with his creditors.
 - (c) If he becomes of unsound mind or become a lunatic.
 - (d) If he be convicted of an indictable offence.
 - (e) If he ceases to hold the necessary qualification to be a member of the Committee.
 - (f) If he absents himself from four meetings of the Society in any one year without special leave of absence from the Committee.
 - (g) If he gives the Committee one month's notice in writing that he resigns his office.
 - (h) If he is in arrears of payment of any call or calls due and payable on his shares.

But any act done in good faith by a Committeeman, whose office is vacated as aforesaid, shall be valid unless prior to the doing of such act written notice shall have been served

upon the Secretary and communicated to the other members of the Committee or an entry shall have been made in the minute book of the Committee stating that such Committeeman has ceased to be a member of the Committee. Any member or members of the Committee may be removed from office by a resolution of a Special General Meeting. Provided always that a member who has guaranteed a debt or debts of the Society shall not vacate his office by reason only of absence from meetings of the Society without leave of the Committee and shall not be removable from office by a resolution of a Special General Meeting so long as his guarantee remains binding on him.

37. The quorum of a Committee Meeting shall be at least one-third of its total membership, or such proportion as General Meetings may fix from time to time.
38. There shall be at least twelve Ordinary Committee Meetings in the year. Special Meetings may be held at any time on giving forty-eight hours' notice in writing to each member. A Special Committee Meeting shall transact no business other than that appearing on the Agenda paper which shall accompany the notice convening the meeting. An Ordinary Committee Meeting may, at the conclusion of its ordinary business, be made special for any purpose of which notice has been duly given. All Committee Meetings, both Ordinary and Special, shall be convened and held in accordance with the Standing Orders, if any.
39. The Committee shall appoint one of their body as their Chairman. The person so appointed shall be also Chairman of the Society. He shall have such functions and powers and remuneration (if any) for his services as may be agreed upon at any Annual General Meeting. He shall hold office for one year, and shall be removable by the vote of two-thirds of the members present and voting at a Special Committee Meeting, of which notice shall have been duly given in accordance with Rule 38. He shall be eligible for re-election by the Committee. He shall be entitled to vote at all meetings of the Committee, and shall have a casting vote whenever there is an equality of votes on any question. The Chairman of each meeting shall sign the minutes of the last previous meeting.

The Committee may also appoint one of their body as a Vice-Chairman. Any person, if so appointed, shall take the place of the Chairman in the latter's absence and hold office in accordance with the same provisions as those which apply to the Chairman.

IX. The Manager, Employees, Secretary and Officials

40. The Committee may appoint and remove a General Manager, who shall have such functions, powers and remuneration as they shall from time to time decide, provided, however, that the Manager may only be dismissed by the vote of two-thirds of the members present and voting at a Special Committee Meeting, of which notice shall have been duly given in accordance with Rule 38.

The Committee may give authority to the General Manager, under such conditions as they may determine to appoint and remove subordinate employees of the Society and fix their remuneration provided that, if he exercises this authority, he shall subsequently report any such appointments and removals to the Committee

The Committee shall appoint and may remove all employees of the Society and fix their remuneration.

41. The Committee may appoint and remove a Secretary, who may also be a member of the Committee, subject to Rule 36, or may make such other provision as they deem expedient for the discharge of secretarial work, and arrange the terms of remuneration (if any) therefor. The Secretary shall have such functions and powers and remuneration as the Committee shall from time to time decide. The procedure in the case of the dismissal of the Secretary shall be identical with that laid down by Rule 40 for the dismissal of the Manager. The offices of Manager and Secretary may be held by the same person.
42. All officials and employees of the Society having charge of money or property belonging to the Society shall provide such security as the Committee deem adequate, and in such form as they may approve.
43. The Committee shall have power to open and to operate as they may determine an account with any banking company of which they approve.

