

COMPANIES ACT 1963 TO 1990

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE IRISH LANDSCAPE INSTITUTE LIMITED

AN FORAS TIRDHREACHA NA hEIREANN TEORANTA

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1. The name of the Company (hereinafter called “the Institute”) is the “The Irish Landscape Institute Limited”.
2. The objects for which the Institute is established are:
 - (a) To develop and promote the landscape profession in Ireland.
 - (b) To foster and promote Landscape practice to high standards with particular reference to Landscape Design, Management and Planning Education and Research.
 - (c) To establish the Institute as the authoritative body on matters relating to the landscape and to make public statements and representations on such matters.
 - (d) To represent matters at International, European and National level and to communicate with bodies and Institutes of similar interest throughout the world.
 - (e) To encourage and foster high standards of education and professional practice.
3. Provided that the Institute shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Institute would make it a Trade Union.

4. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association, and no portion there 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 Institute.

Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the Institute or to any member of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding five percent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Institute; but so that no member of the Council of Management or Board of Directors of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Council or Board of Directors except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council of Management or Board of Directors may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration or amendments shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Minister of Industry and Commerce; provided that, in respect of Clauses 4 and 9 of the Memorandum of Association, such approval shall be given only after consultation with the Minister for Finance.

6. The fourth and fifty paragraphs of this Memorandum contain conditions to which a licence granted by the Minister for Industry and Commerce to the company in pursuance of Section 24 of the Companies Act, 1953 is subject.
7. The liability of the members is limited.
8. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up while he is a member or within one year after he ceases being a member, for payment of the debts and liabilities of the Institute contracted before 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 one pound.
9. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute and which shall prohibit the distribution of its or their income and property among its or their members, to an extent at least as great as imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institute 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.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.

Name, Address and Description of Subscribers

1. Mr Terence G Murray, 374 Clontarf Road, Clontarf, Dublin 3. Landscape Horticulturist.
2. Mr Philip Shipman, 4 Claremont Road, Killiney, Co Dublin. Landscape Architect.
3. Mr Gerard C Barry, 20 Saint Margaret's Avenue, Dublin 5, Parks Superintendent.
4. Mr Anthony O'Neill, 8 Seafield Avenue, Monkstown, Co Dublin. Landscape Architect.
5. Mr William J Kearney, 3 Castlewood Terrace, Rathmines, Dublin 6. Assistant Parks Superintendent.
6. Mr D Conor Skehan, 85 Haddington Road, Dublin 4. Architect.
7. Mr John McCullen, Whitefields, Phoenix Park, Dublin 7. Chief Parks Superintendent.

Dated this day of 1992

Witness to the above Signatures:

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INTERPRETATION

1. In these Articles:-

“The Act” means the Companies Act, 19663 (No 33 of 1963) as amended by the Companies (Amendment) Act, 1977, the Companies (Amendments) Act, 1982, the Companies (Amendment) Act, 1986, the Companies (Amendments) Act, 1990 and the Companies Act, 1990 and as same may be amended from time to time;

“The Directors” means the members of the council for the time being of the Institute or the members present at a meeting of the council an includes any person occupying the position of director by whatever name called;

“The Institute” means the Irish Landscape Institute Limited;

“Secretary” means any person appointed to perform the duties of the secretary of the Institute;

“The seal” means the common seal of the Institute;

“The register” means the register of members of the Institute;

“The Office” means the registered office for the time being of the Institute.

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.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Institute.

2. COMPANIES ACT

In accordance with the provisions of Section 14 of the Companies (Amendment) Act, 1982 (No 10 of 1982) the regulations numbered 2 to 69 of Table C of the Companies Act, 1963 (No 33 of 1963) are hereby adopted as Articles numbered 2 to 69 of the Institute, insofar as same are not inconsistent with these presents.

