

The Companies Act 2014  
Company Limited by Guarantee

**CONSTITUTION**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**THE PRESS COUNCIL OF IRELAND**  
(As updated 2018)

Registered Office  
3 Westland Square, Pearse Street  
Dublin 2

**The Companies Act 2014**  
**Company Limited by Guarantee**

**CONSTITUTION**

**Memorandum of Association**

**Of**

**The Press Council of Ireland**

1. The name of the Company is The Press Council of Ireland.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main objects for which the Company is established are: -
  - 3.1 To establish an independent, regulatory body that will consider, investigate, conciliate, adjudicate, and resolve or settle complaints received from the public of unjust or unfair treatment or unwarranted infringements by Irish newspapers, periodicals or magazines of the Code of Practice for Newspapers and Magazines promulgated by the Press Industry Steering Committee, and adopted by the Council (without cost to the public) by reference to the said Code of Practice and having regard to the Constitutional rights of privacy, dignity of the individual, freedom of expression, and the public's right to knowledge.
  - 3.2 To publish or procure the publication of any finding of its adjudications and to establish such procedures as it may see fit from time to time in relation to the foregoing and for the effective discharge of its functions, for the purpose of ensuring that the members of the Company maintain the highest professional standards in accordance with the Code of Practice of the Press Council.
  - 3.3 Notwithstanding the above, to uphold the rights of the members of the press to the freedom of expression and the freedom to inform in accordance with the Code of Practice of the Press Council and to maintain the independence of the Press from the State and from State control or regulation.

- 3.4 To protect the public interest by ensuring ethical, accurate and truthful reporting by the press.
- 3.5 In furtherance of the above to formally establish the Press Council of Ireland and the Office of the Press Ombudsman.
- 3.6 In furtherance of the said objects, but not further or otherwise, the Company shall have the power:
- (a) To cause to be written, printed or otherwise reproduced, circulated and published, gratuitously or otherwise, documents in relation to its activities;
  - (b) To claim and accept subscriptions from members of the Press Council calculated in accordance with such rules as the Press Council shall make for that purpose. The Press Council shall not accept gifts or funding from any person other than subscriptions referred to above.
  - (c) Subject to the provisions of the Act, to purchase or otherwise acquire any lands or buildings to be used for any purpose of the Company and generally any property, real or personal or any estate or interest therein required for any purpose of the Company to hold, sell, charge, lease, licence, deal with and dispose of the same in such manner as may be thought expedient with a view to the promotion of the main objects of the Company;
  - (d) To borrow or raise money and to issue debentures or other securities and for the purpose of securing any debt or obligation of the Company to mortgage and charge all or any part of the property of the Company;
  - (e) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
  - (f) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques, warrants, debentures and other

instruments, and to operate bank accounts;

- (g) To employ and remunerate any person, firm or company appointed by the Company, rendering services to the Company or supervising, organising or carrying on the work of and advising the Company;
- (h) To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and, subject to the provisions of the Act, to lend, advance money and give credit to, and generally to provide advantages, facilities and services for any persons who are or have been members of the Company, the Directors or the committees established by the Directors, or who are or have been employed by, or who are serving or have served the Council and to their families and such other persons as the Council may decide, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons;
- (i) To insure and arrange insurance cover and to indemnify its officers, directors, servants and voluntary workers and members from and against all such risks incurred in the course of performance of their duties as may be thought fit;
- (j) To pay out of the funds of the Council the costs, charges and expenses of and incidental to the promotion, incorporation and registration of the Council;
- (k) To establish committees for the purpose of carrying out the objects of the Council and to make all arrangements necessary for the operation of such committees and for the appointment of committee members;

To do all such other lawful things as may be incidental or conducive to the objects of the Council and/or shall further the objects or any of them. The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any way limited or restricted by reference to or inference from the

terms of any other sub-clause, or by the name of the Company. None of such sub clauses or the object therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause, and notwithstanding that the business, undertaking, property, or acts proposed to be transacted, acquired, dealt with, or performed do not fall within the objects of the first sub-clause of this clause.