X. Affiliation

44. The Society shall contribute annually to the I.A.O.S an affiliation fee, in accordance with the scale laid down from time to time by the Annual General Meeting of the I.A.O.S., and if this affiliation fee be not paid by the thirty-first day of March following, it shall be liable to forfeit all rights of membership in the I.A.O.S. The books and accounts of the Society shall be open to the inspection of any duly accredited representative of the I.A.O.S. during business hours. Societies contributing to the I.A.O.S. a sum of not less than such amount as may be in accordance with the scale laid down from time to time by the Annual General Meeting of the I.A.O.S. towards the expenses of agricultural organisation shall be entitled to such special privileges as may be given by the I.A.O.S. This subscription shall be payable by the Society during the current year. The Committee may make such arrangements as appear to them to be desirable for the collection of these amounts.

XI. Minors, Nominations, Death Intestacy, Bankruptcy, and Insanity

45. A person under the age of 21 but above the age of 16 may be a member of the Society and enjoy all the rights of a member (except as by the Acts provided), and may execute

all instruments and give all acquittances necessary to be executed or given under the Rules, but shall not be a member of the Committee, Manager or Treasurer of the Society.

46.

(1) Every member of the Society not being under the age of 16 years may, by writing under his hand delivered at or sent to the registered office of the Society during the lifetime of such member or made in any book kept thereat, nominate any person or persons to or among whom there shall be transferred at his decease such property in the Society as may be his at the time of his decease (whether in shares, loans or deposits, or otherwise), or so much thereof as is specified in such nomination, if the nomination does not comprise the whole. If on the death of the nominator the amount of his property in the Society comprised in the nomination exceeds £100, the nomination shall be valid to the extent of the sum of £100, but not further or otherwise.

Provided that a person so nominated shall not be an officer or servant of the Society unless such officer or servant is the husband, wife, father, mother, child, brother, sister, nephew or niece of the nominator.

(2) A nomination so made may be revoked or varied by a subsequent nomination signed and delivered or sent or made as aforesaid or by any similar document in the nature of a revocation or variation under the hand of the nominator so delivered, sent or made as aforesaid, but shall not be revocable or variable by the will of the nominator or by any codicil thereto.

(3) The Society shall keep a book wherein the names of all persons so nominated and all revocations or variations (if any) of such nominations shall be recorded, and the property comprised in any such nomination to an amount not exceeding £100 shall be payable or transferable to the nominee although the rules of the Society declare the shares not to be transferable.

(4) The marriage of a member of the Society shall operate as a revocation of any nomination made by him before such marriage, provided that, in the event of an officer of the Society having transferred any property of a member to a nominee, in ignorance of a marriage contracted subsequent to the date of the nomination, the receipt of the nominee shall be a valid discharge to the Society, and the Society shall be under no liability to any other person claiming such property.

47. A notice of the right of nomination shall be sent to every individual member who has not exercised this right, with the report of the first ordinary business meeting in each year of which a report is circulated among the members, and shall be otherwise given, as such

meetings may direct.

48. The member shall pay for the recording or registering of every nomination, revocation or variation, whether or not accompanied by a fresh nomination, 1p, and one fee only shall be charged for the entry of all the names in any nomination, revocation, or variation, if more than one.

49.

- (1) On receiving satisfactory proof of the death of a nominator, the Committee of the Society shall, subject to the limitation on amount hereinbefore mentioned, either transfer the property comprised in the nomination in the manner directed by the nomination, or pay to every person entitled thereunder the full value of the property given to him, unless the shares comprised in the nomination, if transferred as directed by the nominator, would raise the share capital of any nominee to a sum exceeding £200, in which case they shall pay him the value of such excess.
- (2) Where a nominee who is nominated under the provisions of the Acts is under sixteen years of age, the Society may pay the sum nominated to either parent, or to a guardian of the nominee, or to any other person of full age who will undertake to hold the same on trust for the nominee or to apply the same for his benefit and whom the Society may think a fit and proper person for the purpose, and the receipt of such parent, guardian or other person shall be a sufficient discharge to the Society for all monies so paid.
- (3) If any member entitled to property in the Society in respect of shares, loans, or deposits, not exceeding in the whole, at his death, £100, dies intestate, without having made any nomination thereof then subsisting, the Committee may, without letters of administration, distribute the same among such persons as appear to them, on such evidence as they deem satisfactory to be entitled by law to receive the same. If the principal value of the estate, in respect of which estate duty is payable, of any deceased member of the Society exceeds £100, any property or money to be transferred or paid under Sections 25, 26 or 27 of the Industrial and Provident Societies Act, 1893, as amended by the Industrial and Provident Societies (Amendment) Act, 1913, without probate or administration, shall be liable to estate duty as part of the amount on which that duty is charged; and the Committee of the Society, before making any such transfer or payment, may require a statutory declaration by the claimant or one of the claimants that such principal value, including the property or money in question, does not, after deduction of debts and funeral expenses, exceed £100.
- (4) If the principal value of the property or money to be so transferred or paid exceeds £80, the Committee of the Society shall, before making any transfer or payment to any person other than the legal personal representative of the deceased member,

