



BYE-LAWS

OF

THE MULTIPLE SCLEROSIS SOCIETY OF IRELAND

These bye-laws were approved at a meeting of the Board dated

30th of June 2018

and include all amendments approved by the Board up to that date.

Earlier versions should be disregarded.

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Purpose and status of bye-laws

- 1) These bye-laws drawn up by the Board under Article 45 are the rules of the Multiple Sclerosis Society of Ireland (MS Ireland). They are intended to amplify the Articles of Association in the Constitution and provide guidance to the Board, to the Members and to the employees of MS Ireland. However, if any conflict arises between the bye-laws and the Articles, the Articles will prevail.

In any case of non-compliance with these Bye Laws or other procedures or policies of MS Ireland, statutory, regulatory or other similar requirements, sanctions may be imposed at the discretion of the Board.

Amendment of bye-laws

- 2) The bye-laws may be amended by a simple majority of those Board members in attendance at a properly constituted meeting of the Board.

Name and symbol

- 3) Copyright is asserted over the name and symbol of MS Ireland and these may only be used with the permission of the Board and in a manner prescribed by them.

Purpose and objectives of MS Ireland

- 4) The purpose and objectives of MS Ireland are as set out in the Constitution.

Members

- 5) Membership of MS Ireland is managed in accordance with Clauses 6 to 14 inclusive of the Articles of Association in the Constitution.

Voting at General Meetings

- 6) All Members are entitled to vote at General Meetings of MS Ireland and votes may be registered in person or by proxy.
- 7) Voting on all motions at a General Meeting will take place in accordance with MS Ireland's Standing Orders for General Meetings (see Appendix C).

- 8) Only Members may propose and/or second motions and nominations to the Board, for decision at a General Meeting in accordance with Bye-Laws 9 to 14 inclusive.
- 9) The process will be as follows;
 - a) A call for motions for consideration at a General Meeting will be issued at least seven weeks before the General Meeting.
 - b) The closing date for receipt of motions shall be five weeks before the General Meeting.
 - c) The distribution of notice containing motions for a General Meeting will take place in accordance with the Constitution.
 - d) The Governance Committee will decide whether or not Motions received will be put forward for consideration at a General Meeting. Motions will be rejected if they propose an action that is contrary to the law or that would render MS Ireland non-compliant with regulations to which it is subject at the time being.

Election to the Board

- 10) Nominations of candidates for election to the Board (other than for Board members elected by Council) must be submitted to the Nominations Committee before the end of May before the Annual General Meeting. This provision shall include any person being nominated under Articles Clause 56.
- 11) Nominations must be proposed and seconded by Members.
- 12) All candidates for election to the Board must provide a declaration that they satisfy the following criteria :
 - They are a member of MS Ireland (or will become a member in advance of the date of notice of the Annual General Meeting).
 - They have not ever been disqualified from being a company director, nor prohibited from being a company director, nor are currently restricted from holding a company directorship by reason of any order made under Part 14 of the Companies Act 2014 or otherwise
 - They are not subject to any order under Section 55(1) of the Charities Act
 - They have no mental disorder that would render them incapable of acting as a director (grounds for removal from the Board under Articles Cl 49(10) of the Constitution)

Persons elected to the Board by Council may not act as a Director until this declaration has been provided to the Company Secretary. Failure to provide the declaration shall nullify their election.

All other candidates for election to the Board must include the declaration with the submission of their name to the Nominations Committee, failure to do so will disqualify a person from being a candidate.

- 13) In accordance with its terms of reference, the Nominations Committee recommends candidates to the Board for its approval. All candidates who have been referred to the Nominating Committee will be informed of the Board's decision. On the Candidate's request, a reason will be provided by the Committee for not recommending the Candidate to the Board.
- 14) The name of any candidate nominated under Article 56 of the Constitution and who satisfies the eligibility criteria above, will be put before the Members at the Annual General Meeting.
- 15) The distribution of notice for a General Meeting will take place in accordance with the Constitution.
- 16) It is a requirement of all Board members that they have completed Garda vetting and that they facilitate notification of their election by MS Ireland to the Companies Registration Office in accordance with Section 149(8) of the Companies Act 2014. An elected Board member failing to comply with this requirement will not be permitted to vote at any Board meeting. Persistent failure to comply may result in the Board member's expulsion from the Board.