3. COUNCIL

The affairs of the Institute shall be managed by a council (hereinafter referred to as "the Council") which shall meet at least four times a year and shall consist of:-

- (a) The members of the executive as defined in Article 4 (hereinafter referred to as "the Executive");
- (b) The immediate Past-President of the Institute; and
- (c) Four members elected in the like manner as the members of the Executive.

4. EXECUTIVE

The Executive shall consist of a President, Vice-President, Secretary and Treasurer. These honorary office bearers shall be elected by the members at each Annual General Meeting of the Institute and shall be eligible for re-election to any post.

5. DUTIES AND PRIVILEGES OF THE PRESIDENT

The President shall chair meetings of the Institute and of the Council, and shall regulate the conduct of the business and announce the findings of the meeting on every matter submitted to it, and shall perform any other duties and enjoy all the privileges prescribed in the Memorandum and Articles of Association of the Institute and such others as are usually appropriate to the office of President of an Institute.

6. DUTIES AND PRIVILEGES OF THE VICE-PRESIDENT

The Vice-President shall, in the absence of the President, perform the duties and enjoy the privileges of President, but shall be entitled, if otherwise eligible, to be the convenor of meetings of the committees of the Council (hereinafter referred to as "the Convenor").

7. DUTIES OF THE HONORARY SECRETARY

The Secretary shall conduct all the correspondence and routine work of the Institute, except such as is specially appropriated to any other officer of the Institute and shall call all meetings of the Institute and Council as hereinafter provided, and shall be present at and keep a correct record of the proceedings at all such meetings. The Secretary shall, if required by the Convenor, call and attend the meetings of the committees of the Council. The Secretary shall keep a register of membership and such other records and registers as the Council may from time to time direct, and shall be responsible for supplying to Council a correct copy of the list of members and others entitled to receive any of the Institute's publications.

8. DUTIES OF THE TREASURER

The Treasurer shall attend all meetings of the Institute and of the Council and of any committee at which he/she shall be requested by the Convenor to attend. He shall receive all monies due to the Institute and shall grant an official receipt therefore, and shall pay all debts due by it out of its proper funds; he shall be responsible for the safe custody of any stock certificates or other documents and property belonging to the Institute entrusted to his care, and for any cash balance retained in his hands; he shall keep correct account of his intromissions with the

Institute funds, and shall lodge in bank all sum received on behalf of the Institute, either on deposit, receipt or on current account in the name of the Institute to be uplifted on the signature of the President or Vice-president and of the Treasurer for the time being. He shall bring his account books to a balance at the close of business on the last lawful day of each year, and shall thereupon prepare a Statement of the Institute funds, and an Abstract of its Accounts for the year, which after being audited as hereinafter provided, shall be placed before the members and shall be published annually.

9. CATEGORIES OF MEMBERSHIP

The Institute shall consist of two main categories of membership – Corporate and Non-Corporate.

Non-Corporate Membership shall itself consist of three sub-categories of membership, namely, Student, Graduate and Honorary Membership.

Student Membership shall be available to persons undertaking courses of studies leading directly to qualifications which will render them eligible for Graduate Membership of the Institute.

Graduate Membership shall be available to persons who have successfully completed a course of studies recognised by the Institute.

Honorary Membership shall be conferred on persons whose special interests have been deemed by the Institute to have made an outstanding contribution to the Landscape Profession.

Applicants for Corporate Membership of the Institute shall be required to have successfully completed a course of studies recognised by the Institute. In addition, such candidates shall have at least 2 years satisfactory professional experience, as defined by the Council from time to time. The Council shall conduct such examinations as it sees fit to ascertain the suitability of applicants for corporate membership.

A Fellow shall be a Corporate Member whom the Council has determined has made a distinguished contribution to the landscape profession.

Any Corporate Member or Fellow who has retired from practice may, subject to the approval of the Council, be transferred to the category of Retired Member.

10. PRIVILEGES OF MEMBERS

The privileges of each category of membership are set out as follows:-

(i) Corporate

In addition to voting in accordance with Articles numbered 21 to 30 of Table C, all Corporate Members shall be entitled to receive gratis all Institute newsletters, journals, publications or other special reports which may be published from time to time.