- require production of a certificate from the Revenue Commissioners of the payment of the estate duty, and a duly stamped receipt for the succession or legacy duty payable in respect of the property or money so transferred or paid, or a certificate that no estate, succession, or legacy duty is payable thereon.
- (5) If any such member is illegitimate, and leaves no widow, widower, or issue, the Committee shall deal with his property in the Society as the Minister for Finance shall direct.
- (6) Upon the death of a member who has an interest in the Society exceeding £100, and a notice in writing being given by his executors or administrators to the Secretary of the Society, stating the death of such member, and the Christian name, surname, profession or business of such legal representative, and specifying the nature and amount of his interest or claim; and the production, if the case requires, of the probate of the will of such member, or letters of administration of his estate, and of such evidence (if any) of his death as may be required by the Committee, the Committee, after satisfying any nomination made by such member, shall either transfer the shares, or other interest of the member specified in such notice, in the books of the Society to his legal representative, or shall pay to him the sum which represents the full value thereof, and may make such transfer or payment at their discretion, unless the transfer would increase the share capital of the transferee in the Society to more than £200, in which case they shall make the payment of any such excess in money.
50. If a member or person claiming through a member becomes insane, and no committee of his estate or trustee of his property has been duly appointed, the Society, acting through its Committee, may, when it is proved to the satisfaction of the Committee of the Society that it is just and expedient so to do, pay the amount of the shares, loans, and deposits, belonging to such member to any person whom they shall judge proper to receive the same on his behalf, whose receipt shall be a good discharge to the Society for any money so paid.
51. All payments or transfers made by the Committee, under the above provisions, with respect to payments or transfers to or on behalf of a deceased or insane member to any person who at the time appears to the Committee to be entitled thereunder shall be valid and effectual against any demand made upon the Committee or Society by any other person.
52. If any member becomes bankrupt, his property in the Society shall be transferable or payable to the trustee of his property or to his assignee in bankruptcy.

53. Every nominee or other person to whom any share is transferred under this section shall thereby become a member of the Society, if not previously a member.

54. (deleted in accordance with Special Rule XIV).

XII. Statutory Obligations and Miscellaneous

55. The Society shall have its name engraved in legible characters upon a seal which shall be in the custody of the Chairman. It shall only be used under the authority of a resolution of the Committee, and shall be attested by the signatures of two members of the Committee and the Secretary.

56. The registered name of the Society shall be painted or affixed and kept painted or affixed on the outside of every office or place in which the business of the Society is carried on, in a conspicuous position and in letters easily legible, and its registered name shall be engraved in legible characters on its seal, and such name shall be legibly stated in all notices, advertisements, correspondence and other official publications of the Society, and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Society, and in all bills of parcels, invoices, receipts and letters of credit of the Society.

57. The Society may, in accordance with the provisions of the Acts:

- (a) Change its name.
- (b) Amalgamate with or transfer its engagements to another Society or Company, or accept a similar transfer.
- (c) Convert itself into a Company.
- (d) Voluntarily dissolve by resolution to wind up under the Companies Acts or
- (e) Wind up by an instrument of dissolution signed by three-fourths of the members for the time being.

58. (deleted in accordance with Special Rule XV).