Committees of the Board

- 17) The Board may establish committees, in accordance with Articles 66 to 69 of the Constitution of MS Ireland.
- 18) The Board shall annually review and approve the terms of reference of each committee, which will include a description of the purpose(s) for which the committee was established, its membership, the function(s) it carries out on behalf of the Board and how it conducts its business. The Board may amend such committee terms of reference at any time.
- 19) The Board shall annually appoint or re-appoint the members of each committee.

- 20)** A person who is not a member of the Board or a Member of MS Ireland may be a member of a committee. Staff of MS Ireland may be requested to attend committees, but will not be a member of any committee.
- 21)** Subject to clause 19 above, the normal term of membership of a committee shall be three years, and no person may serve on a committee for more than three such terms, unless authorised by the Board. The following exceptions apply :
- Time spent concurrently as a Board member and a member of a committee will not be included in calculating the total time of service on a committee.
 - Former Chairpersons of MS Ireland may serve an indefinite period on the Nominations Committee, subject to their annual approval to do so by the Board.

Membership & Subscription

- 22)** The current membership categories are:
- a) Life membership
 - b) Honorary Life membership (awarded in accordance with Articles CI 7(3))
- 23)** The membership subscription for the time being in force is:
Life membership €50.00 (once-off payment).

Branches

- 24)** The creation and operation of a Branch in a designated area must be authorised by the Board.
- 25)** The purpose of a Branch is to assist in carrying out the objects of MS Ireland, as stated in the Constitution, in its area.

Branches; Winding Up

- 26)** The Board reserves the right to wind up any Branch, provided 21 days notice of such intention is given in writing to the officers of the Branch, which notice shall include the reason(s) for the decision of the Board. On a winding up of a Branch, all property, books, records, computer discs, data bases, monies and other assets shall be handed over to MS Ireland, whereupon the function of the Branch shall be deemed extinguished and terminated by the Board. Any such funds and assets will be used in the region.

- 27)** A Branch shall only be wound up following a decision of the Board and in exceptional circumstances including :
- A request from the majority of the members of a Branch committee, endorsed by the local MS Ireland community worker,
 - A suspicion of fraud in relation to the Branch funds, or other suspected criminal activity.

Branch Meetings

- 28)** Each Branch shall hold a Branch Annual General Meeting and should endeavour to hold at least one other open Branch meeting every year.
- 29)** All meetings shall be held in accessible locations.
- 30)** Every effort shall be made to ensure all people with multiple sclerosis are enabled to attend Branch meetings.
- 31)** The content of Branch meetings should reflect the needs, concerns and wishes of people with multiple sclerosis, their families and carers.
- 32)** The Branch Secretary shall give all Branch members and the regional community worker at least 14 days clear notice of every Branch meeting, stating the purpose(s) for which the meeting is being held.

Branch Annual General Meeting

- 33)** The Branch Annual General Meeting shall be held prior to the 31st of March each year and shall transact the following business:
- a) Receive the annual report of the Branch Treasurer and audited accounts for the preceding year.
 - b) Receive the report of the outgoing branch committee.
 - c) Elect Members to any Branch committee vacancies.
- 34)** Every year, a Branch shall have audited accounts prepared, presented to the Branch Annual General Meeting, signed by the Branch Treasurer and Branch Chairperson, and forwarded to MS Ireland's National Office on or before the last Friday of March of that year.
- 35)** Permission must be obtained from the MS Ireland Chief Executive (CE) to hold the Branch Annual General Meeting outside the designated period.