Members and Fellow categories are entitled to use letters designate as follows:

Members: M.I.L.I

Fellows: F.I.L.I

(ii) Non-Corporate

Non-Corporate Members shall be entitled to the same privileges as Corporate Members, excluding voting rights and use of letters designate.

11. ANNUAL SUBSCRIPTION

The Annual Subscription of Members shall be payable annually following and shall be remitted direct to the Treasurer. The annual subscription for members who submit bank banker's orders shall be deducted annually. The annual subscription of new members shall be payable on the day of his election and a member shall not be enrolled as such until payment has been made.

12. ADMISSION TO THE INSTITUTE

The Institute may from time to time make Bye-Laws regulating the mode of admission of corporate and non-corporate members. In the case of Fellow and

Honorary Member categories, the Council shall nominate persons for the approval of members at the Annual General Meeting.

13. REGULATORY CONTROL

Every member, before admission to the Institute, shall agree in writing to be bound by the provisions of these Articles and of the Memorandum of Association and all Bye-Laws or Codes of Professional Conduct of the Institute for the time being in force. In this regard all members will be bound to uphold the Conditions of Engagement as defined by the Council from time to time.

14. TERMINATION OF MEMBERSHIP

Membership shall be terminated only in one of the following ways:

(i) Resignation:

In this case the member shall send written intimation of intended resignation to the Secretary along with any subscription, or other contribution that may be due at the date of intimation, and any of the Institute's property he may be in possession of, and such resignation shall not become effective until the member has fulfilled these obligations.

(ii) Expulsion:

The Council, by a simple majority, shall have the power to expel any member for an action which is deemed to bring the landscape profession into disrepute or which contravenes the regulatory controls set out in Article 13.

(iii) Lapsing:

When a member's annual subscription has been unpaid for one full year, that name shall be struck off the Register of Members, and that member shall thereupon cease to have any of the privileges of membership, but shall remain liable for the amount due, and any of the Institute's property

he may have in his possession, and shall not be eligible for reinstatement until the same shall have been paid or restored.

On cause shown, the Council may suspend the operation of the immediate foregoing provision, with the effect of continuing such person's membership and granting time for payment or cancelling the arrears.

15. ALTERATION OF ARTICLES

No addition, alteration or amendment shall be made to or in the Articles of Association of the Institute for the time being in force unless the same shall previously have been submitted to and approved by the Minister for Industry and Commerce.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

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7. Mr John McCullen, Whitefields, Phoenix Park, Dublin 7. Chief Parks Superintendent.

Dated this day of 199

Witness to the above signatures:

Name:

Address:

IRISH LANDSCAPE INSTITUTE

CODE OF PROFESSIONAL CONDUCT

Members shall have the following obligations towards clients, colleagues, employers and to the Landscape profession as a whole:

1. Standards

To promote the highest standards of professional service in the application of the arts and sciences of Landscape Architecture and Landscape Management.

2. Impartiality

2.1 To act impartially in all cases in which they act between client/employers and contractors.

2.2 To respect the separation of consultancy from trade or business interests.

3. Fees

To receive payment of professional services based upon client fee arrangements, agreed in writing prior to the onset of a commission and no other gifts, donations or inducements shall be accepted, which could be construed to prejudice professional judgment and integrity.

4. Advertising

To promote their work providing always that the information supplied is factual, relevant and neither misleading nor discreditable to the Landscape profession.

5. To maintain professional competence throughout the member's working career.

6. Supplanting

To avoid undermining or supplanting other professional colleagues and, if asked, to undertake professional work on which another Institute member is known to be engaged, shall inform that member.

7. To observe all always and regulations related to landscape professional activities.

8. Competitions

To support the Institute in promotion of non-exploitative competitions.

9. Disclosure

To inform clients, employers and contractors of these codes and to honourable discharge responsibilities to clients and employers.