

**COMPANIES ACT2014
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL**

CONSTITUTION

OF

IRISH SOCIETY FOR CLINICAL NUTRITION AND METABOLISM

MEMORANDUM OF ASSOCIATION

1. The name of company is **IRISH SOCIETY FOR CLINICAL NUTRITION AND METABOLISM** (hereinafter in this Constitution called "IrSPEN")
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
3. The main objects for which IrSPEN is established are to ensure that, all patients with / at risk of clinical malnutrition* will have equal and timely access to high quality, evidence-based, effective care.

This will be achieved through:

- Advancement of policies and programmes to ensure early identification and optimal treatment of patients across all healthcare settings
- Education of doctors, nurses and other health professionals;
- Promotion or undertaking of research to advance knowledge or practice in the field of clinical nutrition and metabolism;
- Initiatives and campaigns aimed at promoting awareness of malnutrition and / or advocating for improved services for patients.

*malnutrition encompasses undernutrition and obesity

And the doing of all such other things as are incidental or conducive to the attainment of the above object.

4. The liability of the members is limited.
5. Every member of IrSPEN undertakes to contribute to the assets of IrSPEN in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of IrSPEN contracted before he ceases to be a member and 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 Euro.

ARTICLES OF ASSOCIATION

PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent herewith:

The "**Act**" means the Companies Act, 2014;

The "**Company**" means the above named Company or IRSPEN;

The "**Directors**" means the members for the time being of the board of directors of the Company and "Director" shall be construed accordingly;

The "**Management Committee**" means the committee established in accordance with Regulation 31;

"**Member**" means any person admitted by the Directors to membership of IRSPEN;

The "**Office**" means the registered office for the time being of IRSPEN;

The "**Secretary**" means any person appointed to perform the duties of the Secretary of IRSPEN;

The "**Seal**" means the Common Seal of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in visible form.

MEMBERS

2.
 - i) The number of members with which IRSPEN proposes to be registered is 5,000 but the Directors may from time to time register an increase of members;
 - ii) The members of the Company shall be (i) the subscribers to the Memorandum of Association and (ii) such other persons as the Directors shall from time to time admit to membership and as shall sign a written consent to become a member.
3.
 - i) The rights and liabilities attaching to any Members of IRSPEN may be varied from time to time by a Special Resolution of IRSPEN.
 - ii) If a person becomes a Member as a representative of an association which is an unincorporated association or body, the name of the Member, together with a record of the name of the unincorporated association or body and the fact that the Member is its representative shall be entered in the Register of Members of IRSPEN. The unincorporated association or body shall be entitled to replace the Member who is its representative with another person by giving notice in writing to IRSPEN.
 - iii) Every corporate Member shall appoint an individual to represent it at meetings of IRSPEN and the name of such representative and the fact that he or she is the representative of such Member shall be noted in the register of Members. A corporate Member shall be entitled to replace its representative with another individual by giving notice in writing to IRSPEN.

RESIGNATION, CESSATION AND EXPULSION OF MEMBERS

4.
 - i) Save as set out in Paragraph 2) hereof a Member may by notice in writing to IRSPEN, resign his membership of IRSPEN.
 - ii) A Member who is the nominee of an unincorporated association or body may only resign having first notified such intention to that unincorporated association or body.
 - iii) Membership of IRSPEN shall automatically cease on any Member's death or bankruptcy.
 - iv) If any Member shall refuse or willfully neglect to comply with the Regulations of this Constitution or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him unfit to remain a member of IRSPEN or shall be injurious to IRSPEN 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 he (and where such Member is the representative of an unincorporated association or body, that association or body) shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he (or as the case may be such unincorporated association or body) may think fit.

Notice under this Regulation shall be deemed to have been served if it is sent by post in accordance with the provisions set out in Regulation 68 of these Articles whether or not it is actually received by the member intended to be served with such notice.

GENERAL MEETINGS

5. All general meetings of IRSPEN shall be held in the State.
6.
 - i) Subject to paragraph 2) below, IRSPEN shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of IRSPEN and that of the next.
 - ii) So long as IRSPEN 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 Regulation 5, the Annual General Meeting shall be held at such time and at such place in the State as the Directors shall appoint.
7. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisition as is provided by Section 178 (as modified by Section 1203) of the Act. If at any time, there are not within the State sufficient Directors capable of acting to form a quorum any Director or any two members of Society may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

9. Subject to Section 181 of the Act an Annual General Meeting and a meeting called for by passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of IRSPEN (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by 7 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour if meeting and in the case of special business and general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under the Constitution of IRSPEN entitled to receive notices from IRSPEN.
10. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11.
 - i) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the statutory financial statements and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re- appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.
 - ii) The business of the annual general meeting shall comprise:
 - (a) noting the statutory financial statements for IRSPEN for the previous financial year and Directors' Report
 - (b) the review by the Members of the Company's affairs;
 - (c) appointing the auditors
 - (d) approving the auditor's remuneration
 - (e) electing Directors in accordance with the retirement by rotation provisions set out in Regulations 44 to 52.
12. 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 present in person shall be a quorum.
13. 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, then the Members present shall be a quorum.
14. The Chairman of the Management Committee, shall preside as chairman at every general meeting of IRSPEN, or if there is no such chairman, or if 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 number to be Chairman of the meeting.
15. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
16. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at 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 the 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.
17. 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 or on the declaration of the result of the show of hands) demanded:
 - i) by the Chairman, or
 - ii) by at least three members present in person or by proxy, or
 - iii) by any member or members present in person and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairman 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 of proceedings of IRSPEN shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