- 36) At least 14 days' notice of a Branch Annual General Meeting must be given to Members affiliated to the Branch and to the Company Secretary.
- 37) A Director of MS Ireland, or an MS Ireland regional community worker, or other member of staff of MS Ireland will endeavour to attend each Branch Annual General Meeting.
- 38) The election process for filling any Branch committee vacancies shall be overseen by a Director, regional community worker or other member of staff of MS Ireland, if in attendance, or by a Branch Chairperson continuing in office, or by a Member chosen by a majority at the meeting.
- 39) The quorum for a valid Branch Annual General Meeting is a minimum of 9 Members present and voting.
- 40) Within seven days of the Branch Annual General Meeting, the Branch Secretary shall forward to the Company Secretary:
 - a) The names, addresses, telephone numbers and e-mail addresses (where available) of the Branch Officers and any other committee members, including their function, if any.
 - b) The name, address, telephone number and e-mail address (if available) of the Branch delegate to the Council.
 - c) The name and address of the Branch auditors.
- 41) All business transacted at a Branch Annual General Meeting shall be recorded as minutes by the Branch Secretary and these minutes shall be read, or taken as read if circulated in advance, approved and signed at the next meeting.

Branch Committee

- 42) The Branch committee should consist of the following members:
 - a) Branch Chairperson
 - b) Branch Deputy Chairperson
 - c) Branch Secretary
 - d) Branch Treasurer
 - e) A minimum of three other members, which may include a Branch Deputy Treasurer and/or Branch Deputy Secretary.
- 43) Those listed at a) to d) above shall be the Branch Officers and shall hold office for a maximum period of three consecutive years and shall not be eligible for re-election to that particular post for one year after the term of office, which they hold, expires.

- 44)** In the event of a Branch being unable to elect a Branch Chairperson, the regional community worker or appointee of the Board may act as chair in a holding position so that the normal functions of the Branch may be carried out. The maximum period in this instance is up to the next Branch Annual General Meeting.
- 45)** In circumstances where there are an insufficient number of candidates willing to hold office on the Branch committee to fill the Branch Officer positions set out in Bye-Law 42 for the purposes of the election of a Branch committee during the Branch Annual General Meeting, the Branch may consider a person who is unable to comply with the restrictions set out in Bye-Law 43 for any such position but only where there is no other candidate for the role. The maximum period in this instance is up to the next Branch Annual General Meeting.
- 46)** A Branch may appoint its committee members to additional positions, e.g. PRO's, at their discretion.
- 47)** Each Branch shall nominate a member of its committee to be its delegate to the Council. Where possible, the nominee should be the Branch Chairperson.
- 48)** A Branch committee may co-opt a Member to the committee, subject to the ratification of any such co-option at the following Branch Annual General Meeting.
- 49)** A position on a Branch committee will be vacated if a Branch committee member :
- a) Resigns their position by notice in writing to the Branch Secretary, or
 - b) Is convicted of any indictable offence, or
 - c) Is removed from the position by a resolution signed by not less than two thirds of the members of the Branch committee, or
 - d) Has their membership of MS Ireland removed under Article 10 of the MS Ireland Constitution, or
 - e) Fails to attend three consecutive Branch committee meetings without providing advance notification of absence to the Branch Secretary, and the Branch committee resolves by a two thirds majority that he/she be removed for this reason.
- 50)** On vacating office, an outgoing Branch committee member will immediately pass on all records in their possession to their successor or to their Regional Office.

Branch Committee Meetings

- 51) Each Branch committee shall meet at least four times a year.
- 52) Every meeting requires a quorum for a valid meeting. The quorum for a valid Branch committee meeting shall be one half plus one of the members of the Branch committee.
- 53) All business transacted at any meeting of the Branch committee, or of any sub-committee of the Branch committee, shall be recorded as minutes by the Branch Secretary and the said minutes shall be read, or taken as read if circulated in advance, approved and signed at the next meeting of the Branch committee.