Provided that the provisions of this clause shall be subject to the Company obtaining where necessary for the purpose of carrying any of its objects into effect such licence, permit or authority as may be required by law.

4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Council, in the event of the same being wound up while s/he is a member or within one year after s/he ceases being a member, for payment of the debt and liabilities of the Council contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €1.00.
6. The income and property of the Council, wherever derived, shall be applied solely towards the promotion of the objects of the Council as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.
7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the Council but shall be given or transferred to another company whose objects comply with Section 1180 of the Act, such company to be determined by the members of the Council at or before the time of dissolution, and if and so far as effect cannot

be given to such provision, then to some charitable object with the agreement of the Charities Regulator.

8. Defined terms in the Articles of Association of the Company shall have the same meaning when used in this memorandum of association unless the context otherwise requires.

**The Companies Act 2014**  
**Company Limited by Guarantee**  
**CONSTITUTION**  
**Articles of Association**  
**Of**  
**The Press Council of Ireland**

**PRELIMINARY**

The optional provisions of the Act (as defined by section 1177(2) of the Act) shall apply to the constitution of the Company save to the extent that they are dis-applied, modified or supplemented by these Articles of Association.

The following Regulations shall apply to the Company.

1. In these Articles:

“the Act” means the Companies Act, 2014 as amended.

“the Appointments Committee” means the body of persons constituted pursuant to Article 9 having regard to the requirements of article 6 c of Schedule 2 of the Defamation Act 2009.

“the Directors” means the Board of Directors for the time being of the Company as constituted pursuant to Article 8.

“the Chairperson” means the Chairperson for the time being of the Press Council.

“the Code Committee” means the body of persons constituted pursuant to Article 9.

“the Code of Practice” means the set of journalistic principles promulgated by the Code Committee and adopted by the Press Council.

the “Complaints Procedure” means the procedure promulgated by the Press Industry Steering Committee and provided for in Article 24.

“the office” means the registered office for the time being of the Press Council.

“the Press Council” means the Press Council of Ireland established pursuant to Article 6 and recognised for these purposes by the Defamation Act 2009 (SI 31 of 2009).

“the Publication Guidelines” means the set of guidelines for publication of decisions promulgated by the Press Council.

“the Press Industry Steering Committee” means the committee previously established for the purpose of incorporating the Press Council of Ireland.

“Secretary” means any person appointed to perform the duties of the Secretary of the Company.

“the Seal” means the Common Seal of the Company.

“Body Corporate” means a Company which owns/publishes a number of member publications of the Press Council of Ireland.

- (a) Words denoting persons shall include persons, corporations, clubs, associations and co-partnership firms.
- (b) Words importing only the singular number shall include the plural number and vice versa.
- (c) Words importing the masculine gender shall include the feminine gender.

- (d) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.
- (e) Unless the contrary intention appears words or expressions contained in these Articles of Association shall bear the same meaning as in the Act in force at the date at which these Articles of Association become binding on the Company.

## **MEMBERS**

- 2 The subscribers being the members of the Press Industry Steering Committee shall be acknowledged as the first members of the Press Council.
- 3 The number of members with which the Press Council proposes to be registered is 100 but the Directors may from time to time register an increase of members.
- 4 The owner of any periodical in circulation in the State or any part of the State shall be entitled to be a member of the Company.
- 5 The rights and liabilities attaching to any members of the Company may be varied from time to time by a Special Resolution of the Company.

## **THE PRESS COUNCIL OF IRELAND**

- 6.1 A total of thirteen people shall be appointed to the Press Council. These thirteen members shall constitute the Board of Directors of the Company.
- 6.2 (i) The first Chairperson shall be appointed by the Press Industry Steering Committee and all subsequent Chairpersons shall be appointed by the Directors of the Company, and shall be an independent public interest director of the Council.