59. The accounts of the Society, together with a balance sheet showing the receipts, expenditure, funds and effects of the Society, and all necessary vouchers, shall be submitted once in every year for audit to one of the Public Auditors appointed by the Minister for Industry and Commerce for the purpose of the Acts, who shall be selected in accordance with Rule 23. The Auditor shall have access to all the books, deeds, documents, vouchers, and accounts of the Society, and shall present statements of account in such form and for such periods as are prescribed by the Acts; he shall duly fulfil the obligations imposed and enjoy the rights conferred on Public Auditors by the Acts and Regulations, including the certifying of the triennial return of shareholders

required by Section 4 of the Industrial and Provident Societies (Amendment) Act of 1913.

The Auditor shall not hold any other office in connection with the Society. He shall be appointed annually by the Annual General Meeting and shall be eligible for reappointment in accordance with Rule 23.

60. The Committee shall, before the 31st day of March in each year, forward to the Registrar the form of Annual Return covering the period and in the manner prescribed by the Acts and Regulations, accompanied by a copy of every Auditor's report and balance sheet made during the period included in the Return.
61. The Committee shall, once at least in every three years, make out and send to the Registrar, together with the Annual Return for the year, a Special Return, signed by the Auditor, showing the holding of each person in the Society (whether in shares or loans) at the date to which the said Annual Return is made out, provided that where such persons are in the list of members kept by the Society distinguished by numbers it shall be sufficient if they are distinguished in the Special Return by such numbers, and in that case it shall not be necessary to specify their names.
62. A copy of each Annual Return shall be delivered gratuitously on application to every member or person interested in the funds of the Society.
63. A copy of the last annual balance sheet for the time being, together with the Auditor's Report, shall be kept hung up in a conspicuous place in the Society's Registered Office.
64. A copy of the Society's rules shall be supplied to any person demanding and paying for it the sum of five pence.
65. Any member or person interested in the funds of the Society may inspect his own account and the register of members during business hours at the Society's Registered Office.
66. Any ten members may, in accordance with Section 18 of the Act, apply to the Registrar to appoint an accountant to inspect the books of the Society and to report thereon.
67. Members may make application to the Registrar in accordance with the Acts:
 - (a) To appoint one or more inspectors to examine into and report upon the affairs of the Society; or
 - (b) To call a Special Meeting of the Society.

68. Rules may, subject to the written consent of the I.A.O.S., as laid down in the prefatory notice to these Rules, be made, altered, rescinded, or amended, by a majority of two-thirds of the members present and voting, at a Special General Meeting called for the purpose. Every alteration or amendment shall be duly registered, and on registration issued with the Rules of the Society for the time being. No new rule shall be made, nor shall any of the rules be repealed or altered, until the consent of the I.A.O.S. has been obtained, in writing, nor unless the text of the proposed new rules or amendments shall have been circulated with the notice convening the meeting.
69. Every dispute between the Society and a member of the Society or any person aggrieved who has for not more than six months ceased to be a member of the Society, or any person claiming through such member or person aggrieved or claiming under the rules of the Society, and the Society or an officer thereof shall, unless amicably adjusted, be submitted for arbitration to the Committee of the I.A.O.S., who may either arbitrate the case themselves, or appoint some person or persons to arbitrate it on their behalf. The costs of the arbitration shall be borne as the Committee of the I.A.O.S. directs, and such sum as said Committee decides shall be deposited prior to the hearing of the case. The award so made on every such arbitration shall be final and binding on all parties without appeal, and shall not be removable into any court of law or restrainable by injunction, and application for the enforcement thereof may be made to the Circuit Court. No dispute shall be referred to the Registrar.
70. No political or sectarian discussion shall be raised, nor shall any resolution which deals with irrelevant subjects be proposed either at a General or a Committee Meeting of the Society.
71. Depreciation shall be calculated at not less than the following rates upon the written down value of the buildings and plant, and shall be chargeable in the accounts against the trade of the Society:
- (a) On buildings constructed of brick or stone and slate, 5 per cent per annum;
 - (b) On buildings constructed of wood and iron, 10 per cent;
 - (c) On all high-speed machinery, and on horses, 15 per cent; and
 - (d) On all other plant and machinery, and on vans and carts, 10 per cent, provided that, when any buildings or plant are discarded, the undischarged balances of their written down value shall be written off.