Branch Grievance Procedure

- 54) If a grievance or concern, that cannot be resolved locally, occurs in a Branch, the following procedure should be followed:
 - a) A letter should be written to the Chief Executive giving as much detail as possible in relation to the matter.
 - b) This may be followed by a telephone conversation if it is felt to be helpful or desirable.
 - c) The Chief Executive will acknowledge receipt of a letter within five working days of receipt.
 - d) The Chief Executive or a designated staff person will respond to the matter within two weeks.
 - e) Should the matter not be resolved to the satisfaction of the person(s) bringing it to the attention of the Chief Executive, the matter may be referred to the Board by the same person(s), and the Board will have the final say.

Regional Integrated Meetings

- 55) At least two Regional Integrated Meetings (RIMs) per year should be organised for each region. Venues, dates, times and agendas for each RIM will be arranged by regional community workers, in consultation with the Branches and with the National Office.
- 56) All RIMs may be attended by any Member of MS Ireland. In particular, each Branch in a region should be represented at the RIMs for their region by at least one of the committee members of the Branch. If this is not possible, a Branch should send a delegate to the RIM in place of a committee member.

- 57) At least one senior member of the National Office staff will endeavour to attend each RIM. RIMs may also be attended by one or more Board members, should they be available.

Branch Fundraising, Income and Expenditure

- 58) The Branch committee will liaise with the Chief Executive or other designated staff and with the committees of other Branches when appropriate with regard to fundraising activities.
- 59) Applications to local offices of statutory agencies and grant-making trusts should not be made by a Branch, without first notifying the Branch's Regional Office.
- 60) Corporate fundraising appeals must be notified to the Branch's Regional Office in advance.
- 61) Any legacies or monies bequeathed to a Branch must be processed through the National Office. Any such legacies or monies will be administered in accordance with the donor's wishes and instructions.
- 62) If a Branch is in receipt of restricted funds, supporting documentation from the funder must be forwarded to the Branch's auditors and to MS Ireland's National Office.
- 63) All monies received, as a result of local fundraising activities, organised or arranged by or for the local Branch for the purposes of MS Ireland's work shall be lodged to the Branch's bank account.
- 64) Branch fundraising projects outside the designated area of the Branch require the prior approval of the Board.
- 65) A branch may collect and receive membership subscriptions for MS Ireland. Such subscriptions, together with names and addresses must be recorded and forwarded to national office at the end of each month.
- 66) A Branch shall operate accounts in accordance with the provisions of MS Ireland's Branch Banking Procedures (see Appendix A hereto).
- 67) All donations to a Branch shall be recorded in the Branch's accounts and the donors provided with a receipt bearing the MS Ireland and Branch name. (A standard receipt book is available from National Office).

- 68) All items of expenditure shall be recorded in the Branch's accounts payments should be made by cheque. Payments should never be made directly from the cash proceeds of fundraising events or from donations, unless a written remittance advice note signed by two unrelated Branch committee members is given to the Branch Treasurer.
- 69) When cash is taken in, two or more unrelated people should assist in its counting and ensure that it is safely stored until banked at the first opportunity. The safety of Branch members should be a priority.
- 70) All donations in excess of €10,000.00 should immediately be notified to the Chief Executive.
- 71) A Branch committee may not pledge the credit of MS Ireland by way of mortgage, bill of sale, promissory note or otherwise.
- 72) A Branch proposing to commit to expenditure of greater than €10,000.00 or 20% of its annual income, whichever is the lesser, must obtain the prior written permission of the Chief Executive.
- 73) Monies can only be used in strict accordance with Clause 4(20) and Clause 5 of the Memorandum of Association of the Constitution of MS Ireland.
- 74) All advertising materials, notices, letter headings and similar matter shall bear the words "The Multiple Sclerosis Society of Ireland" in addition to the name of the branch and recognised MS Ireland logo.

Branch Financial Assistance sub-committee

- 75) Every Branch shall each year appoint a Financial Assistance sub-committee.
- 76) The Financial Assistance sub-committee will comprise not less than three and not more than five people, one of whom must be the current Branch Treasurer. At least one member shall not be a Branch Officer and no two members of the one family may sit on the Financial Assistance sub-committee at the same time.
- 77) Financial Assistance sub-committee members may serve up to three consecutive years, and for more than three years only with the express permission of the Board.
- 78) The regional community worker may attend meetings of the Branch Financial Assistance sub-committee where deemed necessary by the regional community worker or the Financial Assistance sub-committee.