- (ii) The Press Council may elect from its members a Deputy Chairperson who shall hold office for the same period as the Chairperson.
- 6.3 The Chairperson shall hold office for a term of three years.
- 6.4 The Chairperson shall chair the Appointments Committee consisting of the Chairperson, and three other independent members, initially nominated by the Press Industry Steering Committee and subsequently by the Press Council having regard to the requirements of the Defamation Act 2009.
- 6.5 Seven Directors of the Press Council (to include the Chairperson) will be drawn from suitably qualified persons who are of good standing in the community and independent of the interests of media owners and publishers and of journalists (the “independent public interest directors”).
- 6.6 The remaining six members of the Press Council will be drawn from the Press industry and will provide senior editorial and journalistic expertise and perspectives reflective of the industry. Two of these members shall be reflective of national newspapers, one of Irish editions of UK newspapers, one of the National Union of Journalists, one of the regional press and one of the periodical press.
- 6.7 Directorship of the Press Council will be for a period of three years. No Director shall serve more than two terms on the Board.
- 6.8 The Press Council of Ireland shall have the authority to receive, hear and determine complaints concerning the conduct of its members and receive and adjudicate on appeals to decisions of the Press Ombudsman, in exercising this authority, The Press Council shall appoint the Press Ombudsman to investigate, hear and determine complaints made to the Press Council concerning the conduct of its members.

## **OFFICE OF THE PRESS OMBUDSMAN OF IRELAND**

- 7.1 The Press Council shall appoint the Press Ombudsman who shall be independent in his/her function as Press Ombudsman and who shall receive and determine complaints in accordance with the complaints procedure. The Press Ombudsman shall also raise awareness of the Office of the Press Ombudsman and the Press Council among the public, encourage and promote the highest ethical standards of journalism and prepare and publish an annual report under the auspices of the Press Council.
- 7.2 The Press Ombudsman shall provide informal and expeditious mediation and conciliation procedures, to facilitate the resolution of complaints, before adjudication, by agreement between the parties whenever possible.
- 7.3 The Press Ombudsman shall have the option of referring a complaint to the Press Council.
- 7.4 The appointment of a Press Ombudsman shall be for a period of three years which term may be renewed on no more than two occasions.
- 7.5 The holder of the office of Press Ombudsman shall be responsible for the day to day administration, operation and staffing of the offices of the Press Ombudsman and the Press Council.

## **BOARD OF DIRECTORS**

- 8.1 The thirteen directors of the Press Council shall constitute the Board of Directors of the Company which shall be chaired by the Chairperson.

- 8.2 The seven independent public interest directors appointed pursuant to Article 6 shall be entitled to be paid reasonable and proper remuneration for service actually rendered to the Council and all reasonable expenses properly incurred by them in attending Board meetings of the Company or in connection with the business of the Press Council.
- 8.3 No remuneration or expenses shall be paid to the Directors appointed pursuant to Article 6.6.

## **COMMITTEES**

9. The Press Council may appoint committees as it considers appropriate, These may include the following:

i. **Appointments Committee**

The Appointments Committee will be responsible for appointing the independent public interest directors of the Press Council. It will publicly seek expressions of interest for the independent public interest directors of the Council. A short list of candidates will be drawn up for consideration and interview by the Appointments Committee. This short list will be reflective of the various strands of Irish society and will be drawn from suitably qualified persons representative of a broad spectrum of civic society. The criteria for selecting persons for appointment as independent public interest directors shall be published in such a manner as will enable them to be inspected by members of the public.

The Appointments Committee will also receive nominations from the industry for the six industry seats on the Press Council as set out in article 6.6.

The Chairperson of the Press Council will serve as independent Chairperson of the Appointments Committee. The Appointments Committee will have three other independent members. The appointment of replacements will be decided by the Press Council.

Save where otherwise provided the first members of the Appointments Committee shall be nominated by the Press Industry Steering Committee and thereafter by the Press Council.

The term of office for members of the Appointments Committee shall be three years and may be renewed not more than twice.

ii. **Administrative Committee**

The Administrative Committee will be responsible for making full and adequate provision for the administrative needs of the Press Council and Press Ombudsman including premises, funding and staffing. It shall include representatives of Newsbrands Ireland, Irish editions of UK titles, Local Ireland, Magazines Ireland, on-line publications and the National Union of Journalists. Its first Chairperson will be a member of the Press Industry Steering Committee and thereafter it will be one of the independent public interest directors of the Press Council.