18. Except as provided in Regulation 19 if a poll is duly demanded it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has demanded may be proceeded with pending the taking of the poll.
21. Subject to Section 193 of the Act, a resolution in writing signed by all 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 IRSPEN 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.
21. Every Member shall have one vote.
23. A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or in a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
24. No Member shall be entitled to vote at any general meeting unless all monies immediately payable by him to IRSPEN have been paid.
25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered, any 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 Chairman of the meeting whose decision shall be final and conclusive.
26. Votes may be given either personally or by proxy.
27. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his 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 IRSPEN.
28. 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 office or at such other place within the State as is specified for that purpose in the notice convening the meeting 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.
29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

IRISH SOCIETY FOR CLINICAL NUTRITION AND METABOLISM	
I/We,	of
in the County of	, being a member/members of the above named Society,
hereby appoint	of or failing him
or	as my/our proxy to vote for me/us on my/our behalf at the (annual or
extraordinary, as the case may be) general meeting of IRSPEN to be held on the	day of
and any adjournment thereof.	
Signed this day of	
This form is to be used *in favour of /against the resolution. Unless otherwise instructed, the	
proxy will vote as he thinks fit.	
**Strike out whichever is not desired.	

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
31. 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 IRSPEN at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

THE MANAGEMENT COMMITTEE

32. i) The Management Committee shall comprise not more than twenty (20) persons being:
- (a) The Directors, and
 - (b) Such other Members as the Directors shall from time to time admit to membership. Any such Member who is a corporate Member shall nominate an individual to serve as its representative on the Management Committee
- ii) The members of the Management Committee who are not Directors shall serve for a term of 4 years which period shall be calculated with reference to the date on which their election to the management Committee was approved by the Directors. Retiring members are eligible for re-election.

The Directors may from time to time co-opt a person or persons to membership of the Management Committee for a specific purpose or project and for a specified period

- iii) Any member of the Management Committee who is not a Director shall cease to be a member if he:
- a) ceases to be a Member of IRSPEN or the representative of a corporate Member, or
 - b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain, or
 - c) makes any arrangement or composition with his creditors generally; or
 - d) becomes of unsound mind; or
 - e) resigns his office by notice in writing to the Directors, or
 - f) is convicted of an indictable offence unless the Directors otherwise determine; or
 - g) is directly or indirectly interested in any contract with IRSPEN and fails to declare the nature of his interest and withdraw from any vote in relation to same.

ANNUAL SUBSCRIPTIONS

33. The Directors shall be entitled from time to time to determine the Annual Subscription to be payable by any Member. Such subscriptions shall be payable in advance of the 1st day of January in each year. A person becoming a member of IRSPEN after the 1st day of January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any person shall cease to be a Member prior to the 1st day of January in any year that person shall not be entitled to any rebate of his Annual Subscription paid for that year. The terms and conditions attached to Life Subscriptions shall be determined by the Directors in their absolute discretion from time to time.

DIRECTORS

34. Unless otherwise decided by ordinary resolution the number of Directors shall not exceed seven and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

BORROWING POWERS

35. The Directors may exercise all the powers of IRSPEN 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 IRSPEN or of any third party.

POWERS AND DUTIES OF DIRECTORS

36. The business of IRSPEN shall be managed by the Directors, who may pay all expenses incurred in promoting and registering IRSPEN, and exercise all such powers of IRSPEN as are not by the Act or Articles required to be exercised by IRSPEN in general meeting subject nevertheless to the provision of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by IRSPEN in general meeting, but no direction given by IRSPEN in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction has not been given.
37. 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 IRSPEN for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors and 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.
38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to IRSPEN, 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.
39. The Directors shall cause minutes to be made in books provided for the purpose:
- i) of all appointments of officers made by the Directors;
 - ii) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - iii) of all resolutions and proceedings at all meetings of IRSPEN, and the Directors and of committees of Directors.