- 79) Confidentiality shall be maintained and breaches of confidentiality will not be tolerated by MS Ireland.
- 80) The Financial Assistance sub-committee shall be responsible for making decisions about the distribution of direct grants to People with Multiple Sclerosis, their family and carer(s), in accordance with MS Ireland's Financial Assistance Procedures.
- 81) The Financial Assistance sub-committee shall receive information from Branch members visiting PwMS, MS Ireland staff and from direct application from PwMS in the area.
- 82) The Financial Assistance sub-committee shall operate in accordance with MS Ireland's Financial Assistance Procedures, which shall include the return to the MS Ireland national office of an annual statement of compliance with the Procedures. Training for Financial Assistance sub-committees shall be offered by MS Ireland as required.
- 83) The Financial Assistance sub-committee shall keep only minimal records of applications and action taken. No detailed files or medical records may be kept. No information shall be made available or referrals made to outside professionals, without the expressed permission of the recipient of financial assistance.
- 84) All Financial Assistance documentation, other than that which a Branch needs to retain for the purposes of having its accounts audited, should be stored in the Regional Office.

Duties of Branch Officers

Branch Chairperson:

- 85) He/she shall preside at all Branch and Branch committee meetings and shall be responsible for overseeing the work of the Branch, including the duties of other Branch officers.
- 86) He/she shall conduct all meetings in accordance with these Bye-Laws and any relevant MS Ireland policies and procedures, and shall sign all approved minutes of meetings.
- 87) He/she shall be entitled to vote as a member of the Branch and shall have a casting vote in the event of a tie.

Branch Deputy Chairperson:

- 88) In the absence of the Branch Chairperson, the Deputy Branch Chairperson will preside over any meeting, otherwise the members present may elect one of their number as chairperson of that meeting.
- 89) He/she shall carry out any other duties as decided by the Branch committee.

Branch Secretary:

- 90) He/she shall co-operate with the Branch Chairperson to ensure the general efficient functioning of the Branch.
- 91) He/she shall maintain the minutes of all Branch and Branch committee meetings and conduct the correspondence of the Branch and he/she shall circulate the minutes of the previous meeting electronically or otherwise and the upcoming agenda at least 7 days before the next meeting to all Branch committee members.
- 92) He/she shall ensure that all decisions of the Branch or Branch committees are implemented accordingly.
- 93) He/she shall forward to the Chief Executive in January of every year, the dates, times and locations of Branch committee meetings for that year.
- 94) He/she must ensure that all persons going forward for election to the committee of the Branch are members of MS Ireland.

Branch Treasurer:

- 95) He/she shall be responsible for keeping all financial records of the Branch, in a manner prescribed by the Board.
- 96) He/she must ensure that the accounts are properly managed in accordance with MS Ireland procedures and policies, and must report to the Branch committee at regular intervals on the state of the accounts.
- 97) He/she must ensure that the Branch's annual accounts are audited in good time, that the auditor is supplied with all required information and that two copies of the audited accounts are returned to the National Office in accordance with Bye Law 34.
- 98) He/she must ensure that cheques are never pre-signed and must ensure the safe custody of the chequebook and of any data regarding access to online banking facilities.