Depreciation shall also be charged on the written down value of all subsequent renewals and additions at the foregoing rates, and the charge therefor shall be included in the Trade Account of the Society so as to show the net balance of the Trade Account.

XIII. Allocation of Surplus Funds

72.

- (i) The net annual surplus of the Society available for allocation shall each year, after payment of interest on the loan capital (if any) be applied and allocated in any one or more of the following ways, so far as the amount thereof permits.
 - (a) To a reserve fund of such amount each year as the Society in General Meeting on the recommendation of the Committee may think proper. It shall be permissible for the Society, on such recommendation as aforesaid, though not obligatory, to create such other or special reserve fund as may be thought proper and to place such sums to the credit thereof as may be thought fit.

And if the Society in General Meeting so resolve on the recommendation of the Committee:

- (b) To the payment of interest on paid-up share capital of the Society in accordance with Rule 10.
- (c) To a dividend to the members and employees of the Society upon such basis, terms and conditions, at such rate, for such period and in such form as may be decided by the Society in General Meeting. Provided always that no dividend shall be paid in cash unless the Society has an available cash surplus in excess of its liabilities sufficient to meet such dividend. Every dividend declared shall be applied and allocated (so far as the amount thereof may be sufficient) to all or any one or more of the following purposes:
 - 1. By application towards any unpaid balances of the shares held in the Society by the members respectively;
 - 2. By application towards any debts due by members to the Society;
 - 3. In cash, subject as aforesaid, to there being an available cash surplus in excess of liabilities;
 - 4. Subject to such provisions as aforesaid, the balance shall be transferred to reserve, or may in whole or in part be carried forward to next account.
- (d) To the creation of a fund for promoting co-operative organisation.

General meetings may apply a proportion not exceeding 10 per cent of the total net surplus to any lawful purpose connected with the work of the Society or the co-operative movement.

- (ii) It shall be lawful to the Society in General Meeting to apply any amount standing to the credit of the Reserve Fund of the Society to the allocation of additional fully paid-up Bonus shares in the Society to the members of the Society upon such terms and subject to such conditions as the Society shall think proper. Provided always that if it be intended to propose any allocation of such bonus shares at any Ordinary or Special General Meeting such intention shall be stated in the notice convening the meeting.

- (iii) A member whose shareholding in the Society would be increased by the allotment to him of an appropriate number of Bonus shares by virtue of a resolution passed in pursuance of the powers conferred on the Society by this Rule, to a number in excess of that for the time being permitted by law or by the Rules of the Society shall be at liberty, with the approval of the Committee, to nominate a person qualified for membership of the Society under Rule 5 thereof as the person to whom such Bonus shares or such part thereof as would, if issued to such member as aforesaid, be in excess of the number of shares in the Society permitted to such person by law or by these rules, and thereupon such Bonus shares shall be issued to such last mentioned person.
- (iv) No surplus arising from the Society's loan business shall be divided, by way of bonus, dividend or otherwise, amongst the members. Any surplus accruing from this source, after defraying costs of administration shall be placed to a loans reserve fund. Should the Society cease to make loans to its members, any accumulation of the loans reserve fund may, by direction of a General Meeting be transferred to the General Reserve Fund of the Society, either wholly or in part, or may be allocated to the said fund for promoting co-operative organisation, or may be applied in the manner provided in the last paragraph of Clause (i) of this rule.