Save where otherwise provided the first members of the Administrative Committee shall be appointed by the Press Industry Steering Committee and thereafter the Committee shall appoint its own members from time to time.

The terms of office of the members of the Administrative Committee shall be three years, renewable.

iii. **Code Committee**

The Code Committee will be responsible for keeping the Code of Practice under review and updating it where necessary, in consultation with the Press Council, to reflect changing media trends, societal values and public needs and to accommodate where appropriate Statutes of the Oireachtas, EU Directives and international conventions. It will also consider any recommendations for changes to the Code made by the Press Council. The members shall comprise six editors, a representative of the National Union of Journalists (NUJ), the Press Ombudsman and a Chairperson who shall be nominated by the Press Council.

The first members of the Code Committee shall be appointed by the Press Industry Steering Committee and thereafter shall appoint its own members.

The term of office of each member of the Code Committee shall be three years, renewable.

The Press Council may adopt the Code of Practice promulgated by the Code committee to be the Code of Standards of the Company.

## **FUNDING**

10.1 The Press Council shall be funded from subscriptions paid by members of the Press Council. The Administrative Committee shall be responsible for making full and adequate provision for the administrative needs of the Press Council and Press Ombudsman including premises, funding and staffing.

10.2 Any member of the Company shall be entitled to a vote at all general and all special general meetings of the Company in accordance with the provisions of the Act.

## **GENERAL MEETINGS**

11.1 A General Meeting shall be held once in every calendar year at such place and time as the Directors shall decide. In default of a General Meeting being so held a General Meeting shall be held in the three months next following and shall be convened by the Directors.

11.2 The above mentioned General Meetings shall be called Annual General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

11.3 The Directors may, whenever they think fit, convene an extraordinary General Meeting, and shall convene an Extraordinary General Meeting on receipt of a requisition signed by 5 members of the Company and stating the objects for which the meeting is required. If the Directors shall fail to convene such

meeting for a date not later than six weeks after the requisition has been deposited at the registered office of the Company, the requisitionists may themselves convene the meeting, but any meeting so convened shall not be held more than three months after the date of the deposit of the requisition.

- 11.4 All General Meetings of the Company shall be held in the State.
- 11.5 Subject to Article 11.1, the Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
- 11.6 So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject to Article 5, the Annual General Meeting shall be held at such time and place in the State as the Directors shall appoint.
- 11.7 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

## **NOTICE OF GENERAL MEETING**

- 12.1 Subject to Sections 181 and 191 of the Act an Annual General Meeting or an Extraordinary General Meeting shall be called with 21 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall be given in the manner specified in these articles to such persons as are under these articles entitled to receive notices from the Company. The notice of a general meeting shall specify:
- (a) the place, the date and the time of the meeting.
  - (b) the general nature of the business to be transacted at the meeting.
  - (c) in the case of a proposed special resolution, the text or substance of the resolution.
  - (d) with reasonable prominence a statement that-

- (i) A member entitled to attend and vote is entitled to appoint a proxy using the form prescribed to attend speak and vote instead of him or her;
- (ii) a proxy need not be a member; and
- (iii) the time by which the proxy must be received at the company's registered office or some other place within the State as is specified in the statement for that purpose.

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

## **PROCEEDINGS AT GENERAL MEETING**

13.1 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of accounts, balance sheets and the reports of the Directors and Auditors, the appointment or re-appointment of Auditors, and the fixing of the remuneration of the Auditors.

13.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five members in person shall be a quorum.

13.3 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

13.4 The Chairperson of the Board of Directors shall preside as Chairperson at every general meeting of the Company, or if s/he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling

to act, the Directors present shall elect one of their members to be Chairperson of the meeting.

- 13.5 If at any meeting no Director is present and willing to act as Chairperson within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.
- 13.6 The Chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
- 13.7 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before the declaration of the result) demanded;
- (a) by the Chairperson, or
  - (b) by at least five members present in person or by proxy,

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 with entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

- 13.8 Except as provided in Article 13.7 if a poll is demanded it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 13.10 A poll demanded on the election of a Chairperson, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question

shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceed with pending the taking of the poll.