Council

- 99)** The Council shall meet at least twice a year at a location, time and date decided by the Council members who are also members of the Board. The Council members who are also members of the Board will set the agenda for Council meetings.
- 100) A** Council member may be represented by an alternate delegate at a Council meeting, by another member of the same Branch, but such alternate delegate shall not be eligible for election to the Board.
- 101)** If a vote is being taken at a Council meeting, then only the Branch delegates, or any alternate Branch delegate(s), nominated by the Branch and notified in advance to the Company Secretary, shall be entitled to vote.
- 102)** Matters raised at Council meetings should be directed through the Chairperson who will decide whether the issue raised is appropriate or not.
- 103)** MS Ireland staff will as far as possible be receptive and helpful to the needs of Council members. However they should not be expected to have information or data available without having some prior notice of the issue.
- 104)** Council will select annually a representative to serve on the Board for a three-year term. The selection will be conducted as follows:
- a) The Chairperson shall notify all Council members of the name of any Council member wishing to stand for election to the Board
 - b) The representative shall be selected at the final Council meeting before an upcoming MS Ireland AGM, by secret ballot from among those present and entitled to vote.
- 105)** Once elected to the Board, a Council member is entitled to remain as their Branch delegate to Council, for the duration of their membership of the Board.
- 106)** A Council representative on the Board shall, on completion of their three-year term, retire from the Board. However, they may be nominated for an additional three years, up to a maximum of nine years.

Appendix A ; Branch Banking Procedure

Opening a Branch Bank / Credit Union Account

A Branch bank account or Branch credit union account is hereinafter referred to as a Branch account.

A1 The opening of a Branch account must be approved by the Board. In this regard, the National Office will send a corporate account application form to the Branch Secretary for completion by the Branch signatories. Forms will be returned to National Office by the Branch within a month of their receipt, and National Office will forward them to the relevant bank / credit union.

A2 A Branch account name shall be

“The Multiple Sclerosis Society of Ireland – *Branch Name*”.

Signatories

A3 A Branch account will have the following signatories :

At least two Branch officers, neither of whom shall be related to one another and one of whom must be the Branch Treasurer,

and, in addition to the above

Two Directors of MS Ireland (not already one of the above) nominated by the Board

Use of Signatures

A4 Cheques issued by a Branch shall always have two signatures.

A5 The signatures of persons other than authorised Branch signatories shall only be used in the following circumstances :

- a) Where no more than one Branch signatory is available and the Branch requests assistance from National Office,
- b) In the event of a Branch being wound up or having been wound up, the Branch will be informed of such an event, by being given 21 days notice in accordance with Bye Law 21.

- c) In the event of a material breach of any of MS Ireland's Bye Laws regarding financial matters,
- d) In a case of suspected fraud or criminal activity.

Change of Branch Account Signatories

A Branch shall notify National Office of changes of Branch Account Signatories, in accordance with these Bye Laws. National Office will send the required new mandate forms to the Branch for completion by the relevant signatories. Forms will be returned to National Office by the Branch within a month of their receipt, and National Office will forward them to the relevant bank / credit union.

Monies in Other Accounts

A6 No monies shall be held by a Branch in any account in any financial institution other than the Branch account(s) authorised by the Board.

Closing a Branch Bank Account

A7 The bank account(s) of any Branch that ceases to exist shall be closed immediately, and any balance in such account(s) shall be dealt with as specified in Bye Law 21.

Suspected Fraudulent Use of Branch Bank Accounts

A8 In the case of a suspected fraudulent use of a Branch Bank Account, the following procedure will apply, in addition to the provisions of Bye Law 21 :

- The Bank Account(s) of the Branch will be immediately frozen.
- Any funds remaining in the Branch Bank account(s) will be reserved for use in the Branch's designated geographical area.

Internet Banking

A9 A Branch may avail of Internet banking facilities, solely in order to view its account(s) transactions and balance(s).