40. The Directors may delegate any of their powers or the implementation of any of their resolutions to the Management Committee in accordance with the following conditions:
- i) the chair of the Management Committee shall be a Director and his or her appointment shall be entirely in the discretion of the Directors;
 - ii) the deliberations of the Management Committee or any sub-committee appointed by it shall be reported regularly to the Directors and any resolution passed or decision taken by the Management Committee or any sub-committee shall be reported forthwith to the Directors and for that purpose every committee shall appoint a secretary;
 - iii) all delegations under this Article shall be revocable at any time;
 - iv) and the Directors may make such regulations and impose such terms and conditions and give such mandates to the Management Committee or any sub-committee as they may from time to time think fit; and
 - v) for the avoidance of doubt, the Directors shall delegate all financial matters to the Management Committee and shall empower it to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director, provided always that no expenditure on behalf of IRSPEN shall be incurred except in accordance with a budget which has been approved by the Directors.
 - vi) Subject to Paragraph 5) the Management Committee or any sub-committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairman of such committee shall have a second or casting vote.
41. The Directors shall delegate the day to day management of IRSPEN to the Management Committee in accordance with the following conditions:-
- i) the delegated power shall be to manage IRSPEN by implementing the policy and strategy adopted and within a budget approved by the Directors and if applicable to advise the Directors in relation to such policy, strategy and budget;
 - ii) the Directors shall provide the Management Committee with a description of its role and the extent of its authority; and
 - iii) the Management Committee shall report regularly to the Directors on the activities undertaken in managing IRSPEN and provide them regularly with management accounts sufficient to explain the financial position of the Company.

DISQUALIFICATION OF DIRECTORS

42. The Office of Director shall be vacated if the Director:
- (a) Is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or
 - (b) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or
 - (c) director resigns his or her office by notice in writing to the Company; or
 - (d) If the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or
 - (e) If a Declaration of restriction is made in relation to the director in accordance with Section 819 of the Act, and the directors, at any time during the currency of the declaration, resolve that his or her office be vacated; or
 - (f) If the director is sentenced to a term of imprisonment (including a term that is suspended) following conviction of an indictable offence (other than an offence under the Road Traffic Act, 1961, or any Act amending the same) unless the Directors otherwise determine; or
 - (g) If the director is for more than 6 months absent, without the permission of the directors, from meetings of the directors as during that period.
 - (h) Holds any office or place of profit under IRSPEN;
 - (i) Is directly or indirectly interested in any contract with IRSPEN and fails to declare the nature of his interest as required by the Act.

VOTING ON CONTRACTS

43. A Director may not vote in respect of any contract in which he is interested or any matter arising thereout.

ROTATION OF DIRECTORS

44. i) The Board of Directors shall at all times include:
- (a) A member of the Irish Society of Gastroenterology;
 - (b) A member of the Irish Nutrition and Dietetic Institute;
 - (c) A member of the Nutrition Society (Irish Section),
- ii) At the first Annual General Meeting of IRSPEN, all the Directors shall retire from office and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

45. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
46. A retiring Director shall be eligible for re-election.
47. IRSPEN, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.
48. No person, other than a Director retiring at the meeting, shall, unless recommended by the Directors, be eligible for election or re-election to the office of Director at any general meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there has been left at IRSPEN's office a notice in writing, signed by two Members of IRSPEN duly qualified to attend and vote at the meeting for which notice is given, of their intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be proposed and to act if elected.
49. IRSPEN may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
50. Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
51. IRSPEN may by ordinary resolution of which extended notice given in accordance with Section 146 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in this Constitution or in any agreement between IRSPEN and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and IRSPEN.
52. IRSPEN may by ordinary resolution appoint another person in place of a Director removed from office under Article 51. Without prejudice to the powers of the Directors under Regulation 49 IRSPEN in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as additional Director. A person appointed in place of a director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

53. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is any equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State.
54. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three.
55. The continuing 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 IRSPEN as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of IRSPEN, but for no other purpose.
56. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
57. All acts done by any meeting of the Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
58. 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.

SECRETARY

59. The Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
60. A provision of the Act or the 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

61. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that 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 Director for that purpose.

ACCOUNTS

62. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
63. The accounting records 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 by other persons entitled pursuant to the Act.
64. 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 or any of them shall be open to the inspection of its members not being Directors. 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 general meeting.
65. The Directors shall, in accordance with the Act, cause to be prepared and to be laid before the annual general meeting of the Company, the statutory financial statements of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial statements and Directors' report as are required by the Act to be prepared and laid before the annual general meeting of the Company.
66. 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 twenty one 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

67. Auditors shall be appointed and their duties regulated in accordance with Chapters 18 and 19 of Part 6 of the Act.

NOTICES

68. A notice may be given by IRSPEN to any member by any of the following means:
- a. By personal hand delivery;
 - b. By post to the member's registered address.
 - c. By facsimile or electronic mail to a fax number or electronic mail address previously supplied and verified by the member;

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by facsimile or electronic mail service of the notice shall be deemed to be effected when the notice is dispatched.

69. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- i) every Member
 - ii) every person being a personal representative or the Official Assignee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting;
 - iii) the directors and secretary of IRSPEN; and
 - iv) the Auditor for the time being of IRSPEN.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Ms. Julie Dowsett, Senior Clinical Dietitian
Dr. Nicholas Kennedy, Senior Lecturer in Clinical Medicine (Nutrition)
Ms. Janis Morrissey, Nutritionist and Dietitian
Ms. Niamh Rice, Consultant Nutritionist and Dietitian
Dr. Garry Courtney, Consultant Physician & Gastroenterologist
Dr. Eileen Gibney, Lecturer in Nutrition
Prof John Hyland, Consultant General and & Colorectal Surgeon