13.11 Subject to Section 193 of the Act,(as modified by section 1208 of the Act), a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

## **VOTES OF MEMBERS**

14.1 The right to vote at any General Meeting or Extraordinary Meeting shall be limited to those members who have contributed to the funding of the Company pursuant to Article 10.

14.2 Individual members shall have a weighted vote at any meeting which shall reflect proportionately the amount it has subscribed to the Company pursuant to Article 10 as reflected in the previous year's audited accounts.

14.3 No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him/her to the Company have been paid.

14.4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

14.5 Votes may be given either personally or by proxy.

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

14.7 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

14.8 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

[Name of Company] (“the Company”)

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

The proxy is to vote as follows:

Voting instructions to Proxy (choice to be marked with an “X”)			
Number or description of resolution	In favour	Abstain	Against
1.			
2.			
3.			
Unless otherwise instructed the proxy will vote as he or she thinks fit.			

Signature of Member:

Date:

14.9 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

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

#### **BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETING**

15.1 Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which s/he represents at that body could exercise if it were an individual member of the Company.

#### **RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP**

16.1 A member may by notice in writing to the Secretary of the Company resign his/her membership of the Company.

16.2 If any member shall refuse or willfully neglect to comply with any of these Articles of Association or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him/her unfit to remain a member of the Company or shall be injurious to the Company or if the

Directors shall for any other good reason require that a member shall be expelled, such member may by a Resolution of the Directors be expelled from membership provided that s/he shall be given notice of the intended resolution for his/her expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as s/he may think fit.

Notice under this Article shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Article 29.1 of these Articles whether or not it is actually received by the member intended to be served with such notice.

## **BORROWING POWERS**

- 17.1 The Directors (or such persons as may be designated by the Directors) may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company.

## **POWERS AND DUTIES OF THE BOARD**

- 18.1 The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Council in a general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Council in general meeting, but no direction given by the Council in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
- 18.2 The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not

excluding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.

- 18.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
- 18.4 The Directors shall cause minutes to be made in books provided for the purpose:
- (a) Of all appointments of officers made by the Directors;
  - (b) Of the names of the Directors present at each meeting of the Board and of any committees of the Board;
  - (c) Of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.

## **DISQUALIFICATION OF DIRECTORS**

- 19.1 The office of Director shall be vacated if the Director:
- (a) holds any office or place of profit under the Company; or
  - (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his/her creditors generally; or
  - (c) the director becomes or is deemed to be subject to a disqualification order within the meaning of the Act; or
  - (d) becomes of unsound mind; or
  - (e) resigns his/her office by notice in writing to the Company; or

- (f) is convicted of an indictable offence unless the Directors otherwise determine; or
- (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest in manner required by Section 231 of the Act.

## **ETHICS**

- 20.1 The Directors may draw up a Code of Practice/Code of Conduct/Declaration of Adherence to undertake compliance with the objects of the Press Council for members and/or affiliated members of the press. Any persons or bodies that are signatories to the Code or Declaration will be regulated in the light of the Principles of the Code of Practice for Newspapers and Magazines and in accordance with Article 24.

## **VOTING ON CONTRACTS**

- 21.1 A Director may not vote in respect of any contract in which s/he is interested or any matter arising thereof provided that prior to such vote the Director shall have disclosed his/her interest and the nature thereof.

## **PROCEEDINGS OF THE BOARD OF DIRECTORS**

- 22.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Chairperson shall have a second or casting vote. Five Directors may, and the Secretary on the requisition of such Directors shall, at any time summon a meeting of the Directors. If the Directors so resolve, it shall not be

necessary to give notice of a meeting of the Directors to any Directors who being resident in the State is for the time being, absent from the State.