XIV. Unclaimed Shares of Deceased Members

73. If (a) within twelve calendar months from the date upon which the Committee will have recorded in the Minute Book of the Society a Resolution that the Committee from its local knowledge is unanimously satisfied of the death of a member, whether such death has been formally proved or not, and (b) the Secretary has certified in writing to the Committee either that no claim has been received by the Society either from the personal representative of such member or any relative of such member for a transfer of the shares in the capital of the Society held by him, or that such claim having been made the shares have not been accepted by the party entitled thereto, it shall in such event be lawful to the Committee to serve upon such persons as in the opinion of the Committee are the personal representatives or the nearest of kin (if any), a notice in writing to the effect that unless such personal representatives or next of kin apply within six calendar months from the date of such notice, to the Society requesting transfer and accept such transfer, the Committee shall? cancel the said shares and transfer to the Profit and Loss Account of the Society all monies paid or credited as paid up thereon. Upon the expiry of the said period of six months, without any claim having been received or if claim is made without the share being accepted by the person appearing to the Committee to be entitled thereto, then and in such event it shall be lawful to the Committee by resolution to cancel the said shares and upon such resolution being passed the said shares shall be deemed for all purposes to have been cancelled and annulled and no claim shall lie against the Society by any person in respect thereof and all monies paid up or credited as paid up then? shall

be transferred to the Profit and Loss Account of the Society.

74. (deleted in accordance with Special Rule XIX.)

The foregoing rules are the General Rules referred to in the Special Rules signed by us:

Patrick Vaughan P.P., Chairman
Brian V. Mooney
Robert Cassidy
Patrick Kerin
Robert Gaynor
James Nolan
John Hynes
Micheál Mulqueeney, Secretary

Appendix

1. Application for Ordinary Shares by an Individual

Comhar Conradh na Boirne Teoranta.

I, the undersigned, hereby apply for Ordinary Transferable £1 Shares in the above-named Society, in respect of which I agree to make the payments required by the rules of the Society and otherwise to be bound thereby.

Signature of Applicant

Address

Occupation

Witness

Date

II. Application for Shares by a Society

Comhar Conradh na Boirne Teoranta.

We, the undersigned, Secretary and two members of the Committee of the

Co-Operative Limited, hereinafter called the applicant, in virtue of

a resolution thereof dated hereby apply on its behalf for Ordinary Transferable £1 Shares in the above-named Society, in respect of which the applicant hereby agrees to make all payments required by the rules of the above-named Society and otherwise to be bound thereby. In witness whereof we have signed our names hereto by the authority of the applicant.

Signed on behalf of the Co-Operative

..... Limited, having its registered office at

..... Member of Committee.

..... Member of Committee.

..... Secretary.

Date

III. Deleted in accordance with Special Rule XIX.

IV. Form of Transfer between Individuals

Comhar Conradh na Boirne Teoranta.

This Instrument, made the day of 19.....

between of

and of,

witnesses that in consideration of the sum of £....., paid by the said

to me, I, the said, hereby transfer to the said

his executors, administrators and assigns, the Ordinary and (or) Loan Guarantee Shares, numbered now standing in my name in the books of the above-named Society, to hold the said shares upon the same conditions on which I now hold the same; and that I, the said hereby accept the said shares, subject to the said conditions. In witness whereof we have hereto set our hands.

..... Name of Transferor.

..... Name of Transferee.

V. Form of Transfer between Individuals (Societies?)

Comhar Conradh na Boirne Teoranta.

This Instrument, made the day of 19.....

between the Society, Limited, established at,

hereinafter called the vendor, of the one part, and the,

Limited, established at hereinafter called the

purchaser, of the other part, in consideration of £..... paid by the purchaser to the vendor,

witnesses that the vendor hereby transfers the shares numbered

now standing in the name of the vendor in the books of the above-named Society, to the purchaser and the assigns of such purchaser, to hold the same upon the same conditions on which they are held by the vendor; and that the purchaser accepts the said shares subject to the said conditions. In witness whereof the seals of the said Societies are hereto attached, by

the resolutions of the Committee thereof, dated respectively the day of

and day of

.....

Two Members of Committee

.....

.....

Secretary

Seal of the Vendor

.....

Two Members of Committee

.....

.....

Secretary

Seal of the Purchaser

VI. Form of Appointment of Delegate

Comhar Conradh na Boirne Teoranta.

We, the undersigned, Chairman (or President) and Secretary of the

Co-Operative Limited, by the authority of a resolution of its

Committee dated hereby nominate and appoint

of to represent this Society at all meetings of the above-named Society, and to vote thereat until this authority is duly withdrawn or cancelled.

Signed on behalf of the Co-Operative Limited.

..... Chairman (or President)

..... Secretary

Date