Appendix B ; Standing Orders for Branch Committees

- B1. Meetings should be started at a specific time (e.g. 8 pm, and end at 10 pm).
- B2. The dates, times and location of Branch committee meetings for the current year should be agreed at the first meeting of the year and advised to all Branch committee members. If an emergency meeting is required, notification may be by phone but at least 48 hours notice should be given to the Branch committee members and the Regional Community Worker.
- B3. The Agenda for the meeting, having been agreed by the Branch Chairperson and Branch Secretary, should be circulated to the Branch committee members one week prior to the meeting.
- B4. The following is an example of an agenda for a Branch meeting:
- a) Minutes of previous meeting
 - b) Any matters arising
 - c) Correspondence
 - d) Branch Chairperson's report
 - e) Financial update
 - f) Report from the Council delegate
 - g) Report on activities
 - h) Fundraising report
 - i) Any other business
- B5. All business transacted at a Branch committee meeting shall be recorded as minutes by the Branch Secretary and these minutes shall be read, or taken as read if circulated in advance, approved and signed at the next Branch committee meeting.
- B6. Minutes of previous meetings should be proposed and seconded only by Branch committee members who were present at that particular meeting, Minutes are then agreed as accurate and signed by the Branch Chairperson who then moves on to matters arising.
- B7. If 30 minutes has expired beyond the agreed starting time and a quorum is still not present the Branch Chairperson may adjourn the meeting. If, when the adjourned meeting is reconvened, a quorum is still not present, the meeting may be held with those present making up a quorum for the meeting.

- B8. Minutes of all Branch committee meetings must include names of all those present and details of decisions taken, properly proposed, seconded and agreed. Motions not agreed should be recorded in a similar manner. Minutes should be brief and refer only to items of importance.
- B9. All speakers must address themselves through the chair and be bound by decisions of the chair.
- B10. If the appointed finishing time is reached without completing the agenda, meetings may be extended by a majority of those Branch committee members present, or the meeting may be concluded and items not reached placed on the agenda of the next meeting. In these situations, items carried forward should be placed higher on the agenda of the following meeting to ensure that they will be dealt with.
- B11. All Branch committee meetings shall be held in environments which are accessible and user-friendly.

Appendix C ; Standing Orders for General Meetings of MS Ireland

(for use at Annual General Meetings and Extraordinary General Meetings of The Multiple Sclerosis Society of Ireland (MS Ireland))

Proceedings of general meetings of MS Ireland will be carried out in accordance with MS Ireland's Constitution (2016) Articles 21 to 32 inclusive, and MS Ireland's Bye Laws (2018).

- 1. Chairperson.** The Chairperson of a General Meeting is determined by Article 25 of the Constitution, which says :

The Chairperson, if any, of the Board shall preside as Chairperson at all general meetings of MS Ireland and in the event of there being no Chairperson or in his absence, the Deputy Chairperson shall act as Chairperson of the meeting, and if any of the aforementioned are not present within fifteen minutes of the appointed time for holding of the meeting or is unwilling to act as Chairperson, the members of the Board present shall elect one of their number to be Chairperson of the meeting.

- 2. Election to the Board:.** The election of Board approved candidates (or re-election) to the Board (excluding a Council nominated Director), or any other person(s) validly nominated in accordance with Articles 56 of the Constitution, shall be proposed by tabling a separate motion for each candidate in accordance with item 3 below, unless there are more candidates for election than vacancies on the Board, in which case voting shall be carried out in accordance with the procedure set out in Item 4 below.

- 3. Voting on Resolutions and Special Resolutions.**

The process by which counting of votes on resolutions (including special resolutions) will take place is as follows :

Voting by show of hands will be carried out in accordance with MS Ireland's Articles of Association Clause 28, which says :

- 28.** At any general meeting a resolution put to the vote of the meeting shall be decided upon by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by (a) the Chairperson or (b) by at least fifteen of those Members present in person or two-thirds of those Members present in person (whichever is the lesser number of Members).

Unless a poll is so demanded a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes or proceedings of the meetings of MS Ireland shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.

A show of hands may be implemented either literally as such, or by the use of other means, approved by the Board, of indicating agreement or disagreement with a resolution.

All Members are entitled to vote. Members may register votes by proxy or in person at general meetings of MS Ireland.