- 22.2 The Quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be seven.
- 22.3 The Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

## **PROCEEDINGS OF COMMITTEES**

- 23.1 The Directors may delegate any of their powers to committees consisting of such member or members of the Company as they think fit, any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
- 23.2 A committee may elect a Chairperson of its meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
- 23.3 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairperson shall have a second or casting vote.
- 23.4 All acts done by any meeting of the Directors or of a committee appointed by the Directors shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director, or person or body acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person or body had been duly appointed.

- 23.5 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.
- 23.6 A resolution in writing, signed by all the Directors, or by all members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the Directors, or as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the Directors or such committee duly convened and held. Any such resolution in writing may consist of several documents in the like form each signed by one or more of the Directors
- 23.7 (a) for the purpose of these Articles, the contemporaneous linking together on-line or by telephone or other means of electronic or audio communication of a number of Directors not less than the quorum shall be deemed to constitute a meeting of the Board, and all the provisions in these Articles as to meetings of the Board shall apply to such meetings.
- (b) Each of the Directors taking part in the meeting must be able to hear each of the other Directors taking part.
- (c) At the commencement of the meeting each Director must acknowledge his/her presence and that s/he accepts that the conversation shall be deemed to be a meeting of the Board.
- (d) A Director may not cease to take part in the meeting by disconnecting his/her telephone or other means of communication unless s/he has previously obtained the express consent of the Chairperson of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless s/he has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid.
- (e) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

## COMPLAINTS PROCEDURE

24.1 The procedure for processing complaints to the Press Ombudsman and to the Press Council in accordance with the Memorandum and Articles of Association of the Company and the Code of Practice thereof shall be:

- (a) The complainant shall firstly make a complaint in writing to the Editor of the publication concerned.
- (b) In the event of an unsatisfactory outcome of the complaint to the Editor the complainant may then send a complaint in writing to the Press Ombudsman, provided that:
  - (1) It concerns a matter that has been published within the previous three months. In the case of an article published on the internet the date of publication shall be the date upon which the article was first uploaded to the web.
  - (2) The complaint is, in the opinion of the Press Ombudsman, supported by sufficient evidence of a possible breach of the Code of Practice and is neither vexatious nor insignificant.
  - (3) The complainant can in the opinion of the Press Ombudsman, show that s/he is personally affected by the publication.
  - (4) The subject-matter of the complaint is not the subject-matter of court proceedings in Ireland.
  - (5) The complaint relates to a member publication of the Company.

24.2 Any complaint to the Press Ombudsman must be in writing.

24.3 Subject to Article 24.1 above, any person may lodge a complaint with the Press Ombudsman against an article s/he regards as a violation of good journalistic practice. Where in such article reference is made to a particular person or persons who, in the opinion of the Press Ombudsman, is/are personally affected by that article, such named person or persons must provide their written consent before the complaint can be investigated by the Press Ombudsman.

- 24.4 All decisions made by the Press Ombudsman under Articles 24.1(b) (2) and (3) and 24.3 hereof are administrative decisions, and are not subject to appeal.
- 24.5 If the Press Ombudsman decides that a complaint is one that is appropriate for him/her to deal with, s/he will in the first instance seek to have the complaint resolved through conciliation or mediation as s/he deems appropriate. Any such conciliation or mediation shall be confidential to the parties. The Office of the Press Ombudsman will, as part of such conciliation or mediation, communicate with both the complainant and the publication to obtain such additional information as may be deemed necessary.
- 24.6 In the event that a complaint is not resolved through conciliation or mediation, the Press Ombudsman, after making such further enquiries as s/he deems relevant, shall make a substantive decision on the matter. This decision of the Press Ombudsman shall be communicated to the complainant and to the publication concerned.
- 24.7.1 Any party to a complaint may appeal any substantive decision of the Press Ombudsman made under Article 24.6 to the Press Council.
- 24.7.2 The Press Ombudsman may decide to refer any complaint to the Press Council for a substantive decision. The Chairperson of the Press Council may activate a sub-committee to consider the complaint. A sub-committee shall be made up of the Vice-Chairperson, one industry member and one independent member. The choice of industry and independent member will be made by the Chairperson on a case-by-case basis. The function of the sub-committee is solely to consider and make a decision on the specific complaint referred to it. The sub-committee will disband as soon as it reaches its decision. Any decision of this sub-committee may be appealed to the full Press Council. The Vice-Chairperson and the two Council members who comprised the sub-committee will recuse themselves from the appeal.
- If a decision is not appealed, the decision of the sub-committee will be recorded as a decision of the Press Council.
- 24.7.3 There is no appeal against a decision of the Press Council.

24.8 All substantive decisions of the Press Ombudsman and Press Council of Ireland shall be published in accordance with the Code of Practice for Newspapers and Magazines and the Publication Guidelines of the Press Council of Ireland.

## **SECRETARY**

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

25.2 A provision of the Act an instrument under it or of this Constitution requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

## **THE SEAL**

26.1 The Seal shall be used only by the authority of the Directors or of a committee appointed by the Directors to act on its behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

## **ACCOUNTS**

27.1 The Directors shall cause proper books of account to be kept relating to: -

- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

- (b) All sales and purchase of goods by the Company; and
- (c) The assets and liabilities of the Company.

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

- 27.2 The books of account shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and of other persons entitled pursuant to the Act.
- 27.3 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and accounting records of the Company shall be open to the inspection of members of the Company., and no member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company ,except as conferred by statute, this Constitution or authorised by the Directors or by the Company in a general meeting.
- 27.4 The Directors shall, in respect of each financial year, in accordance with the Act cause to be prepared and to be laid before the AGM of the Company the statutory financial statements of the Company, the Directors' Report in relation to it and the statutory auditors' report on those financial statements (if required) and the Directors' Report as are required by the Act to be prepared and laid before the AGM of the Company.
- 27.5 A copy of the statutory financial statements of the Company, the Directors' report in relation to it and that statutory auditor's report on those financial statements and Directors' report shall, not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under Section 338(1) of the Act to receive them.

## AUDIT

28.1 Auditors shall be appointed and their duties regulated in accordance with the Act.

## NOTICES

29.1 (a) In any case in which a provision of the Act, or of this constitution requires or authorises a notice or document to be served on or given to a member by the Company, or an officer of it, the notice shall, save where the means of serving or giving it specified in paragraph (iv) is used, be in writing and may be served on or given to the member in one of the following ways;

(i) by delivering it to the member;

(ii) by leaving it at the registered address of the member;

(iii) by sending it by post in a prepaid letter to the registered address of the member; or

(iv) by electronic means if the following conditions are satisfied:

(1) the member has consented in writing to the Company, or the officer of it, using electronic means to serve or give notices in relation to him or her by the provision of an email address to the Company;

(2) at the time the electronic means are used to serve or give the notice in relation to the member, no notice in writing has been received by the company or the officer concerned from the member stating he or she has withdrawn the consent referred to in paragraph (i); and

(3) the particular means used to serve or give the notice electronically are those that the member has consented to.

(b) Without prejudice to *section 181(3)* of the Act, any notice served or given in accordance with paragraph (a) of this Article shall be deemed, in the

absence of any agreement to the contrary between the company (or, as the case may be, the officer of it) and the member, to have been served or given:

- (i) in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
  - (ii) in the case of its being left, at the time that it is left;
  - (iii) in the case of its being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted (to such an address):
    - (1) on a Friday – 72 hours after despatch; or
    - (2) on a Saturday or Sunday – 48 hours after despatch;
    - (3) in the case of electronic means being used in relation to it, 12 hours after despatch.
- (c) In this Article, 'registered address', in relation to a Member, means the address of the Member as entered in the register of Members.

29.2 Notice of every general meeting shall be given in the manner herein before authorised to: -

- (a) every member of the Company,
- (b) every person being a personal representative, the Official Assignee in bankruptcy, the attorney under an enduring power of attorney which has been registered pursuant to *section 10* of the Powers of Attorney Act 1996, or a liquidator of a member where the member but for his death, bankruptcy, the registration of an enduring power of attorney, or insolvency would be entitled to receive notice of the meeting
- (c) The Directors and Secretary of the Company and
- (d) the Auditor for the time being of the Company.

No other person shall be entitled to notice of General Meetings.