A person nominated as a proxy, will be entitled to exercise their own vote plus one vote for each other Member for whom they are a nominated proxy. A person nominated as a proxy does not have to be a Member. Appointment of proxies is governed by Sections 183 and 184 of the Companies Act 2014 :

<http://www.irishstatutebook.ie/eli/2014/act/38/section/183/enacted/en/html>

<http://www.irishstatutebook.ie/eli/2014/act/38/section/184/enacted/en/html>

4. Election to the Board

Should the number of candidates for election to the Board exceed the number of vacancies, the following procedure shall be applied :

- (a) A proxy authorisation form, listing the names of all the candidates and including instructions on how to vote, shall be prepared and shall be included with materials made available at the time of issuing the notice of meeting to the Members. Members attending the meeting will be given a voting paper.
- (b) A Member may vote in person at the meeting, or by proxy. A member voting by proxy may vote themselves or may authorise the Chairperson of the meeting to vote on their behalf.
- (c) All proxy votes will be opened, inspected, counted and securely retained by the Company Secretary, or other nominated member of staff, until the counting of votes takes place at the meeting. No other person may see the proxy votes until such time as the AGM takes place.

- (d) The Chairperson of the meeting shall nominate up to three Members, none of whom may be candidates, as tellers to oversee the collection and counting of votes.
- (e) The tellers shall
 - gather all votes, including proxy votes,
 - inspect all voting papers, other than proxy votes previously received and recorded by the Company Secretary, for validity and record the total number of all votes received, the total number of valid votes cast and the total number of spoiled votes (any ballot paper which contains votes for more than the number required to be elected shall be void),
 - count and record the number of votes received by each of the candidates
- (f) The number of candidates, equivalent to the number of vacancies on the Board, receiving the highest number of votes shall be deemed elected,
- (g) Should a number of candidates receive an equal number of votes, where all the available Board vacancies have not been filled by other candidates receiving a greater number of votes, the remaining vacancies will be filled by lot drawn by one of the tellers selected by the Chairperson.
- (h) A candidate may withdraw her/his candidacy at any time up to the start of voting by notifying the Chairperson either verbally (if the candidate is present at the meeting) or in writing.

5. Motions

- (a) Only those motions included on the agenda of the meeting shall be considered at the meeting.
- (b) The proposer of a motion shall be allowed three minutes for his/her presentation and all succeeding speakers two minutes. The proposer will have the right to reply to comment and may speak a second time for not more than two minutes at the conclusion of the debate.
- (c) No motion or amendment may be withdrawn, except by the consent of a majority of the Members present at the meeting
- (d) In order to control the initial discussion on motions, those persons wishing to speak on any motion should hand their names to the Company Secretary before the start of the meeting.
- (e) Any amendments shall be proposed and seconded following proposal and seconding of the original motion, before discussion of the motion.

- (f) No Member shall be at liberty to move more than one amendment to any one motion.
 - (g) Should there be a properly proposed and seconded amendment it shall be discussed and voted on before any vote is taken on the original motion, the proposer of the original motion being given the right of reply before a vote is taken.
 - (h) When an amendment is moved to any motion, no further amendment shall be moved until the first is disposed of.
 - (i) If an amendment is carried it shall be incorporated in the original proposal, which shall then become the substantive motion.
 - (j) Further amendments to the substantive motion, or to the original motion if an amendment or amendments are not carried, shall be dealt with in the same way.
 - (k) The final substantive motion shall then be voted on and shall then become the resolution of the meeting.
 - (l) If an amendment is, in the opinion of the Chairperson, against the meaning of the motion it is intended to amend, it shall not be allowed.
 - (m) A motion placed before the meeting shall be withdrawn or postponed only by voting on a motion of withdrawal or postponement properly proposed and seconded.
 - (n) Discussion on any one motion may be closed if the motion 'That the motion is now voted on' is moved, seconded and carried. The right of reply must be given to the proposer and the motion put to a vote.
- 6.** All persons must be seated while the Chairperson is speaking. On addressing the Chairperson, Members will state their name.
- 7.** Any motion for the suspension of any standing order or the 'urgency' of any particular business, shall be declared carried if, upon the motion being put to the meeting, two thirds of the Members present vote in its favour.
- 8.** The decision of the Chairperson shall be final upon any point as to the interpretation to be placed upon any standing order or upon the point whether a motion has been carried or rejected. Any Member wilfully disobeying the ruling of the Chairperson may

be suspended during the remainder of the time the motion in question is under discussion.